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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 10-K**

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

For the fiscal year ended February 2, 2020

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  
(State or other jurisdiction of  
incorporation or organization)

20-3842867  
(I.R.S. Employer  
Identification Number)

**1818 Cornwall Avenue, Vancouver, British Columbia V6J 1C7**

*(Address of principal executive offices)*

**Registrant's telephone number, including area code: (604) 732-6124**

**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 if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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

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

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant on August 2, 2019 was approximately \$20,011,000,000. Such aggregate market value was computed by reference to the closing price of the common stock as reported on the Nasdaq Global Select Market on August 2, 2019. For purposes of determining this amount only, the registrant has defined affiliates as including the executive officers, directors, and owners of 10% or more of the outstanding voting stock of the registrant on August 2, 2019.

*Common Stock:*

At March 20, 2020 there were 124,115,144 shares of the registrant's common stock, par value \$0.005 per share, outstanding.

*Exchangeable and Special Voting Shares:*

At March 20, 2020, there were outstanding 6,049,939 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, at March 20, 2020, the registrant had outstanding 6,049,939 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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**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the 2020 Annual Meeting of Stockholders have been incorporated by reference into Part III of this Annual Report on Form 10-K.

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## PART I

### Special Note Regarding Forward-Looking Statements

This report and some documents incorporated herein by reference include estimates, projections, statements relating to our business plans, objectives, and expected operating results that are "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. We use words such as "anticipates," "believes," "estimates," "may," "intends," "expects," and similar expressions to identify forward-looking statements. Discussions containing forward-looking statements may be found in the material set forth under "Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations", and in other sections of the report. All forward-looking statements are inherently uncertain as they are based on our expectations and assumptions concerning future events. Any or all of our forward-looking statements in this report may turn out to be inaccurate. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, and financial needs. They may be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties, including the risks, uncertainties and assumptions described in the section entitled "Item 1A. Risk Factors" and elsewhere in this report. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report may not occur as contemplated, and our actual results could differ materially from those anticipated or implied by the forward-looking statements. All forward-looking statements in this report are made as of the date hereof, based on information available to us as of the date hereof, and we assume no obligation to update any forward-looking statement.

### ITEM 1. BUSINESS

#### General

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

In this Annual Report on Form 10-K ("10-K" or "Report") for the fiscal year ended February 2, 2020 ("fiscal 2019"), lululemon athletica inc. (together with its subsidiaries) is referred to as "lululemon," "the Company," "we," "us" or "our."

#### Our Products

Our healthy lifestyle inspired athletic apparel and accessories are marketed under the lululemon brand. We offer a comprehensive line of apparel and accessories for women and men. Our apparel assortment includes items such as pants, shorts, tops, and jackets designed for a healthy lifestyle including athletic activities such as yoga, running, training, and most other sweaty pursuits. We also offer fitness-related accessories.

Our design and development team continues to source technically advanced fabrics, with new feel and fit, and craft innovative functional features for our products. Through our vertical retail strategy and direct connection with our guests, we are able to collect feedback and incorporate unique performance and fashion needs into our design process. In this way, we believe we solve problems for our guests, helping us advance our product lines and differentiate us from the competition.

Although we benefit from the growing number of people that participate in yoga, we believe the percentage of our products sold for other activities will continue to increase as we broaden our product range.

#### Our Market

Our guests seek a combination of performance, style, and sensation in their athletic apparel, choosing products that allow them to feel great however they exercise. Since consumer purchase decisions are driven by both an actual need for functional products and a desire to live a particular lifestyle, we believe the credibility of our brand and the authentic community experiences we offer expand our potential market beyond just athletes to those who pursue an active, mindful, and balanced life.

Although our primary and largest customer group is made up of women, we also design a comprehensive men's line and have a targeted strategy in place to serve our male guests. Our business is growing as more men discover the technical rigor and premium quality of our products, and are attracted by our distinctive brand.

North America is our largest market by geographical split, offering a mature health and wellness industry and sophisticated consumer. Additionally, we are expanding internationally across Europe, the People's Republic of China ("PRC"), and the rest of Asia Pacific. We are expanding in these regions via a decentralized model, allowing for local community insight and consumer preference to inform our strategic expansion.

## **Our Segments**

We primarily conduct our business through two channels: company-operated stores and direct to consumer.

We also generate net revenue from outlets, sales from temporary locations, sales to wholesale accounts, through license and supply arrangements, and warehouse sales. The net revenue we generate from these sources is combined in our other segment.

We operate in both the physical and digital space to better cater to the shopping desires of our guest. At the end of fiscal 2019, we had 491 stores in 17 countries across the globe. In addition to being a venue to sell product, our stores give us a direct connection to our guest, which we view as a valuable tool in helping us build our brand and product line.

Our direct to consumer segment includes the net revenue which we generate from our e-commerce website [www.lululemon.com](http://www.lululemon.com), other country and region specific websites, and mobile apps, including mobile apps on in-store devices that allow demand to be fulfilled via our distribution centers or other retail locations.

## **Company-Operated Stores**

As of February 2, 2020, our retail footprint included 491 company-operated stores. While most of our company-operated stores are branded lululemon, five of our company-operated stores are branded ivivva and specialize in athletic wear for female youth. Our retail stores are located primarily on street locations, in lifestyle centers, and in malls.

Our company-operated stores by country as of February 2, 2020 and February 3, 2019 are summarized in the table below:

	February 2, 2020	February 3, 2019
United States	305	285
Canada	63	64
People's Republic of China <sup>(1)</sup>	38	22
Australia	31	29
United Kingdom	14	12
Japan	7	5
New Zealand	7	7
Germany	6	5
South Korea	5	4
Singapore	4	3
France	3	1
Malaysia	2	—
Sweden	2	1
Ireland	1	1
Netherlands	1	—
Norway	1	—
Switzerland	1	1
Total company-operated stores	<u>491</u>	<u>440</u>

<sup>(1)</sup> PRC included six company-operated stores in Hong Kong, Special Administrative Region, two company-operated stores in Macao, Special Administration Region, and one company-operated store in Taiwan, PRC as of February 2, 2020. As of February 3, 2019, there were five company-operated stores in Hong Kong, Special Administrative Region, one company-operated store in Macao, Special Administration Region, and one company-operated store in Taiwan, PRC.

We opened 51 net new company-operated stores in fiscal 2019, including 32 net new stores outside of North America.

We perform ongoing evaluations of our portfolio of company-operated store locations. During fiscal 2019, we closed four of our lululemon branded company-operated stores and two of our ivivva branded company-operated stores. As we continue our evaluations we may, in future periods, close or relocate additional company-operated stores.

In fiscal 2020, our new store growth will come primarily from company-operated store openings in Asia and in the United States. Our real estate strategy over the next several years will not only consist of opening new company-operated stores, but also in overall square footage growth through store expansions and relocations.

We believe that our innovative retail concept and guest experience contribute to the success of our stores. We use sales per square foot to assess the performance of our company-operated stores relative to their square footage. We believe that sales per square foot is useful in evaluating the performance of our company-operated stores. During fiscal 2019, our sales per square foot was \$1,657.

Sales per square foot is calculated using total net revenue from company-operated stores that opened, or opened in their significantly expanded space, prior to the current fiscal year. The total net revenue of these stores for the fiscal year is divided by the total square footage of these stores at the end of the year. The fiscal 2019 sales per square foot metric is based on an average square footage of 3,127 per store as of February 2, 2020. In fiscal years with 53 weeks, the 53rd week of net revenue is excluded from the calculation of sales per square foot. The square footage of our company-operated stores includes all retail related space, storage areas, and administrative space used by the store employees. It excludes any space used for non-retail related activities. The sales per square foot metric we report may not be equivalent to similarly titled metrics reported by other companies.

### Direct to Consumer

Direct to consumer is a substantial part of our business, representing 28.6% of our net revenue in fiscal 2019. We believe that e-commerce is convenient for our core customer and enhances the image of our brand. Our direct to consumer channel

makes our product accessible to more markets than our company-operated store channel alone. We believe this channel is effective in building brand awareness, especially in new markets.

We continue to evolve and integrate our digital and physical channels in order to enrich our interactions with our guests, and to provide an enhanced omni-channel experience.

### **Other Channels**

Other net revenue accounted for 8.6% of total net revenue in fiscal 2019, compared to 9.2% in fiscal 2018, and 8.9% of total net revenue in fiscal 2017. Other net revenue includes sales made through the following channels:

- *Outlets and warehouse sales* - We utilize outlets as well as physical warehouse sales, which are held from time to time, to sell slow moving inventory and inventory from prior seasons to retail customers at discounted prices.
- *Temporary locations* - Our temporary locations, including seasonal stores, are typically opened for a short period of time in markets in which we may not already have a presence.
- *Wholesale* - Our wholesale accounts include premium yoga studios, health clubs, and fitness centers. We believe these premium wholesale locations offer an alternative distribution channel that is convenient for our core consumer and enhances the image of our brand. We do not intend wholesale to be a significant contributor to overall sales. Instead, we use the channel to build brand awareness, including outside of North America.
- *License and supply arrangements* - We enter into license and supply arrangements from time to time when we believe that it will be to our advantage to partner with companies and individuals with significant experience and proven success in certain target markets.

We have entered into license and supply arrangements with partners in the Middle East and Mexico which grant them the right to operate lululemon branded retail locations in the United Arab Emirates, Kuwait, Qatar, Oman, Bahrain, and Mexico. We retain the rights to sell lululemon products through our e-commerce websites in these countries. Under these arrangements we supply the partners with lululemon products, training and other support. The initial term of the agreement for the Middle East expired in January 2020 and we currently intend to stay in the market. The initial term of the agreement for Mexico expires in November 2026. As of February 2, 2020, there were four licensed retail locations in Mexico, three in the United Arab Emirates, and one in Qatar, which are not included in the above company-operated stores table.

### **Community-Based Marketing**

We utilize a community-based approach to build brand awareness and customer loyalty. We pursue a multi-faceted strategy which leverages our local teams and ambassadors, digital marketing and social media, in-store community boards, and a variety of grassroots initiatives. We also plan to continue to explore how we can complement and amplify our community-based initiatives with global brand-building activity.

### **Product Design and Development**

Our product design and development efforts are led by a team of researchers, scientists, engineers, and designers. Our team is comprised of athletes and users of our products who embody our design philosophy and dedication to premium quality. Our design and development team identifies trends based on market intelligence and research, proactively seeks the input of our guests and our ambassadors, and broadly seeks inspiration consistent with our goals of function, style, and technical superiority.

As we strive to continue to provide our guests with technically advanced fabrics, our team works closely with our suppliers to incorporate the latest in technical innovation, bringing particular specifications to our products. We partner with independent inspection, verification, and testing companies, who conduct a variety of tests on our fabrics, testing performance characteristics including pilling, shrinkage, abrasion resistance, and colorfastness. We develop proprietary fabrics and collaborate with leading fabric and trims suppliers to manufacture fabrics and trims that we ultimately protect through agreements, trademarks, and trade-secrets.

### **Sourcing and Manufacturing**

We do not own or operate any manufacturing facilities. We rely on a limited number of suppliers to provide fabrics for, and to produce, our products. The following statistics are based on cost.

We work with a group of approximately 39 vendors that manufacture our products, five of which produced approximately 56% of our products in fiscal 2019. During fiscal 2019, the largest single manufacturer produced approximately 17% of our

products. During fiscal 2019, approximately 33% of our products were manufactured in Vietnam, 16% in Cambodia, 15% in Sri Lanka, and 11% in the PRC, including 2% in Taiwan, PRC.

We work with a group of approximately 76 suppliers to provide the fabrics for our products. In fiscal 2019, approximately 59% of our fabrics were produced by our top five fabric suppliers, and the largest single manufacturer produced approximately 32% of fabric used. During fiscal 2019, approximately 46% of our fabrics originated from Taiwan, PRC, 14% from the rest of the PRC, 19% from Sri Lanka, and the remainder from other regions.

We also source other raw materials which are used in our products, including items such as content labels, elastics, buttons, clasps, and drawcords from suppliers located predominantly in the Asia Pacific region.

We have developed long-standing relationships with a number of our vendors and take great care to ensure that they share our commitment to quality and ethics. We do not, however, have any long-term term contracts with the majority of our suppliers or manufacturing sources for the production and supply of our fabrics and garments, and we compete with other companies for fabrics, raw materials, and production. We require that all of our manufacturers adhere to our vendor code of ethics regarding social and environmental sustainability practices. Our product quality and sustainability teams partner with leading inspection and verification firms to closely monitor each supplier's compliance with applicable laws and our vendor code of ethics.

### **Distribution Facilities**

We operate and distribute finished products from our distribution facilities in the United States, Canada, and Australia. We own our distribution center in Columbus, Ohio, and lease our other distribution facilities. We also utilize third-party logistics providers to warehouse and distribute finished products from their warehouse locations in the PRC and the Netherlands. We regularly evaluate our distribution infrastructure and consolidate or expand our distribution capacity as we believe appropriate for our operations and to meet anticipated needs.

### **Competition**

Competition in the athletic apparel industry is based principally on brand image and recognition as well as product quality, innovation, style, distribution, and price. We believe that we successfully compete on the basis of our premium brand image and our technical product innovation. We also believe our ability to introduce new product innovations, combine function and fashion, and connect through in-store and community experiences sets us apart from our competition. In addition, we believe our vertical retail distribution strategy and community-based marketing differentiates us further, allowing us to more effectively control our brand image and connect with our guest.

The market for athletic apparel is highly competitive. It includes increasing competition from established companies that are expanding their production and marketing of performance products, as well as from frequent new entrants to the market. We are in direct competition with wholesalers and direct sellers of athletic apparel, such as Nike, Inc., adidas AG, and Under Armour, Inc. We also compete with retailers who have expanded to include women's athletic apparel including The Gap, Inc. (including the Athleta brand) and Victoria's Secret with its Sport collection.

### **Seasonality**

Our business is affected by the general seasonal trends common to the retail apparel industry. Our annual net revenue is weighted more heavily toward our fourth fiscal quarter, reflecting our historical strength in sales during the holiday season, while our operating expenses are more equally distributed throughout the year. As a result, a substantial portion of our operating profits are generated in the fourth quarter of our fiscal year. For example, we generated approximately 47% of our full year operating profit during each of the fourth quarters of fiscal 2019 and fiscal 2018.

### **Our Employees**

We believe that our people are key to the success of our business, and we strive to foster a distinctive corporate culture rooted in our core business values which attract passionate and motivated employees who are driven to achieve personal and professional goals.

As of February 2, 2020, we had approximately 19,000 employees, of which approximately 11,000 were employed in the United States, approximately 5,200 were employed in Canada, and approximately 2,800 were employed outside of North America. None of our employees are currently covered by a collective bargaining agreement. We have had no labor-related work stoppages by our employees and we believe our relations with our employees are excellent.

## Intellectual Property

We have trademark rights on most of our products and believe having distinctive marks that are readily identifiable is an important factor in building our brand image and in distinguishing our products from the products of others. We consider our lululemon and wave design trademarks to be among our most valuable assets. In addition, we own many other trademarks for names of several of our brands, slogans, fabrics and products. We own registered and pending U.S. and foreign utility and design patents, industrial designs in Canada, and registered community designs in Europe that protect our product innovations, distinctive apparel, and accessory designs.

## Securities and Exchange Commission Filings

Our website address is [www.lululemon.com](http://www.lululemon.com). We provide free access to various reports that we file with, or furnish to, the United States Securities and Exchange Commission, or the SEC, through our website, as soon as reasonably practicable after they have been filed or furnished. These reports include, but are not limited to, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports. Our SEC reports can also be accessed through the SEC's website at [www.sec.gov](http://www.sec.gov). Also available on our website are printable versions of our Code of Business Conduct and Ethics and charters of the Audit, Compensation, and Nominating and Governance Committees of our board of directors. Information on our website does not constitute part of this annual report on Form 10-K or any other report we file or furnish with the SEC.

## ITEM 1A. RISK FACTORS

*In addition to the other information contained in this Form 10-K, the following risk factors should be considered carefully in evaluating our business. Our business, financial condition, or results of operations could be materially adversely affected by any of these risks. Please note that additional risks not presently known to us or that we currently deem immaterial could also impair our business and operations.*

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

Our success depends on the value and reputation of the lululemon brand. The lululemon name is integral to our business as well as to the implementation of our strategies for expanding our business. 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. Additionally, while we devote considerable efforts 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.

### ***If any of our products are 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 purchased by our guests, 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 recent COVID-19 coronavirus outbreak and related government, private sector, and individual consumer responsive actions may adversely affect our business operations, store traffic, employee availability, financial condition, liquidity, and cash flow.***

The outbreak of the COVID-19 coronavirus disease has been declared a pandemic by the World Health Organization continues to spread in the United States, Canada, and in many other countries globally. Related government and private sector responsive actions may adversely affect our business operations. It is impossible to predict the effect and ultimate impact of the COVID-19 pandemic as the situation is rapidly evolving.

The spread of COVID-19 has caused public health officials to recommend precautions to mitigate the spread of the virus, especially when congregating in heavily populated areas, such as malls and lifestyle centers. In February 2020, we temporarily

closed all of our retail locations in Mainland China. All but one of these locations have since reopened. In March 2020, we temporarily closed all of our retail locations in North America, Europe, Malaysia, New Zealand, and we temporarily closed our distribution center in Sumner, WA. These locations currently remain closed. There is significant uncertainty around the breadth and duration of our store closures and other business disruptions related to COVID-19, as well as its impact on the U.S., Canadian, and global economies, consumer willingness to visit stores, malls, and lifestyle centers, and employee willingness to staff our stores once they re-open. The extent to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of COVID-19 and the actions taken to contain it or treat its impact.

***We operate in a highly competitive market and the size and resources of some of our competitors may allow them to 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. In contrast to our grassroots community-based marketing approach, many of our competitors promote their brands through traditional forms of advertising, such as print media and television commercials, and through celebrity endorsements, and have substantial resources to devote to such efforts. Our competitors may also create and maintain brand awareness using traditional forms of advertising more quickly than we can. Our competitors may also be able to increase sales in their new and existing markets faster than we do by emphasizing different distribution channels than we do, such as catalog sales or an extensive franchise network.

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 reliance on suppliers to provide fabrics for and to produce our products could cause problems in our supply chain.***

We do not manufacture our products or the raw materials for them and rely instead on suppliers. 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 very 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. The following statistics are based on cost.

We work with a group of approximately 39 vendors that manufacture our products, five of which produced approximately 56% of our products in fiscal 2019. During fiscal 2019, the largest single manufacturer produced approximately 17% of our products. During fiscal 2019, approximately 33% of our products were manufactured in Vietnam, 16% in Cambodia, 15% in Sri Lanka, and 11% in the PRC, including 2% in Taiwan, PRC.

We work with a group of approximately 76 suppliers to provide the fabrics for our products. In fiscal 2019, approximately 59% of our fabrics were produced by our top five fabric suppliers, and the largest single manufacturer produced approximately 32% of fabric used. During fiscal 2019, approximately 46% of our fabrics originated from Taiwan, PRC, 14% from the rest of the PRC, 19% from Sri Lanka, and the remainder from other regions.

We also source other raw materials which are used in our products, including items such as content labels, elastics, buttons, clasps, and drawcords from suppliers located predominantly in the Asia Pacific region.

We have experienced, and may in the future experience, a significant disruption in the supply of fabrics or raw materials from current sources and we may be unable to locate alternative materials 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 to 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 the impact of global health pandemics, including the current COVID-19 coronavirus pandemic, and the related government and private sector responsive actions such as border 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. 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.

***The operations of many of our suppliers are subject to additional risks that are beyond our control and that could harm our business, financial condition, and results of operations.***

Almost all of our suppliers are located outside of North America, and as a result, we are subject to risks associated with doing business abroad, including:

- the impact of health conditions, including the current COVID-19 coronavirus pandemic, and related government and private sector responsive actions, and other changes in local economic conditions in countries where our manufacturers, suppliers, or guests are located;
- political unrest, terrorism, labor disputes, and economic instability resulting in the disruption of trade from foreign countries in which our products are manufactured;
- the imposition of new laws and regulations, including those relating to labor conditions, quality and safety standards, imports, duties, taxes and other charges on imports, as well as trade restrictions and restrictions on currency exchange or the transfer of funds;
- reduced protection for intellectual property rights, including trademark protection, in some countries, particularly in the PRC; and
- disruptions or delays in shipments whether due to port congestion, labor disputes, product regulations and/or inspections or other factors, natural disasters or health pandemics, or other transportation disruptions.

These and other factors beyond our control could interrupt our suppliers' production in offshore facilities, influence the ability of our suppliers to export our products cost-effectively or at all and inhibit our suppliers' ability to procure certain materials, any of which could harm our business, financial condition, and results of operations.

***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 practices. 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 material to our supply chain, our reputation and sales could be adversely affected, we could be subject to legal liability, or we could be forced to locate alternative suppliers or manufacturing sources.

***An economic downturn 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 (particularly those in North America), high levels of unemployment, health pandemics (such as the impact of the current COVID-19 coronavirus pandemic, including reduced store traffic and widespread temporary store closures), 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 rates and credit availability, government austerity measures, fluctuating fuel and other energy costs, fluctuating commodity prices, tax rates and general uncertainty regarding the overall future economic environment. 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, particularly in North America. Our sensitivity to economic cycles and any related fluctuation in consumer demand may have a material adverse effect on our financial condition.

***Our sales and profitability may decline as a result of increasing product 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, pressure from consumers to reduce the prices we charge for our products, and changes in consumer demand. These factors may 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.

***If we are unable to anticipate consumer preferences and successfully develop and introduce new, innovative, and updated 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. 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 unexpected effects on inventory supply and consumer demand caused by the current COVID-19 coronavirus pandemic), and weakening of economic conditions or consumer confidence in future economic conditions. 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 inability to safeguard against security breaches or our failure to comply with data privacy laws 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.

Additionally, we are subject to laws and regulations such as the European Union's General Data Privacy Regulation ("GDPR") and the California Consumer Privacy Act ("CCPA"). These regulations require companies to satisfy new requirements regarding the handling of personal and sensitive data, including its use, protection, and the ability of persons whose data is stored to correct or delete such data about themselves. Failure to comply with GDPR requirements could result in penalties of up to four percent of worldwide revenue. The GDPR, CCPA, and other similar laws and regulations, as well as any associated inquiries or investigations or any other government actions, may be costly to comply with, increase our operating costs, require significant management time and attention, and subject us to remedies that may harm our business, including fines, negative publicity, or demands or orders that we modify or cease existing business practices.

***Any material disruption of our information technology systems or unexpected network interruption could disrupt our business and reduce our sales.***

We are increasingly dependent on information 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 information 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 information 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, two 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 information 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 information technology systems and websites have experienced system failures and electrical outages in the past which have disrupted our operations. Any significant disruption in our information 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.

***If the technology-based systems that give our customers the ability to shop with us online do not function effectively, our operating results, as well as our ability to grow our e-commerce business globally, could be materially adversely affected.***

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 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.

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

We sell our products through a variety of trade channels, with a significant portion through traditional brick-and-mortar retail channels. As strong e-commerce channels emerge and develop, we are evolving towards an omni-channel approach to support the shopping behavior of our guests. This involves country and region specific websites, social media, product notification emails, mobile apps, including mobile apps on in-store devices that allow demand to be fulfilled via our distribution centers, and online order fulfillment through stores. The diversion of sales from our company-operated stores could adversely impact our return on investment and could lead to store closures and impairment charges. We could have difficulty in

recreating the in-store experience through direct channels. We could also be exposed to liability for online content. 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 brands.

***The fluctuating cost of raw materials could increase our cost of goods sold and cause our results of operations and financial condition to suffer.***

The fabrics used by our suppliers and manufacturers 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. 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.

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

Our future growth depends in part on our expansion efforts outside of North America. 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 North America, 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 foreign 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.

***Global economic and political conditions and global events such as health pandemics 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 could negatively impact our guests and employees, reduce consumer spending, and adversely impact our business and results of operations. Health pandemics, such as the current COVID-19 coronavirus pandemic, and the related governmental, private sector and individual consumer responsive actions could reduce store traffic and consumer spending, result in temporary or permanent closures of stores, offices, and factories, and could negatively impact the flow of goods.

***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, 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.

***Our fabrics and manufacturing technology generally are not patented and can be imitated by our competitors.***

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 and we do not generally own patents or hold 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 do sell similar products 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 copyright, trademark, trade dress, 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, intellectual property protection may be unavailable or limited in some foreign 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 ability to source and sell our merchandise profitably or at all could be hurt if new trade restrictions are imposed or existing trade restrictions become more burdensome.***

The United States and the countries in which our products are produced or sold internationally 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. The current political administrations in the United States and the PRC have proposed tariffs which increase the costs of our products. 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, or could require us to source our products from other countries.

On January 31, 2020, the United Kingdom ("UK") withdrew from the European Union ("EU"), commonly referred to as "Brexit". There is significant uncertainty related to how the UK's trade, duties, and customs arrangements with the EU will be impacted by Brexit after the transition period, as well as the impact on the movement of goods, people, and capital between the UK and the EU. There could be changes in economic conditions in the UK or EU, including foreign exchange rates and consumer markets. Our business could be adversely affected by these changes, including by additional duties on the importation of our products into the UK from the EU and as a result of shipping delays or congestion.

***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 foreign 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 foreign withholding taxes.

Repatriations from our Canadian subsidiaries are not subject to Canadian withholding taxes if such distributions are made as a return of capital. We have not accrued for any Canadian withholding taxes that could be payable on future repatriations from our Canadian subsidiaries because we believe the current net investment in our Canadian subsidiaries can either be repatriated free of withholding tax or is expected to be indefinitely reinvested. The extent to which future increases in the net assets of our Canadian subsidiaries can be repatriated free of withholding tax is dependent on, among other things, the amount of paid-up-capital in our Canadian subsidiaries and transactions undertaken by our exchangeable shareholders. We are unable to determine the timing and extent to which such transactions may occur. Accordingly, increases in our Canadian net assets may result in an increase to our effective tax rate.

We and our subsidiaries 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.

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 foreign 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.

***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.***

We have expanded our operations rapidly since our inception in 1998 and our net revenue has increased from \$40.7 million in fiscal 2004 to \$4.0 billion in fiscal 2019. 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 five and 15 years, and generally can be extended in five-year increments 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.

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

A significant portion of our products are produced in South 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 a potential significant revaluation of the currencies used in these countries, which may result in an increase in the cost of producing products, labor shortage and increases in labor costs, and difficulties and additional costs in transporting products manufactured from these countries to our distribution centers. 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.

***We may not be able to successfully open new store locations in a timely manner, if at all, which could harm our results of operations.***

Our growth will largely depend on our ability to successfully open and operate new stores, which depends on many factors, including, among others, our ability to:

- identify suitable store locations, the availability of which is outside of our control;
- gain brand recognition and acceptance, particularly in markets that are new to us;
- negotiate acceptable lease terms, including desired tenant improvement allowances;

- hire, train and retain store personnel and field management;
- immerse new store personnel and field management into our corporate culture;
- source sufficient inventory levels; and
- successfully integrate new stores into our existing operations and information technology systems.

***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 are subject to extensive regulation by various federal agencies, including the Federal Trade Commission, Consumer Product Safety Commission and state attorneys general in the United States, the Competition Bureau and Health Canada in Canada, as well as by various 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 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, or FCPA, and other anti-bribery laws applicable to our operations. In many foreign 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 foreign laws and regulations applicable to us. Although we have implemented procedures designed to ensure compliance with the FCPA and similar laws, some of our employees, agents, or other channel 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.

***Our future success is substantially dependent on the service of our senior management and other key employees.***

In the last few years, we have had changes to our senior management team including new hires, departures, and role and responsibility changes. 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.

We do not maintain a key person life insurance policy on any of the members of our senior management team. As a result, we would have no way to cover the financial loss if we were to lose the services of members of our senior management team.

***Our business is affected by seasonality.***

Our business is affected by the general seasonal trends common to the retail apparel industry. This seasonality may adversely affect our business and cause our results of operations to fluctuate, and, as a result, we believe that comparisons of our operating results between different quarters within a single fiscal year are not necessarily meaningful and that results of operations in any period should not be considered indicative of the results to be expected for any future period.

***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 foreign 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 foreign subsidiaries are translated from their functional currencies into U.S. dollars. Fluctuations in the value of the U.S. dollar affect the reported amounts of net revenue, expenses, assets, and liabilities. Foreign exchange differences which arise on translation of our foreign subsidiaries' balance sheets into U.S. dollars are recorded as a foreign currency translation adjustment in accumulated other comprehensive income or loss within stockholders' equity.

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

We have, and may continue to, enter into forward currency contracts, or other derivative instruments, in an effort to mitigate the foreign exchange risks which we are exposed to. This may include entering into forward currency contracts to hedge against the foreign exchange gains and losses which arise on translation of our foreign subsidiaries' balance sheets into U.S. dollars, or entering into forward currency contracts in an effort to reduce our exposure to foreign exchange revaluation gains and losses that arise on monetary assets and liabilities held by our subsidiaries in a currency other than their functional currency.

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 the forward currency contracts.

***Our trademarks 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 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 foreign trademark registrations, and will continue to evaluate the registration of additional trademarks as appropriate. However, some or all of these pending trademark 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 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 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. PROPERTIES**

Our principal executive and administrative offices are located at 1818 Cornwall Avenue, Vancouver, British Columbia, Canada, V6J 1C7.

The general location, use and approximate size of our principal owned properties as of February 2, 2020, are set forth below:

<b>Location</b>	<b>Use</b>	<b>Approximate Square Feet</b>
Columbus, OH	Distribution Center	310,000
Vancouver, BC	Executive and Administrative Offices	140,000

The general location, use, approximate size and lease renewal date of our principal non-retail leased properties as of February 2, 2020, are set forth below:

<b>Location</b>	<b>Use</b>	<b>Approximate Square Feet</b>	<b>Lease Renewal Date</b>
Toronto, ON	Distribution Center	250,000	September 2033
Sumner, WA	Distribution Center	150,000	July 2025
Vancouver, BC	Distribution Center	155,000	January 2031

## **ITEM 3. LEGAL PROCEEDINGS**

Please see the legal proceedings described in Note 17 to our audited consolidated financial statements included in Item 8 of Part II of this report.

**PART II**

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

**Market Information and Dividends**

Our common stock is quoted on the Nasdaq Global Select Market under the symbol "LULU."

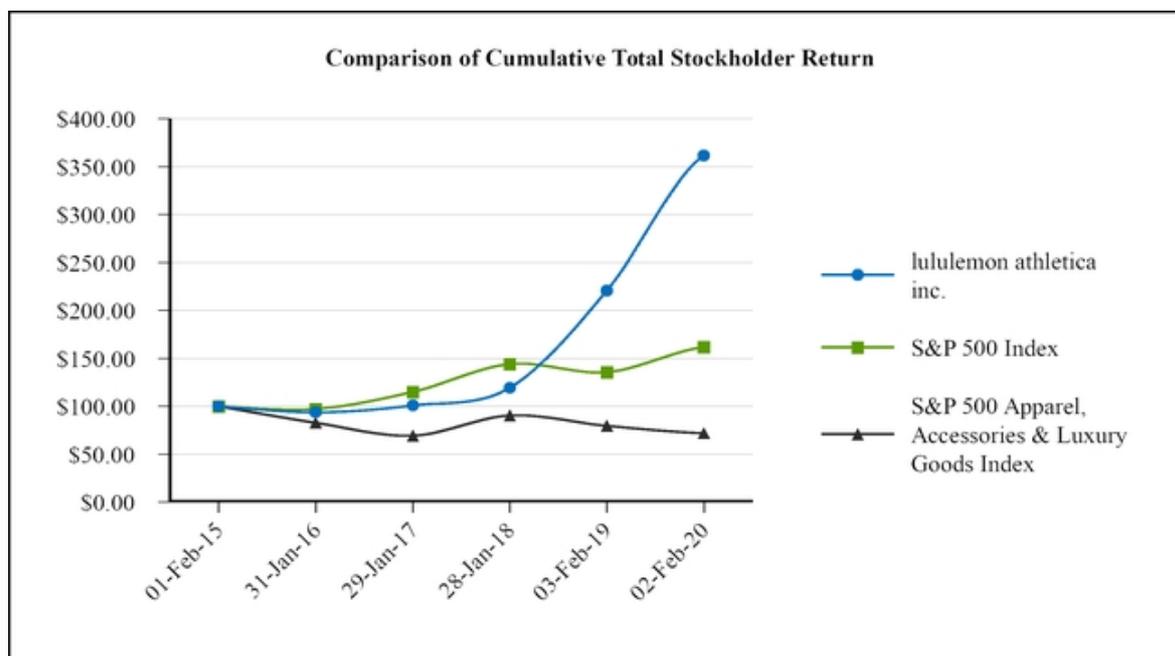
As of March 20, 2020, there were approximately 900 holders of record of our common stock. This does not include persons whose stock is in nominee or "street name" accounts through brokers.

We do not anticipate paying any cash dividends on our common stock in the foreseeable future. Any future determination as to the payment of cash dividends will be at the discretion of our board of directors and will depend on our financial condition, operating results, current and anticipated cash needs, plans for expansion, and other factors that our board of directors considers to be relevant. In addition, financial and other covenants in any instruments or agreements that we enter into in the future may restrict our ability to pay cash dividends on our common stock.

**Stock Performance Graph**

The graph set forth below compares the cumulative total stockholder return on our common stock between February 1, 2015 (the date of our fiscal year end five years ago) and February 2, 2020, with the cumulative total return of (i) the S&P 500 Index and (ii) S&P 500 Apparel, Accessories & Luxury Goods Index, over the same period. This graph assumes the investment of \$100 on February 1, 2015 at the closing sale price our common stock, the S&P 500 Index and the S&P Apparel, Accessories & Luxury Goods Index and assumes the reinvestment of dividends, if any.

The comparisons shown in the graph below are based on historical data. We caution that the stock price performance showing in the graph below is not necessarily indicative of, nor is it intended to forecast, the potential future performance of our common stock. Information used in the graph was obtained from Bloomberg, a source believed to be reliable, but we are not responsible for any errors or omissions in such information.



	01-Feb-15	31-Jan-16	29-Jan-17	28-Jan-18	03-Feb-19	02-Feb-20
lululemon athletica inc.	\$ 100.00	\$ 93.70	\$ 100.88	\$ 119.38	\$ 220.59	\$ 361.40
S&P 500 Index	\$ 100.00	\$ 97.26	\$ 115.02	\$ 144.00	\$ 135.67	\$ 161.68
S&P 500 Apparel, Accessories & Luxury Goods Index	\$ 100.00	\$ 82.75	\$ 69.42	\$ 90.37	\$ 79.62	\$ 71.89

### Issuer Purchase of Equity Securities

The following table provides information regarding our purchases of shares of our common stock during the thirteen weeks ended February 2, 2020 related to our stock repurchase program:

Period <sup>(1)</sup>	Total Number of Shares Purchased <sup>(2)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(2)</sup>	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
November 4, 2019 - December 1, 2019	1,584	\$ 194.10	1,584	\$ 327,302,004
December 2, 2019 - January 5, 2020	—	—	—	327,302,004
January 6, 2020 - February 2, 2020	—	—	—	327,302,004
<b>Total</b>	<b>1,584</b>		<b>1,584</b>	

<sup>(1)</sup> Monthly information is presented by reference to our fiscal periods during our fourth quarter of fiscal 2019.

<sup>(2)</sup> On January 31, 2019, our board of directors approved a stock repurchase program of up to \$500 million of our common shares on the open market or in privately negotiated transactions. 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 repurchases are expected to be completed by January 2021.

The following table provides information regarding our purchases of shares of our common stock during the thirteen weeks ended February 2, 2020 related to our Employee Share Purchase Plan:

Period <sup>(1)</sup>	Total Number of Shares Purchased <sup>(2)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(2)</sup>	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
November 4, 2019 - December 1, 2019	5,644	\$ 221.41	5,644	4,737,749
December 2, 2019 - January 5, 2020	5,629	227.93	5,629	4,732,120
January 6, 2020 - February 2, 2020	5,474	238.34	5,474	4,726,646
<b>Total</b>	<b>16,747</b>		<b>16,747</b>	

<sup>(1)</sup> Monthly information is presented by reference to our fiscal periods during our fourth quarter of fiscal 2019.

<sup>(2)</sup> Our Employee Share Purchase Plan (ESPP) was approved by our board of directors and stockholders in September 2007. All shares purchased under the ESPP are purchased on the Nasdaq Global Select Market (or such other stock exchange as we may designate from time to time). Unless our board of directors terminates the ESPP earlier, the ESPP will continue until all shares authorized for purchase under the ESPP 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 repurchased to settle statutory employee tax withholding related to the vesting of stock-based compensation awards.

**ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA**

The selected consolidated financial data set forth below is derived from our consolidated financial statements and should be read in conjunction with our audited consolidated financial statements and notes included in Item 8 of Part II of this report as well as "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations".

	Fiscal Year Ended				
	February 2, 2020	February 3, 2019	January 28, 2018	January 29, 2017	January 31, 2016
	<i>(In thousands, except per share data)</i>				
<b>Consolidated statement of operations and comprehensive income data:</b>					
Net revenue	\$ 3,979,296	\$ 3,288,319	\$ 2,649,181	\$ 2,344,392	\$ 2,060,523
Cost of goods sold	1,755,910	1,472,032	1,250,391	1,144,775	1,063,357
Gross profit	2,223,386	1,816,287	1,398,790	1,199,617	997,166
Selling, general and administrative expenses	1,334,276	1,110,451	904,264	778,465	628,090
Asset impairment and restructuring costs	—	—	38,525	—	—
Income from operations	889,110	705,836	456,001	421,152	369,076
Other income (expense), net	8,283	9,414	3,997	1,577	(581)
Income before income tax expense	897,393	715,250	459,998	422,729	368,495
Income tax expense	251,797	231,449	201,336	119,348	102,448
Net income	\$ 645,596	\$ 483,801	\$ 258,662	\$ 303,381	\$ 266,047
<b>Other comprehensive income (loss), net of tax:</b>					
Foreign currency translation adjustment	(7,773)	(73,885)	58,577	36,703	(64,796)
Comprehensive income	\$ 637,823	\$ 409,916	\$ 317,239	\$ 340,084	\$ 201,251
Basic earnings per share	\$ 4.95	\$ 3.63	\$ 1.90	\$ 2.21	\$ 1.90
Diluted earnings per share	\$ 4.93	\$ 3.61	\$ 1.90	\$ 2.21	\$ 1.89
Basic weighted-average number of shares outstanding	130,393	133,413	135,988	137,086	140,365
Diluted weighted-average number of shares outstanding	130,955	133,971	136,198	137,302	140,610

	As of				
	February 2, 2020	February 3, 2019	January 28, 2018	January 29, 2017	January 31, 2016
	<i>(In thousands)</i>				
<b>Consolidated balance sheet data<sup>1</sup>:</b>					
Cash and cash equivalents	\$ 1,093,505	\$ 881,320	\$ 990,501	\$ 734,846	\$ 501,482
Inventories	518,513	404,842	329,562	298,432	284,009
Total assets	3,281,354	2,084,711	1,998,483	1,657,541	1,314,077
Total liabilities	1,329,136	638,736	401,523	297,568	286,595
Total stockholders' equity	1,952,218	1,445,975	1,596,960	1,359,973	1,027,482

<sup>(1)</sup> We adopted ASC 842 on February 4, 2019 using the modified retrospective approach with no restatement of comparative periods. See Note 2 to the audited consolidated financial statements included in Item 8 of Part II of this report for additional information.

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

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 2019 was a 52 week year and fiscal 2018 was a 53 week year. Net revenue includes results from the 53rd week, however, comparable sales are calculated on a one week shifted basis such that the 52 weeks ended February 2, 2020 are compared to the 52 weeks ended February 3, 2019 rather than January 27, 2019. The following discussion and analysis should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K.

We have omitted the results of operations and cash flows for fiscal 2017, and the comparison of fiscal 2018 to fiscal 2017. For the omitted results and comparisons please refer to "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our fiscal 2018 Annual Report on Form 10-K filed with the SEC on March 27, 2019.

This discussion and analysis contains forward-looking statements based on current expectations that involve risks, uncertainties and assumptions, such as our plans, objectives, expectations, and intentions included in the "Special Note Regarding Forward-Looking Statements." Our actual results and the timing of events may differ materially from those anticipated in these forward looking statements as a result of various factors, including those described in the "Item 1A. Risk Factors" section and elsewhere in this Annual Report on Form 10-K.

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

### **Overview**

Our business momentum continued in fiscal 2019. Net revenue grew 21% and total comparable sales increased 17%. In addition, we expanded our operating margin 80 basis points to 22.3% and grew earnings per share 37%, or 28% excluding certain discrete tax items which were recognized in fiscal 2018.

Fueling our performance this year was strength across our product assortment, 18% square footage growth driven by new stores and our remodel program, and a robust e-commerce business. In addition, our local community events and educators continued to connect us with our guests in a truly unique manner.

### ***The Power of Three***

We believe the first year of our Power of Three growth plan proved to be particularly successful. The strategic pillars of this plan are product innovation, omni-guest experience, and market expansion.

#### ***Product Innovation***

Throughout fiscal 2019, response to our product offerings was strong as we continued to grow our core product categories, expand our merchandise range, and deliver new innovation through our Science of Feel development platform. Momentum continued in both our men's and women's pant category, and we continued to expand the important categories of bras and outerwear. In men's, one of our key growth areas, revenue increased 34% in 2019. We also moved beyond test phase with our new assortment of selfcare personal-care products. We rolled out our initial assortment to 50 stores and online.

#### ***Omni-Guest Experience***

Performance was strong across both our company-operated store and direct to consumer channels in fiscal 2019, with comparable store sales increasing 9% and direct to consumer net revenue growing 35%, each based on a shifted calendar. In fiscal 2019 we began to engage with our guests in new ways. We began testing a new membership program, with four markets tested in fiscal 2019. We also opened and began testing our first two fully experiential stores in 2019, one in the Lincoln Park neighborhood of Chicago and the second at the Mall of America near Minneapolis. These stores were designed to offer dedicated studio space for sweat classes and meditation, locker rooms, healthy foods, and an elevated shopping experience.

In fiscal 2019 we continued to host unique events in North America and in our international markets. In addition to our SeaWheeze half marathon and festival in Vancouver, we hosted 10K races in Toronto, Edmonton, and San Diego, our first in the United States. In Europe, we held Sweatlife festivals in London, Paris, and Berlin, and in Mainland China, we hosted our 4th annual Unroll China event. These festivals and events brought together guests, educators, ambassadors, and other members of the local community to engage in sweat classes, yoga, personal development, and meditation.

## Market Expansion

In fiscal 2019, we continued to expand our presence both in North America and in our international markets. During the year, we opened 51 net new company-operated stores, including 19 in North America, 24 in Asia Pacific, and eight in Europe. We expanded into two new markets in Europe during the year, the Netherlands and Norway. We also launched local market e-commerce sites in Germany and France. In Asia, we opened our first stores in Malaysia and launched a local e-commerce site in Japan.

We also expanded our seasonal store strategy in fiscal 2019 with approximately 80 seasonal stores in operation for some period of time during the year. These stores allowed us to better cater to our guests in select markets, particularly during the holidays, while also helping introduce new guests to our brand.

For fiscal 2019, our business in North America grew 20%, while total growth in our international markets was 32%.

## Coronavirus (COVID-19)

The outbreak of the COVID-19 coronavirus has been declared a pandemic by the World Health Organization and continues to spread in the United States, Canada, and in many other countries globally. The spread of COVID-19 has caused public health officials to recommend precautions to mitigate the spread of the virus, especially when congregating in heavily populated areas, such as malls and lifestyle centers. Government authorities in certain markets in which we operate have also issued orders that require the closure of non-essential businesses and people to remain at home.

We have taken actions to close certain retail locations and to reduce operating hours, and we continue to monitor the situation and work closely with local authorities to prioritize the safety of our people and guests. In February 2020, we temporarily closed all of our retail locations in Mainland China. All but one of these locations have since reopened. In March 2020, we temporarily closed all of our retail locations in North America, Europe, Malaysia, New Zealand, and we temporarily closed our distribution center in Sumner, WA. These locations currently remain closed.

There is significant uncertainty regarding the extent and duration of the impact that the COVID-19 coronavirus pandemic will have on the demand for our products and our supply chain. We expect our sales growth trends to experience a meaningful deterioration from those achieved in fiscal 2019 and to experience a material adverse impact on our fiscal 2020 results. The extent to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of COVID-19 and the actions taken to contain it or treat its impact.

We remain confident in the long-term growth opportunities and our Power of Three growth plan and believe that we have sufficient cash and cash equivalents, and available capacity under our revolving credit facilities, to meet our liquidity needs. As of February 2, 2020, we had cash and cash equivalents of \$1.1 billion and the capacity under our committed revolving credit facility was \$398.2 million.

## Financial Highlights

The summary below provides both GAAP and non-GAAP financial measures. The adjusted financial measures for fiscal 2018 exclude the amounts recognized in connection with U.S. tax reform and taxes on the repatriation of foreign earnings.

For the fiscal year ended February 2, 2020, compared to the fiscal year ended February 3, 2019:

- Net revenue increased 21% to \$4.0 billion. On a constant dollar basis, net revenue increased 22%.
- Total comparable sales, which includes comparable store sales and direct to consumer, increased 17%. On a constant dollar basis, total comparable sales increased 18%.
  - Comparable store sales increased 9%, or increased 10% on a constant dollar basis.
  - Direct to consumer net revenue increased 35%, or increased 35% on a constant dollar basis.
- Gross profit increased 22% to \$2.2 billion.
- Gross margin increased 70 basis points to 55.9%.
- Income from operations increased 26% to \$889.1 million.
- Operating margin increased 80 basis points to 22.3%.
- Income tax expense increased 9% to \$251.8 million. Our effective tax rate for fiscal 2019 was 28.1% compared to 32.4% for fiscal 2018. The adjusted effective tax rate was 28.0% for fiscal 2018.

- Diluted earnings per share were \$4.93 for fiscal 2019 compared to \$3.61 in fiscal 2018. Adjusted diluted earnings per share were \$3.84 for fiscal 2018.

Due to the 53rd week in fiscal 2018, comparable sales are calculated on a one week shifted basis such that the 52 weeks ended February 2, 2020 are compared to the 52 weeks ended February 3, 2019 rather than January 27, 2019.

Refer to the non-GAAP reconciliation tables contained in the "Non-GAAP Financial Measures" section of this "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for reconciliations between constant dollar changes in net revenue, total comparable sales, comparable store sales, and direct to consumer net revenue, and adjusted income tax expense, effective tax rates, and diluted earnings per share, and the most directly comparable measures calculated in accordance with GAAP.

## General

*Net revenue* is comprised of company-operated store sales, direct to consumer sales through www.lululemon.com, other country and region specific websites, and mobile apps, including mobile apps on in-store devices that allow demand to be fulfilled via our distribution centers, and other net revenue, which includes outlet sales, sales from temporary locations, sales to wholesale accounts, license and supply arrangement net revenue which consists of royalties as well as sales of our products to licensees, and warehouse sales.

*Cost of goods sold* includes the cost of purchased merchandise, including freight, duty, and nonrefundable taxes incurred in delivering the goods to our distribution centers. It also includes occupancy costs and depreciation expense for our company-operated store locations, all costs incurred in operating our distribution centers and production, design, distribution, and merchandise departments, hemming, shrink, and inventory provision expense. The primary drivers of the costs of individual products are the costs of raw materials and labor in the countries where we source our merchandise.

*Selling, general and administrative expenses* consist of all operating costs not otherwise included in cost of goods sold.

*Income tax expense* depends on the statutory tax rates in the countries where we sell our products and the proportion of taxable income earned in those jurisdictions. To the extent the relative proportion of taxable income in the jurisdictions fluctuates, or the tax legislation in the respective jurisdictions changes, so will our effective tax rate. We also anticipate that, in the future, we may start to sell our products through retail locations in countries in which we have not yet operated, in which case, we would become subject to taxation based on the foreign statutory rates in the countries where these sales take place and our effective tax rate could fluctuate accordingly. In addition, increases in our Canadian net assets may result in an increase to our effective tax rate due to Canadian withholding taxes that could be payable on future repatriations from our Canadian subsidiaries to the extent that they are not able to be made as a return of capital.

## Results of Operations

The following tables summarize key components of our results of operations for the periods indicated, both in dollars and as a percentage of net revenue:

	Fiscal Year Ended			
	February 2, 2020	February 3, 2019	February 2, 2020	February 3, 2019
	<i>(In thousands)</i>		<i>(Percentages)</i>	
Net revenue	\$ 3,979,296	\$ 3,288,319	100.0%	100.0%
Cost of goods sold	1,755,910	1,472,032	44.1	44.8
Gross profit	2,223,386	1,816,287	55.9	55.2
Selling, general and administrative expenses	1,334,276	1,110,451	33.5	33.8
Income from operations	889,110	705,836	22.3	21.5
Other income (expense), net	8,283	9,414	0.2	0.3
Income before income tax expense	897,393	715,250	22.6	21.8
Income tax expense	251,797	231,449	6.3	7.0
Net income	\$ 645,596	\$ 483,801	16.2%	14.7%

## Comparison of Fiscal 2019 to Fiscal 2018

### Net Revenue

Net revenue increased \$691.0 million, or 21%, to \$4.0 billion in fiscal 2019 from \$3.3 billion in fiscal 2018. On a constant dollar basis, assuming the average exchange rates in fiscal 2019 remained constant with the average exchange rates in fiscal 2018, net revenue increased \$718.5 million, or 22%.

The increase in net revenue was primarily due to increased direct to consumer net revenue, net revenue generated by new company-operated stores, and an increase in comparable store sales.

Based on a shifted calendar, total comparable sales, which includes comparable store sales and direct to consumer, increased 17% in fiscal 2019 compared to fiscal 2018. Total comparable sales increased 18% on a constant dollar basis.

Net revenue on a segment basis for fiscal 2019 and fiscal 2018 is summarized below. The percentages are presented as a percentage of total net revenue.

	Fiscal Years Ended February 2, 2020 and February 3, 2019			
	2019		2018	
	(In thousands)		(Percentages)	
Company-operated stores	\$ 2,501,067	\$ 2,126,363	62.9%	64.7%
Direct to consumer	1,137,822	858,856	28.6	26.1
Other	340,407	303,100	8.6	9.2
Net revenue	\$ 3,979,296	\$ 3,288,319	100.0%	100.0%

*Company-Operated Stores.* Net revenue from our company-operated stores segment increased \$374.7 million, or 18%, to \$2.5 billion in fiscal 2019 from \$2.1 billion in fiscal 2018. The following contributed to the increase in net revenue from our company-operated stores segment:

- Net revenue from company-operated stores we opened or significantly expanded subsequent to February 3, 2019, and are therefore not included in comparable store sales, increased net revenue by \$238.5 million. During fiscal 2019 we opened 51 net new company-operated stores, including 24 stores in Asia Pacific, 19 stores in North America, and eight stores in Europe.
- Based on a shifted calendar, a comparable store sales increase of 9% in fiscal 2019 compared to fiscal 2018. Comparable store sales increased 10% on a constant dollar basis. The increase in comparable store sales was primarily a result of increased store traffic and improved conversion rates.

We generated net revenue of \$32.7 million in the 53rd week of fiscal 2018 from our company-operated stores segment.

*Direct to Consumer.* Net revenue from our direct to consumer segment increased \$279.0 million to \$1.1 billion in fiscal 2019 from \$858.9 million in fiscal 2018. We generated net revenue of \$20.3 million in the 53rd week of fiscal 2018 from our direct to consumer segment. Based on a shifted calendar, direct to consumer net revenue increased 35%, or increased 35% on a constant dollar basis. The increase in net revenue from our direct to consumer segment was primarily the result of increased traffic on our e-commerce websites and improved conversion rates, partially offset by a decrease in dollar value per transaction.

*Other.* Net revenue from our other segment increased \$37.3 million, or 12%, to \$340.4 million in fiscal 2019 from \$303.1 million in fiscal 2018. This increase was primarily the result of an increase in net revenue from sales to wholesale accounts, and an increased number of temporary locations, including seasonal stores, open during fiscal 2019 compared to fiscal 2018.

### Gross Profit

Gross profit increased \$407.1 million, or 22%, to \$2.2 billion in fiscal 2019 from \$1.8 billion in fiscal 2018.

Gross profit as a percentage of net revenue, or gross margin, increased 70 basis points, to 55.9% in fiscal 2019 from 55.2% in fiscal 2018. The increase in gross margin was primarily the result of an increase in product margin of 110 basis points, which was primarily due to lower product costs, a favorable mix of higher margin product, and lower markdowns.

This was partially offset by an increase in costs as a percentage of revenue related to our distribution centers and our product departments of 30 basis points, an increase in occupancy and depreciation costs as a percentage of revenue of 10 basis points, and an unfavorable impact of foreign exchange rates of 10 basis points.

### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses increased \$223.8 million, or 20%, to \$1.3 billion in fiscal 2019 from \$1.1 billion in fiscal 2018. The increase in selling, general and administrative expenses was primarily due to:

- an increase in costs related to our operating channels of \$136.6 million, comprised of:
  - an increase in employee costs of \$64.7 million primarily from a growth in labor hours and benefits, mainly associated with new company-operated stores and other new operating locations, and due to higher incentive compensation expenses;
  - an increase in variable costs of \$49.2 million primarily due to an increase in distribution costs, credit card fees, and packaging costs as a result of increased net revenue; and
  - an increase in other costs of \$22.8 million primarily due to increases in digital marketing expenses, information technology costs, security, and other costs associated with our operating locations;
- an increase in head office costs of \$84.3 million, comprised of:
  - an increase in employee costs of \$43.0 million primarily due to increased incentive and stock-based compensation expense and due to increased wages, primarily from additional employees to support the growth in our business; and
  - an increase in other costs of \$41.3 million primarily due to increases in depreciation, information technology costs, professional fees, brand and community costs, and other head office costs; and
- an increase in net foreign exchange and derivative revaluation losses of \$2.9 million. There were net foreign exchange and derivative revaluation losses of \$1.5 million in fiscal 2019 compared to net foreign exchange revaluation gains of \$1.4 million in fiscal 2018.

As a percentage of net revenue, selling, general and administrative expenses decreased 30 basis points, to 33.5% in fiscal 2019 from 33.8% in fiscal 2018.

### **Income from Operations**

Income from operations increased \$183.3 million, or 26%, to \$889.1 million in fiscal 2019 from \$705.8 million in fiscal 2018. Operating margin increased 80 basis points to 22.3% compared to 21.5% in fiscal 2018.

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

Segmented income from operations before general corporate expenses for fiscal 2019 and fiscal 2018 is summarized below and is expressed in dollar amounts. The percentages are presented as a percentage of net revenue of the respective operating segments.

	<b>Fiscal Years Ended February 2, 2020 and February 3, 2019</b>			
	<b>2019</b>		<b>2018</b>	
	<i>(In thousands)</i>		<i>(Percentages)</i>	
<b>Segmented income from operations:</b>				
Company-operated stores	\$ 689,339	\$ 575,536	27.6%	27.1%
Direct to consumer	482,368	354,107	42.4	41.2
Other	72,559	62,558	21.3	20.6
	<u>1,244,266</u>	<u>992,201</u>		
General corporate expenses	355,156	286,365		
<b>Income from operations</b>	<u><u>\$ 889,110</u></u>	<u><u>\$ 705,836</u></u>		

**Company-Operated Stores.** Income from operations from our company-operated stores segment increased \$113.8 million, or 20%, to \$689.3 million for fiscal 2019 from \$575.5 million for fiscal 2018. The increase was primarily the result of increased gross profit of \$199.5 million which was primarily due to increased net revenue and higher gross margin. This was partially offset by an increase in selling, general and administrative expenses, primarily due to increased employee costs, increased store operating expenses including higher credit card fees, distribution costs, and packaging costs as a result of higher net revenue, and due to increased security, repairs and maintenance costs, and information technology costs. Income from operations as a percentage of company-operated stores net revenue increased by 50 basis points, primarily due to leverage on selling, general and administrative expenses and an increase in gross margin.

*Direct to Consumer.* Income from operations from our direct to consumer segment increased \$128.3 million, or 36%, to \$482.4 million in fiscal 2019 from \$354.1 million in fiscal 2018. The increase was primarily the result of increased gross profit of \$194.0 million which was primarily due to increased net revenue and higher gross margin. This was partially offset by an increase in selling, general and administrative expenses primarily due to higher variable costs including distribution costs, credit card fees, and packaging costs as a result of higher net revenue, as well as higher digital marketing expenses, information technology costs, and employee costs. Income from operations as a percentage of direct to consumer net revenue has increased by 120 basis points, primarily due to an increase in gross margin, partially offset by deleverage on selling, general and administrative expenses.

*Other.* Other income from operations increased \$10.0 million, or 16%, to \$72.6 million in fiscal 2019 from \$62.6 million in fiscal 2018. The increase was primarily the result of increased gross profit of \$13.6 million which was primarily due to increased net revenue. The increase in gross profit was partially offset by an increase in selling, general and administrative expenses, including increased employee costs, increased operating expenses including higher credit card fees and higher distribution costs as a result of higher net revenue, and due to higher repairs and maintenance costs and information technology costs. Income from operations as a percentage of other net revenue increased 70 basis points, primarily due to leverage on selling, general and administrative expenses, partially offset by a decrease in gross margin.

*General Corporate Expenses.* General corporate expenses increased \$68.8 million, or 24%, to \$355.2 million in fiscal 2019 from \$286.4 million in fiscal 2018. This increase was primarily due to increases in head office employee costs, depreciation, brand and community costs, information technology costs, professional fees, and an increase in net foreign exchange and derivative losses of \$2.9 million. We expect general corporate expenses to continue to increase in future years as we grow our overall business and require increased efforts at our head office to support our company-operated stores, direct to consumer and other segments.

#### ***Other Income (Expense), Net***

There was net other income of \$8.3 million in fiscal 2019 compared to \$9.4 million in fiscal 2018. The decrease was primarily due to a decrease in net interest income, primarily from lower cash balances during the majority of fiscal 2019 compared to fiscal 2018. The decrease in net other income was partially offset by a decrease in interest expense, primarily the result of borrowings on our North American revolving credit facility during fiscal 2018. We did not have any borrowings on our revolving credit facilities during fiscal 2019.

#### ***Income Tax Expense***

Income tax expense increased \$20.3 million, or 9%, to \$251.8 million in fiscal 2019 from \$231.4 million in fiscal 2018.

U.S. tax reform was enacted on December 22, 2017 and introduced significant changes to U.S. income tax law. We completed the accounting for the income tax effects of U.S. tax reform during fiscal 2018. This resulted in the recognition of an additional tax expense of \$7.5 million related to the mandatory one-time transition tax on the deemed repatriation of accumulated undistributed earnings of foreign subsidiaries.

In fiscal 2018, we also completed our assessment of the impact that U.S. tax reform has upon repatriation taxes, our reinvestment plans, and the most efficient means of deploying our capital resources globally. We concluded that the net investment in a Canadian subsidiary in excess of the amounts necessary to sustain our business operations would no longer be indefinitely reinvested and \$778.9 million was repatriated from that subsidiary. This resulted in the recognition of a tax expense of \$23.7 million in fiscal 2018.

Further information on the adjustments recognized in fiscal 2018 is outlined in Note 15 to the audited consolidated financial statements included in Item 8 of Part II of this report.

Our effective tax rate for fiscal 2019 was 28.1% compared to 32.4% for fiscal 2018. The effective tax rate excluding the above tax adjustments related to U.S. tax reform was 28.0% for fiscal 2018. The increase in the effective tax rate compared to our adjusted effective tax rate in the prior year was primarily due to accruals for repatriation taxes on unremitted earnings and true-ups upon filing of tax returns. This was partially offset by a reduction in non-deductible stock-based compensation expense.

#### ***Net Income***

Net income increased \$161.8 million, or 33%, to \$645.6 million in fiscal 2019 from \$483.8 million in fiscal 2018. The increase in net income in fiscal 2019 was primarily due to an increase in gross profit of \$407.1 million, partially offset by an increase in selling, general and administrative expenses of \$223.8 million, an increase in income tax expense of \$20.3 million, and a decrease in other income (expense), net of \$1.1 million.

## Comparable Sales

We separately track comparable store sales, which reflect net revenue from company-operated stores that have been open, or open after being significantly expanded, for at least 12 full fiscal months. Net revenue from a store is included in comparable store sales beginning with the first fiscal month for which the store has a full fiscal month of sales in the prior year. Comparable store sales exclude 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, and from stores which have been temporarily relocated for renovations or temporarily closed for over 30 days. Comparable store sales also exclude sales from direct to consumer, outlets, temporary locations, wholesale accounts, through license and supply arrangements, warehouse sales, and sales from company-operated stores that we have closed.

We use comparable store sales to assess the performance of our existing stores. It allows us to monitor the performance of our business without the impact of recently opened or expanded stores. We believe that investors would similarly find this metric useful in assessing the performance of our business.

Total comparable sales combines comparable store sales and direct to consumer sales. We are evolving towards an omni-channel approach to support the shopping behavior of our guests. This involves country and region specific websites, mobile apps, including mobile apps on in-store devices that allow demand to be fulfilled via our distribution centers, social media, product notification emails, and online order fulfillment through stores. Total comparable sales is an increasingly important metric to us as it allows us to evaluate the performance of our business from an omni-channel perspective. We therefore believe that reporting total comparable sales with comparable store sales and direct to consumer sales combined provides a relevant performance metric to investors.

Various factors affect comparable sales, including:

- the location of new stores relative to existing stores;
- consumer preferences, buying trends, foot traffic in the malls in which our stores are located, and overall economic trends;
- our ability to anticipate and respond effectively to customer preferences for technical athletic apparel;
- competition;
- changes in our merchandise mix;
- pricing;
- the timing of our releases of new merchandise and promotional events;
- the effectiveness of our marketing efforts;
- the design and ease of use of our websites and mobile apps;
- the level of customer service that we provide in our stores and on our websites and mobile apps;
- our ability to source and distribute products efficiently; and
- the number of stores we open, close (including for temporary renovations), and expand in any period.

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.

Opening new stores and expanding existing stores is an important part of our growth strategy. Accordingly, total comparable sales is just one way of assessing the success of our growth strategy insofar as comparable sales do not reflect the performance of stores opened, or significantly expanded, within the last 12 full fiscal months. The comparable sales measures we report may not be equivalent to similarly titled measures reported by other companies.

## Non-GAAP Financial Measures

Constant dollar changes in net revenue, total comparable sales, comparable store sales, and direct to consumer net revenue, and the adjusted financial results are non-GAAP financial measures.

A constant dollar basis assumes the average foreign exchange rates for the period remained constant with the average foreign exchange rates for the same period of the prior year. We provide constant dollar changes in net revenue, total comparable sales, comparable store sales, and direct to consumer net revenue because we use these measures to understand the underlying growth rate of net revenue excluding the impact of changes in foreign exchange rates. We believe that disclosing

these measures on a constant dollar basis is useful to investors because it enables them to understand the level of growth of our business.

Adjusted income tax expense, effective tax rates, and diluted earnings per share exclude the amounts recognized in connection with U.S. tax reform and taxes on repatriation of foreign earnings. We believe these adjusted financial measures are useful to investors in evaluating the trend in our operating performance as the adjustments do not directly relate to our ongoing business operations. Furthermore, we do not believe the adjustments are reflective of our expectations of our future operating performance and believe these non-GAAP measures are useful to investors because of their comparability to our historical information.

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

#### **Constant dollar changes in net revenue**

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

	Fiscal Year Ended February 2, 2020	
	(In thousands)	(Percentages)
Change	\$ 690,977	21%
Adjustments due to foreign exchange rate changes	27,487	1
Change in constant dollars	<u>\$ 718,464</u>	<u>22%</u>

#### **Constant dollar changes in total comparable sales, comparable store sales, and direct to consumer net revenue**

Due to the 53rd week in fiscal 2018, the below changes in total comparable sales, comparable store sales, and direct to consumer net revenue are calculated on a one week shifted basis such that the 52 weeks ended February 2, 2020 are compared to the 52 weeks ended February 3, 2019 rather than January 27, 2019.

	Fiscal Year Ended February 2, 2020		
	Total Comparable Sales <sup>1,2</sup>	Comparable Store Sales <sup>2</sup>	Direct to Consumer Net Revenue
Change	17%	9%	35%
Adjustments due to foreign exchange rate changes	1	1	—
Change in constant dollars	<u>18%</u>	<u>10%</u>	<u>35%</u>

<sup>(1)</sup> Total comparable sales includes comparable store sales and direct to consumer sales.

<sup>(2)</sup> Comparable store sales reflects net revenue from company-operated stores that have been open for at least 12 full fiscal months, or open for at least 12 full fiscal months after being significantly expanded.

### Adjusted financial measures

The following tables reconcile adjusted financial measures with the most directly comparable measures calculated in accordance with GAAP. The adjustments relate to the amounts recognized in connection with U.S. tax reform and taxes on repatriation of foreign earnings. Please refer to Note 15 to the audited consolidated financial statements included in Item 8 of Part II of this report for further information on these adjustments.

	Fiscal Year Ended February 3, 2019			
	GAAP Amounts	Adjustments		Adjusted Amounts (Non-GAAP)
		Tax on Repatriation of Foreign Earnings	U.S. Tax Reform	
	<i>(In thousands, except per share amounts)</i>			
Income tax expense	\$ 231,449	\$ (23,714)	\$ (7,464)	\$ 200,271
Effective tax rate	32.4%	(3.3)%	(1.1)%	28.0%
Diluted earnings per share	\$ 3.61	\$ 0.18	\$ 0.05	\$ 3.84

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

As of February 2, 2020, our working capital (excluding cash and cash equivalents) was \$94.0 million, our cash and cash equivalents were \$1.1 billion and our capacity under our committed revolving credit facility was \$398.2 million.

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

	Fiscal Year Ended	
	February 2, 2020	February 3, 2019
	<i>(In thousands)</i>	
Total cash provided by (used in):		
Operating activities	\$ 669,316	\$ 742,779
Investing activities	(278,408)	(242,794)
Financing activities	(177,173)	(590,214)
Effect of exchange rate changes on cash	(1,550)	(18,952)
Increase (decrease) in cash and cash equivalents	<u>\$ 212,185</u>	<u>\$ (109,181)</u>

### Operating Activities

Cash flows provided by operating activities consist primarily of net income adjusted for certain items including depreciation and amortization, stock-based compensation expense, and the effect of changes in operating assets and liabilities.

Net cash provided by operating activities decreased \$73.5 million in fiscal 2019 compared to fiscal 2018, primarily as a result of the following:

- an increase in cash used in operating activities of \$306.9 million as a result of changes in operating assets and liabilities, primarily due to the following:
  - \$115.9 million related to income taxes, primarily due to payments for withholding taxes on repatriated foreign earnings, as well as timing of tax installments;
  - \$86.8 million related to accounts payable, primarily due to a change in our payment terms in the prior fiscal year;
  - \$51.0 million related to other prepaid expenses and other current and non-current assets; and

- \$45.6 million related to inventory, primarily due to an increase in inventory purchases to support our growth.

This was partially offset by an increase of \$161.8 million in net income, and an increase of \$71.7 million in non-cash expenses primarily related to an increase in depreciation, stock-based compensation, the settlement of derivatives not designated in a hedging relationship, and deferred income taxes.

### ***Investing Activities***

Cash flows used in investing activities relate to capital expenditures, the settlement of net investment hedges, and other investing activities. Cash used in investing activities increased \$35.6 million, to \$278.4 million in fiscal 2019 from \$242.8 million in fiscal 2018.

Capital expenditures for our company-operated stores segment were \$171.5 million and \$129.2 million in fiscal 2019 and fiscal 2018, respectively. The capital expenditures for our company-operated stores segment in each period were primarily for the remodeling or relocation of certain stores, for opening new company-operated stores, and ongoing store refurbishment. The increase in capital expenditures for our company-operated stores segment was primarily due to an increased amount spent on store remodels and relocations, including our experiential stores. The capital expenditures for our company-operated stores segment also included \$44.3 million to open 57 company-operated stores and \$27.1 million to open 39 company-operated stores, in fiscal 2019 and fiscal 2018 respectively.

Capital expenditures for our direct to consumer segment were \$15.8 million and \$6.4 million in fiscal 2019 and fiscal 2018, respectively. The capital expenditures for our direct to consumer segment in fiscal 2019 were primarily related to our new distribution center in Toronto, Canada as well as other information technology infrastructure and system initiatives, and in fiscal 2018 were primarily related to our global and region specific websites as well as mobile apps.

Capital expenditures related to corporate activities and other were \$95.7 million and \$90.2 million in fiscal 2019 and fiscal 2018, respectively. The capital expenditures in each fiscal year were primarily related to investments in information technology and business systems, improvements at our head office and other corporate buildings, and for capital expenditures related to opening retail locations other than company-operated stores.

### ***Financing Activities***

Cash flows used in financing activities consist primarily of cash used to repurchase shares of our common stock, certain cash flows related to stock-based compensation, and other financing activities.

Cash used in financing activities decreased \$413.0 million, to \$177.2 million in fiscal 2019 from \$590.2 million in fiscal 2018. The decrease was primarily the result of a decrease in our stock repurchases.

During the fiscal years ended February 2, 2020 and February 3, 2019, 1.1 million and 4.9 million, respectively, were repurchased under the programs at a total cost of \$173.4 million and \$598.3 million, respectively. During the first quarter of fiscal 2019, we repurchased 1.0 million shares in a private transaction, and during the second quarter of fiscal 2018, we repurchased 3.3 million shares in a private transaction. The other common stock was repurchased in the open market at prevailing market prices, including under plans complying with the provisions of Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, with the timing and actual number of shares repurchased depending upon market conditions, eligibility to trade, and other factors.

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

### **Revolving Credit Facilities**

#### ***North America revolving credit facility***

On December 15, 2016, we entered into a credit agreement for \$150.0 million under a committed and unsecured five-year revolving credit facility. Bank of America, N.A., is administrative agent and HSBC Bank Canada is the syndication agent and letter of credit issuer, and the lenders party thereto. Borrowings under the revolving credit facility may be made, in U.S. Dollars, Euros, Canadian Dollars, and in other currencies, subject to the approval of the administrative agent and the lenders. Up to \$35.0 million of the revolving credit facility is available for the issuance of letters of credit and up to \$25.0 million is

available for the issuance of swing line loans. Commitments under the revolving credit facility may be increased by up to \$200.0 million, subject to certain conditions, including the approval of the lenders. Borrowings under the agreement may be prepaid and commitments may be reduced or terminated without premium or penalty (other than customary breakage costs). The principal amount outstanding under the credit agreement, if any, will be due and payable in full on December 15, 2021, subject to provisions that permit us to request a limited number of one year extensions annually.

Borrowings made under the revolving credit facility bear interest at a rate per annum equal to, at our option, either (a) a rate based on the rates applicable for deposits on the interbank market for U.S. Dollars or the applicable currency in which the borrowings are made ("LIBOR") or (b) an alternate base rate, plus, 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 1.00%-1.75% for LIBOR loans and 0.00%-0.75% for alternate base rate loans. Additionally, a commitment fee of between 0.125%-0.200%, also determined by reference to the pricing grid, is payable on the average daily unused amounts under the revolving credit facility.

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

We are also required to maintain a consolidated rent-adjusted leverage ratio of not greater than 3.50:1.00 and we are not permitted to allow the ratio of consolidated EBITDAR to consolidated interest charges (plus rent) to be 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.

On June 6, 2018, we entered into Amendment No. 1 to the credit agreement. The Amendment amends the credit agreement to provide for (i) an increase in the aggregate commitments under the unsecured five-year revolving credit facility to \$400.0 million, with an increase of the sub-limits for the issuance of letters of credit and extensions of swing line loans to \$50.0 million for each, (ii) an increase in the option, subject to certain conditions as set forth in the credit agreement, to request increases in commitments under the revolving facility from \$400.0 million to \$600.0 million and (iii) an extension in the maturity of the revolving facility from December 15, 2021 to June 6, 2023.

In addition, the Amendment decreases the applicable margins for LIBOR loans from 1.00%-1.75% to 1.00%-1.50% and for alternate base rate loans from 0.00%-0.75% to 0.00%-0.50%, reduces the commitment fee on average daily unused amounts under the revolving facility from 0.125%-0.200% to 0.10%-0.20%, and reduces fees for unused letters of credit from 1.00%-1.75% to 1.00%-1.50%.

As of February 2, 2020, aside from letters of credit of \$1.8 million, we had no other borrowings outstanding under this credit facility.

#### ***Mainland China revolving credit facility***

In December 2019, the Company entered into an uncommitted and unsecured 130.0 million Chinese Yuan revolving credit facility. The terms are reviewed on an annual basis. The facility includes a revolving loan of up to 100.0 million Chinese Yuan as well as a financial bank guarantee facility of up to 30.0 million Chinese Yuan, or its equivalent in another currency. Loans are available in Chinese Yuan for a period not to exceed 12 months, and interest accrues on them at a rate equal to 105% of the applicable PBOC Benchmark Lending Rate. Guarantees have a commission equal to 1% per annum of the outstanding amount. The Company is required to follow certain covenants. As of February 2, 2020, there were no borrowings outstanding under this credit facility.

#### **Contractual Obligations and Commitments**

***Leases.*** We lease certain store and other retail locations, distribution centers, offices, and equipment under non-cancellable operating leases. Our leases generally have initial terms of between five and 15 years, and generally can be extended in five-year increments, if at all. The following table details the Company's future minimum lease payments. Minimum lease commitments exclude variable lease expenses including contingent rent payments, common area maintenance, property taxes, and landlord's insurance.

***Purchase obligations.*** The amounts listed for purchase obligations in the table below represent agreements (including open purchase orders) to purchase products and for other expenditures in the ordinary course of business that are enforceable and legally binding and that specify all significant terms. In some cases, values are subject to change, such as for product purchases throughout the production process. The reported amounts exclude liabilities included in our consolidated balance sheets as of February 2, 2020.

*One-time transition tax.* As outlined in Note 15 to our audited consolidated financial statements included in Item 8 of Part II of this report, U.S. tax reform imposed a mandatory transition tax on accumulated foreign subsidiary earnings which have not previously been subject to U.S. income tax. The one-time transition tax is payable over eight years beginning in fiscal 2018. The table below outlines the expected payments due by fiscal year.

The following table summarizes our contractual arrangements as of February 2, 2020, and the timing and effect that such commitments are expected to have on our liquidity and cash flows in future periods:

	Payments Due by Fiscal Year						
	Total	2020	2021	2022	2023	2024	Thereafter
	<i>(In thousands)</i>						
Operating leases (minimum rent)	\$ 826,096	\$ 152,440	\$ 161,519	\$ 138,188	\$ 111,877	\$ 87,275	\$ 174,797
Purchase obligations	346,542	298,039	4,638	4,538	4,538	15,126	19,663
One-time transition tax payable	53,302	5,076	5,076	5,076	9,518	12,691	15,865

### Off-Balance Sheet Arrangements

We enter into standby letters of credit to secure certain of our obligations, including leases, taxes, and duties. As of February 2, 2020, letters of credit totaling \$1.8 million had been issued.

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

### Critical Accounting Policies and Estimates

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

We believe that the following critical accounting policies affect our more significant estimates and judgments used in the preparation of our consolidated financial statements:

*Revenue Recognition.* Net revenue is comprised of company-operated store net revenue, direct to consumer net revenue through websites and mobile apps, including mobile apps on in-store devices that allow demand to be fulfilled via our distribution centers, and other net revenue, which includes revenue from outlets, temporary locations, sales to wholesale accounts, warehouse sales, and license and supply arrangement net revenue, which consists of royalties as well as sales of our products to licensees. All net revenue is reported net of sales taxes collected from customers on behalf of taxing authorities.

We record an estimated allowance for sales returns. This allowance is calculated based on a history of actual returns, estimated future returns, and any significant future known, or anticipated, events. Consideration of these factors results in an estimated allowance for sales returns and an asset for estimated returned inventory. Our standard terms for retail sales limit returns to approximately 30 days after sale; however, we accept returns after 30 days where the product fails to meet our guests' quality expectations.

Proceeds from the sale of gift cards are initially deferred and recognized within "Unredeemed gift card liability" on the consolidated balance sheets, and are recognized as revenue when tendered for payment. To the extent there is no requirement to remit unclaimed card balances to government agencies, an estimate of the gift card balances that will never be redeemed is recognized as revenue in proportion to gift cards which have been redeemed. The estimate of gift cards that will never be redeemed is based on the historic trend of unredeemed cards.

*Inventory provisions.* Inventory is valued at the lower of cost and net realizable value. We periodically review our inventories and make a provision as necessary to appropriately value goods that are obsolete, have quality issues, or are damaged. The amount of the provision is equal to the difference between the cost of the inventory and its net realizable value

based upon assumptions about product quality, damages, future demand, selling prices, and market conditions. If changes in market conditions result in reductions in the estimated net realizable value of our inventory below our previous estimate, we would increase our reserve in the period in which we made such a determination.

*Property and Equipment.* Property and equipment are recorded at cost less accumulated depreciation. Buildings are depreciated on a straight-line basis over the expected useful life of the asset, which is individually assessed, and estimated to be up to 20 years. Leasehold improvements are depreciated on a straight-line basis over the lesser of the length of the lease and the estimated useful life of the assets, up to a maximum of five years. All other property and equipment is depreciated using the declining balance method as follows:

Furniture and fixtures	20%
Computer hardware and software	20% - 30%
Equipment and vehicles	30%

Changes in circumstances, such as technological advances, can result in differences between the actual and estimated useful lives. In those cases where we determine that the useful life of a long-lived asset should be shortened, we increase depreciation expense over the remaining useful life to depreciate the asset's net book value to its estimated salvage value.

Long-lived assets, including intangible assets with finite useful lives are evaluated for impairment when the occurrence of events or changes in circumstances indicates that the carrying value of the assets may not be recoverable as measured by comparing their net book value to the undiscounted estimated future cash flows generated by their use and eventual disposition. Impaired assets are recorded at fair value, determined principally by the present value of the estimated future cash flows expected from their use and eventual disposition.

*Deferred taxes on undistributed net investment of foreign subsidiaries.* We have not recognized U.S. state income taxes and foreign withholding taxes on the net investment in our subsidiaries which we have determined to be indefinitely reinvested. This determination is based on the cash flow projections and operational and fiscal objectives of each of our foreign subsidiaries. Such estimates are inherently imprecise since many assumptions utilized in the projections are subject to revision in the future.

For the portion of our net investment in our Canadian subsidiaries that are not indefinitely reinvested, we have recorded a deferred tax liability for the taxes which would be due upon repatriation. For distributions made by our Canadian subsidiaries, the amount of tax payable is partially dependent on how the repatriation transactions are made. The deferred tax liability has been recorded on the basis that we would choose to make the repatriation transactions in the most tax efficient manner. Specifically, to the extent that the Canadian subsidiaries have sufficient paid-up-capital, any such distributions would be characterized for Canadian tax purposes as a return of capital, rather than as a dividend, and would not be subject to Canadian withholding tax.

As of February 2, 2020, the paid-up-capital balance of the Canadian subsidiaries for tax purposes was \$1.5 billion. The net investment in our Canadian subsidiaries was \$1.3 billion, of which \$0.8 billion was determined to be indefinitely reinvested. The Canadian subsidiaries have sufficient paid-up-capital such that we could choose to repatriate the portion of our net investment that is not indefinitely reinvested without paying Canadian withholding tax.

Deferred tax liabilities of \$1.5 million have been recognized in relation to the portion of our net investment in our Canadian subsidiaries that is not indefinitely reinvested, principally representing the U.S. state income taxes which would be due upon repatriation. The unrecognized deferred tax liability on the indefinitely reinvested amount is approximately \$2.3 million.

*Stock-Based Compensation.* We account for stock-based compensation using the fair value method. The fair value of awards granted is estimated at the date of grant. Awards settled in cash or common stock at the election of the employee are remeasured to fair value at the end of each reporting period until settlement. The employee compensation expense is recognized on a straight-line basis over the requisite service period. For awards with service and/or performance conditions, the amount of compensation expense recognized is based on the number of awards that are expected to vest.

The estimation of the number of stock awards that will ultimately vest requires judgment, and to the extent actual results differ from our estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. We consider several factors when estimating the number of awards which are expected to vest, including, future profit forecasts, types of awards, size of option holder group, and anticipated employee retention and estimated expected forfeitures. Actual results may differ substantially from these estimates.

The calculation of the grant-date fair value of stock options requires us to make certain estimates and assumptions, including, stock price volatility, and the expected life of the options. We evaluate and revise these estimates and assumptions as necessary, to reflect market conditions and our historical experience. The expected term of the options is based upon historical experience of similar awards, giving consideration to expectations of future employee behavior. Expected volatility is based upon the historical volatility of our common stock for the period corresponding with the expected term of the options. In the future, the expected volatility and expected term may change which could substantially change the grant-date fair value of future awards of stock options and, ultimately, the expense we record.

*Contingencies.* In the ordinary course of business, we are involved in legal proceedings regarding contractual and employment relationships and a variety of other matters. We record contingent liabilities resulting from claims against us, when a loss is assessed to be probable and the amount of the loss is reasonably estimable. Assessing probability of loss and estimating probable losses requires analysis of multiple factors, including in some cases judgments about the potential actions of third-party claimants and courts.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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

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

As of February 2, 2020, we had certain forward currency contracts outstanding in order to hedge a portion of the foreign currency exposure that arises on translation of a Canadian subsidiary into U.S. dollars. We also had certain forward currency contracts outstanding in an effort to reduce our exposure to the foreign exchange revaluation gains and losses that are recognized by our Canadian and Chinese subsidiaries on U.S. dollar denominated monetary assets and liabilities. Please refer to Note 12 to our audited consolidated financial statements included in Item 8 of Part II of this report for further information, including details of the notional amounts outstanding.

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

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

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

During fiscal 2019, the change in the relative value of the U.S. dollar against the Canadian dollar resulted in a \$4.6 million increase in accumulated other comprehensive loss within stockholders' equity. During fiscal 2018, the change in the relative value of the U.S. dollar against the Canadian dollar resulted in a \$83.2 million increase in accumulated other comprehensive loss within stockholders' equity.

A 10% appreciation in the relative value of the U.S. dollar against the Canadian dollar compared to the exchange rates in effect for fiscal 2019 would have resulted in lower income from operations of approximately \$4.6 million in fiscal 2019. This assumes a consistent 10% appreciation in the U.S. dollar against the Canadian dollar throughout the fiscal year. The timing of changes in the relative value of the U.S. dollar combined with the seasonal nature of our business, can affect the magnitude of the impact that fluctuations in foreign exchange rates have on our income from operations.

*Interest Rate Risk.* Our committed revolving credit facility provides us with available borrowings in an amount up to \$400.0 million in the aggregate. 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 February 2, 2020, aside from letters of credit of \$1.8 million, we had no other borrowings outstanding under these credit facilities. We currently do not engage in any interest rate hedging activity and currently have no intention to do so. However, in the future, if we have a meaningful outstanding balance under our revolving facility, in an effort to mitigate losses associated with these risks, we may at times enter into derivative financial instruments, although we have not historically done so. These may take the form of forward contracts, option contracts, or interest rate swaps. We do not, and do not intend to, engage in the practice of trading derivative securities for profit.

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

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

## **Inflation**

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

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**lululemon athletica inc.  
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of lululemon athletica inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of lululemon athletica inc. and its subsidiaries (together, the Company) as of February 2, 2020 and February 3, 2019, and the related consolidated statements of operations and comprehensive income, stockholders' equity and cash flows for each of the 52 week period ended February 2, 2020, the 53 week period ended February 3, 2019, and the 52 week period ended January 28, 2018, including the related notes, and the financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of February 2, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of February 2, 2020 and February 3, 2019, and the results of its operations and its cash flows for the 52 week period ended February 2, 2020, the 53 week period ended February 3, 2019, and the 52 week period ended January 28, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of February 2, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Change in Accounting Principle***

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for leases as of February 4, 2019.

### ***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A of the Company's 2020 Annual Report on Form 10-K. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### ***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the

company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

***Critical Audit Matters***

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

***Inventory provision***

As described in Note 2 and Note 3 to the consolidated financial statements, inventory is valued at the lower of cost and net realizable value, and management records a provision as necessary to appropriately value inventories that are obsolete, have quality issues, or are damaged. Provision expense is recorded in cost of goods sold. As of February 2, 2020, the Company's consolidated net inventories balance was \$518.5 million and the inventory provision was \$22.1 million. The amount of the inventory provision is equal to the difference between the cost of the inventory and its estimated net realizable value based on assumptions about product quality, damages, future demand, selling prices, and market conditions.

The principal considerations for our determination that performing procedures relating to the inventory provision is a critical audit matter are (i) management identified the matter as a critical accounting estimate; and (ii) significant judgment was required by management in determining the estimated net realizable value of inventories that are obsolete, have quality issues, or are damaged, which in turn led to increased audit effort and a higher degree of subjectivity in evaluating audit evidence relating to the estimate.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the review of the provision including the assumptions used. These procedures also included, among others: (i) observing the physical condition of inventories during inventory counts; (ii) evaluating the appropriateness of management's process for developing the estimates of net realizable value (iii) testing the reliability of reports used by management by agreeing to underlying records; (iv) testing the reasonableness of the assumptions about quality, damages, future demand, selling prices and market conditions by considering with historical trends and consistency with evidence obtained in other areas of the audit; and corroborating the assumptions with individuals within the product team.

/s/ PricewaterhouseCoopers LLP

**Chartered Professional Accountants**

Vancouver, Canada

March 26, 2020

We have served as the Company's auditor since 2006.

**lululemon athletica inc.**  
**CONSOLIDATED BALANCE SHEETS**  
*(Amounts in thousands, except per share amounts)*

	February 2, 2020	February 3, 2019
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 1,093,505	\$ 881,320
Accounts receivable	40,219	35,786
Inventories	518,513	404,842
Prepaid and receivable income taxes	85,159	49,385
Other prepaid expenses and other current assets	70,542	57,949
	<u>1,807,938</u>	<u>1,429,282</u>
Property and equipment, net	671,693	567,237
Right-of-use lease assets	689,664	—
Goodwill and intangible assets, net	24,423	24,239
Deferred income tax assets	31,435	26,549
Other non-current assets	56,201	37,404
	<u>\$ 3,281,354</u>	<u>\$ 2,084,711</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 79,997	\$ 95,533
Accrued inventory liabilities	6,344	16,241
Accrued compensation and related expenses	133,688	109,181
Current lease liabilities	128,497	—
Current income taxes payable	26,436	67,412
Unredeemed gift card liability	120,413	99,412
Other current liabilities	125,043	112,698
	<u>620,418</u>	<u>500,477</u>
Non-current lease liabilities	611,464	—
Non-current income taxes payable	48,226	42,099
Deferred income tax liabilities	43,432	14,249
Other non-current liabilities	5,596	81,911
	<u>1,329,136</u>	<u>638,736</u>
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; 6,227 and 9,332 issued and outstanding	—	—
Special voting stock, \$0.000005 par value: 60,000 shares authorized; 6,227 and 9,332 issued and outstanding	—	—
Common stock, \$0.005 par value: 400,000 shares authorized; 124,122 and 121,600 issued and outstanding	621	608
Additional paid-in capital	355,541	315,285
Retained earnings	1,820,637	1,346,890
Accumulated other comprehensive loss	(224,581)	(216,808)
	<u>1,952,218</u>	<u>1,445,975</u>
	<u>\$ 3,281,354</u>	<u>\$ 2,084,711</u>

See accompanying notes to the consolidated financial statements

**lululemon athletica inc.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
*(Amounts in thousands, except per share amounts)*

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
Net revenue	\$ 3,979,296	\$ 3,288,319	\$ 2,649,181
Cost of goods sold	1,755,910	1,472,032	1,250,391
Gross profit	2,223,386	1,816,287	1,398,790
Selling, general and administrative expenses	1,334,276	1,110,451	904,264
Asset impairment and restructuring costs	—	—	38,525
Income from operations	889,110	705,836	456,001
Other income (expense), net	8,283	9,414	3,997
Income before income tax expense	897,393	715,250	459,998
Income tax expense	251,797	231,449	201,336
Net income	\$ 645,596	\$ 483,801	\$ 258,662
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment	(7,773)	(73,885)	58,577
Comprehensive income	\$ 637,823	\$ 409,916	\$ 317,239
Basic earnings per share			
Basic earnings per share	\$ 4.95	\$ 3.63	\$ 1.90
Diluted earnings per share			
Diluted earnings per share	\$ 4.93	\$ 3.61	\$ 1.90
Basic weighted-average number of shares outstanding	130,393	133,413	135,988
Diluted weighted-average number of shares outstanding	130,955	133,971	136,198

See accompanying notes to the consolidated financial statements

**lululemon athletica inc.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
*(Amounts in thousands)*

	Exchangeable Stock	Special Voting Stock		Common Stock		Additional Paid- in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Shares	Par Value	Shares	Par Value				
Balance at January 29, 2017	9,781	9,781	\$ —	127,304	\$ 637	\$ 266,622	\$ 1,294,214	\$ (201,500)	\$ 1,359,973
Net income							258,662		258,662
Foreign currency translation adjustment								58,577	58,577
Stock-based compensation expense						17,610			17,610
Common stock issued upon settlement of stock-based compensation				267	1	5,627			5,628
Shares withheld related to net share settlement of stock-based compensation				(60)	—	(3,229)			(3,229)
Repurchase of common stock				(1,861)	(10)	(2,377)	(97,874)		(100,261)
Balance at January 28, 2018	9,781	9,781	\$ —	125,650	\$ 628	\$ 284,253	\$ 1,455,002	\$ (142,923)	\$ 1,596,960
Net income							483,801		483,801
Foreign currency translation adjustment								(73,885)	(73,885)
Common stock issued upon exchange of exchangeable shares	(449)	(449)	—	449	2	(2)			—
Stock-based compensation expense						28,568			28,568
Common stock issued upon settlement of stock-based compensation				535	3	17,647			17,650
Shares withheld related to net share settlement of stock-based compensation				(94)	—	(8,779)			(8,779)
Repurchase of common stock				(4,940)	(25)	(6,402)	(591,913)		(598,340)
Balance at February 3, 2019	9,332	9,332	\$ —	121,600	\$ 608	\$ 315,285	\$ 1,346,890	\$ (216,808)	\$ 1,445,975
Net income							645,596		645,596
Foreign currency translation adjustment								(7,773)	(7,773)
Common stock issued upon exchange of exchangeable shares	(3,105)	(3,105)	—	3,105	16	(16)			—
Stock-based compensation expense						45,593			45,593
Common stock issued upon settlement of stock-based compensation				603	3	18,167			18,170
Shares withheld related to net share settlement of stock-based compensation				(130)	(1)	(21,943)			(21,944)
Repurchase of common stock				(1,056)	(5)	(1,545)	(171,849)		(173,399)
Balance at February 2, 2020	6,227	6,227	\$ —	124,122	\$ 621	\$ 355,541	\$ 1,820,637	\$ (224,581)	\$ 1,952,218

See accompanying notes to the consolidated financial statements

**lululemon athletica inc.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(Amounts in thousands)*

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
<b>Cash flows from operating activities</b>			
Net income	\$ 645,596	\$ 483,801	\$ 258,662
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	161,933	122,484	108,235
Stock-based compensation expense	45,593	28,568	17,610
Derecognition of unredeemed gift card liability	(11,939)	(6,859)	(6,202)
Asset impairment for ivivva restructuring	—	—	11,593
Settlement of derivatives not designated in a hedging relationship	(1,925)	(14,876)	6,227
Deferred income taxes	24,129	16,786	(11,416)
Changes in operating assets and liabilities:			
Inventories	(117,591)	(85,942)	(21,178)
Prepaid and receivable income taxes	(35,775)	(437)	32,242
Other prepaid expenses and other current and non-current assets	(81,606)	(30,653)	(7,755)
Accounts payable	(14,810)	71,962	(1,551)
Accrued inventory liabilities	(9,598)	4,312	3,680
Accrued compensation and related expenses	25,326	41,600	12,873
Current income taxes payable	(40,264)	52,597	(16,470)
Unredeemed gift card liability	33,289	24,885	17,282
Non-current income taxes payable	6,127	(6,169)	48,268
Right-of-use lease assets and current and non-current lease liabilities	17,422	—	—
Other current and non-current liabilities	23,409	40,720	37,237
Net cash provided by operating activities	669,316	742,779	489,337
<b>Cash flows from investing activities</b>			
Purchase of property and equipment	(283,048)	(225,807)	(157,864)
Settlement of net investment hedges	347	(16,216)	(7,203)
Other investing activities	4,293	(771)	(8,325)
Net cash used in investing activities	(278,408)	(242,794)	(173,392)
<b>Cash flows from financing activities</b>			
Proceeds from settlement of stock-based compensation	18,170	17,650	5,628
Taxes paid related to net share settlement of stock-based compensation	(21,944)	(8,779)	(3,229)
Repurchase of common stock	(173,399)	(598,340)	(100,261)
Other financing activities	—	(745)	—
Net cash used in financing activities	(177,173)	(590,214)	(97,862)
Effect of exchange rate changes on cash	(1,550)	(18,952)	37,572
Increase (decrease) in cash and cash equivalents	212,185	(109,181)	255,655
Cash and cash equivalents, beginning of period	\$ 881,320	\$ 990,501	\$ 734,846
Cash and cash equivalents, end of period	\$ 1,093,505	\$ 881,320	\$ 990,501

See accompanying notes to the consolidated financial statements

**lululemon athletica inc.**  
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**lululemon athletica inc.**  
**NOTES TO THE 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 healthy lifestyle inspired athletic apparel, which is sold through a chain of company-operated stores, direct to consumer through e-commerce, outlets, sales from temporary locations, sales to wholesale accounts, license and supply arrangements, and warehouse sales. The Company operates stores in the United States, Canada, the People's Republic of China ("PRC"), Australia, the United Kingdom, Japan, New Zealand, Germany, South Korea, Singapore, France, Malaysia, Sweden, Ireland, the Netherlands, Norway, and Switzerland. There were 491, 440, and 404 company-operated stores in operation as of February 2, 2020, February 3, 2019, and January 28, 2018, respectively.

During fiscal 2017, the Company restructured its ivivva operations. Please refer to Note 14 for further details regarding the ivivva restructuring.

Please refer to Note 21 for further details on the impact of the COVID-19 coronavirus on the Company's operations subsequent to February 2, 2020.

***Basis of presentation***

The consolidated financial statements have been presented in U.S. dollars and are prepared in accordance with United States generally accepted accounting principles ("GAAP").

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 2019 and fiscal 2017 were each 52 week years. Fiscal 2018 was a 53 week year. Fiscal 2019, 2018, and 2017 ended on February 2, 2020, February 3, 2019, and January 28, 2018, 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.

Certain comparative figures have been reclassified to conform to the financial presentation adopted for the current year.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Principles of consolidation***

The consolidated financial statements include the accounts of lululemon athletica inc. and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated.

***Cash and cash equivalents***

Cash and cash equivalents consist of cash on hand, bank balances, and short-term deposits with original maturities of three months or less. The Company has not experienced any losses related to these balances, and management believes the Company's credit risk to be minimal.

***Accounts receivable***

Accounts receivable primarily arise out of inventory duty receivables, sales to wholesale accounts, and license and supply arrangements. The allowance for doubtful accounts represents management's best estimate of probable credit losses in accounts receivable. Receivables are written off against the allowance when management believes that the amount receivable will not be recovered. As of February 2, 2020, February 3, 2019, and January 28, 2018, the Company recorded an insignificant allowance for doubtful accounts.

### ***Inventories***

Inventories, consisting of finished goods, inventories in transit, and raw materials, are stated at the lower of cost and net realizable value. Cost is determined using weighted-average costs, and includes all costs incurred to deliver inventory to the Company's distribution centers including freight, non-refundable taxes, duty, and other landing costs.

The Company periodically reviews its inventories and makes a provision as necessary to appropriately value goods that are obsolete, have quality issues, or are damaged. The amount of the provision is equal to the difference between the cost of the inventory and its net realizable value based upon assumptions about product quality, damages, future demand, selling prices, and market conditions. If changes in market conditions result in reductions in the estimated net realizable value of its inventory below its previous estimate, the Company would increase its reserve in the period in which it made such a determination.

In addition, the Company provides for inventory shrinkage based on historical trends from actual physical inventory counts. Inventory shrinkage estimates are made to reduce the inventory value for lost or stolen items. The Company performs physical inventory counts and cycle counts throughout the year and adjusts the shrink reserve accordingly.

### ***Property and equipment***

Property and equipment are recorded at cost less accumulated depreciation. Direct internal and external costs related to software used for internal purposes which are incurred during the application development stage or for upgrades that add functionality are capitalized. All other costs related to internal use software are expensed as incurred.

Depreciation commences when an asset is ready for its intended use. Buildings are depreciated on a straight-line basis over the expected useful life of the asset, which is individually assessed, and estimated to be up to 20 years. Leasehold improvements are depreciated on a straight-line basis over the lesser of the length of the lease and the estimated useful life of the improvement, to a maximum of 10 years for stores and 15 years for corporate offices and distribution centers. All other property and equipment are depreciated using the declining balance method as follows:

Furniture and fixtures	20%
Computer hardware and software	20% - 30%
Equipment and vehicles	30%

### ***Goodwill***

Goodwill represents the excess of the aggregate of the consideration transferred, the fair value of any non-controlling interest in the acquiree, and the acquisition-date fair value of the Company's previously held equity interest over the net assets acquired and liabilities assumed. Goodwill is tested annually for impairment or more frequently when an event or circumstance indicates that goodwill might be impaired. The Company's operating segment for goodwill is its company-operated stores.

### ***Impairment of long-lived assets***

Long-lived assets, including intangible assets with finite lives, held for use are evaluated for impairment when the occurrence of events or a change in circumstances indicates that the carrying value of the assets may not be recoverable as measured by comparing their carrying value to the estimated undiscounted future cash flows generated by their use and eventual disposition. Impaired assets are recorded at fair value, determined principally by discounting the future cash flows expected from their use and eventual disposition. Reductions in asset values resulting from impairment valuations are recognized in income in the period that the impairment is determined.

### ***Leased property and equipment***

At lease commencement, which is generally when the Company takes possession of the asset, the Company records a lease liability and corresponding right-of-use asset. Lease liabilities represent the present value of minimum lease payments over the expected lease term, which includes options to extend or terminate the lease when it is reasonably certain those options will be exercised. The present value of the lease liability is determined using the Company's incremental collateralized borrowing rate at the lease commencement.

Minimum lease payments include base rent, fixed escalation of rental payments, and rental payments that are adjusted periodically depending on a rate or index. In determining minimum lease payments, the Company does not separate non-lease components for real estate leases. Non-lease components are generally services that the lessor performs for the Company associated with the leased asset, such as common area maintenance.

Right-of-use assets represent the right to control the use of the leased asset during the lease and are initially recognized in an amount equal to the lease liability. In addition, prepaid rent, initial direct costs, and adjustments for lease incentives are components of the right-of-use asset. Over the lease term the lease expense is amortized on a straight-line basis beginning on the lease commencement date. Right-of-use assets are assessed for impairment as part of the impairment of long-lived assets, which is performed whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable.

Variable lease payments, including contingent rental payments based on sales volume, are recognized when the achievement of the specific target is probable. A right-of-use asset and lease liability are not recognized for leases with an initial term of 12 months or less, and the lease expense is recognized on a straight-line basis over the lease term.

The Company recognizes a liability for the fair value of asset retirement obligations ("AROs") when such obligations are incurred. The Company's AROs are primarily associated with leasehold improvements which, at the end of a lease, the Company is contractually obligated to remove in order to comply with the lease agreement. At the inception of a lease with such conditions, the Company records an ARO liability and a corresponding capital asset in an amount equal to the estimated fair value of the obligation. The liability is estimated based on a number of assumptions requiring management's judgment, including store closing costs, cost inflation rates and discount rates, and is accreted to its projected future value over time. The capitalized asset is depreciated using the convention for depreciation of leasehold improvement assets. Upon satisfaction of the ARO conditions, any difference between the recorded ARO liability and the actual retirement costs incurred is recognized as an operating gain or loss in the consolidated statements of operations.

The Company recognizes a liability for a cost associated with a lease exit or disposal activity when such obligation is incurred. A lease exit or disposal liability is measured initially at its fair value in the period in which the liability is incurred. The Company estimates fair value at the cease-use date of its operating leases as the remaining lease rentals, reduced by estimated sublease rentals that could be reasonably obtained for the property, even where the Company does not intend to enter into a sublease. Estimating the cost of certain lease exit costs involves subjective assumptions, including the time it would take to sublease the leased location and the related potential sublease income. The estimated accruals for these costs could be significantly affected if future experience differs from the assumptions used in the initial estimate.

### **Revenue recognition**

Net revenue is comprised of company-operated store net revenue, direct to consumer net revenue through websites and mobile apps, including mobile apps on in-store devices that allow demand to be fulfilled via the Company's distribution centers, and other net revenue, which includes revenue from outlets, temporary locations, sales to wholesale accounts, warehouse sales, and license and supply arrangement net revenue, which consists of royalties as well as sales of the Company's products to licensees. All revenue is reported net of sales taxes collected from customers on behalf of taxing authorities.

Revenue is recognized when performance obligations are satisfied through the transfer of control of promised goods to the Company's customers. Control transfers once a customer has the ability to direct the use of, and obtain substantially all of the benefits from, the product. This includes the transfer of legal title, physical possession, the risks and rewards of ownership, and customer acceptance. Revenue from company-operated stores and other retail locations is recognized at the point of sale. Direct to consumer revenue and sales to wholesale accounts are recognized upon receipt by the customer. In certain arrangements the Company receives payment before the customer receives the promised good. These payments are initially recorded as deferred revenue, and recognized as revenue in the period when control is transferred to the customer.

Revenue is presented net of an allowance for estimated returns, which is based on historic experience. The Company's liability for sales return refunds is recognized within other current liabilities, and an asset for the value of inventory which is expected to be returned is recognized within other prepaid expenses and other current assets on the consolidated balance sheets.

Shipping fees billed to customers are recorded as revenue, and shipping costs are recognized within selling, general and administrative expenses in the same period the related revenue is recognized.

Proceeds from the sale of gift cards are initially deferred and recognized within unredeemed gift card liability on the consolidated balance sheets, and are recognized as revenue when tendered for payment. Based on historical experience, and to the extent there is no requirement to remit unclaimed card balances to government agencies, an estimate of the gift card balances that will never be redeemed is recognized as revenue in proportion to gift cards which have been redeemed.

While the Company will continue to honor all gift cards presented for payment, management may determine the likelihood of redemption to be remote for certain card balances due to, among other things, long periods of inactivity. In these circumstances, to the extent management determines there is no requirement for remitting card balances to government agencies under unclaimed property laws, the portion of card balances not expected to be redeemed are recognized in net

revenue in proportion to the gift cards which have been redeemed, under the redemption recognition method. For the years ended February 2, 2020, February 3, 2019, and January 28, 2018, net revenue recognized on unredeemed gift card balances was \$11.9 million, \$6.9 million, and \$6.2 million, respectively.

See Note 19 for disaggregated net revenue by channel, geographic area, and product category.

### ***Cost of goods sold***

Cost of goods sold includes:

- the cost of purchased merchandise, which includes acquisition and production costs including raw material and labor, as applicable;
- the cost incurred to deliver inventory to the Company's distribution centers including freight, non-refundable taxes, duty, and other landing costs;
- the cost of the Company's distribution centers, such as labor, rent, utilities, and depreciation;
- the cost of the Company's production, design, research and development, distribution, and merchandising departments including salaries, stock-based compensation and benefits, and other expenses;
- occupancy costs such as minimum rent, contingent rent where applicable, property taxes, utilities, and depreciation expense for the Company's company-operated store locations;
- hemming; and
- shrink and inventory provision expense.

### ***Selling, general and administrative expenses***

Selling, general and administrative expenses consist of all operating costs not otherwise included in cost of goods sold or asset impairment and restructuring costs. The Company's selling, general and administrative expenses include the costs of corporate and retail employee wages and benefits, costs to transport the Company's products from the distribution facilities to the Company's sales locations and e-commerce guests, professional fees, marketing, information technology, human resources, accounting, legal, corporate facility and occupancy costs, and depreciation and amortization expense other than in cost of goods sold.

For the years ended February 2, 2020, February 3, 2019, and January 28, 2018, the Company incurred outbound transportation costs of \$106.7 million, \$79.5 million, and \$53.8 million, respectively.

### ***Asset impairment and restructuring costs***

Asset impairment and restructuring costs consist of the lease termination, impairment of property and equipment, employee related costs, and other restructuring costs recognized in connection with the restructuring of the Company's ivivva operations.

### ***Store pre-opening costs***

Operating costs incurred prior to the opening of new stores are expensed as incurred as selling, general and administrative expenses.

### ***Income taxes***

The Company follows the liability method with respect to accounting for income taxes. Deferred income tax assets and liabilities are determined based on the temporary differences between the carrying amounts and the tax basis of assets and liabilities, and for tax losses, tax credit carryforwards, and other tax attributes. Deferred income tax assets and liabilities are measured using enacted tax rates, for the appropriate tax jurisdiction, that are expected to be in effect when these differences are anticipated to reverse.

The Company has not recognized U.S. state income taxes and foreign withholding taxes on undistributed earnings of foreign subsidiaries which the Company has determined to be indefinitely reinvested.

Deferred income tax assets are reduced by a valuation allowance, if based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The evaluation as to the likelihood of realizing the benefit of a deferred income tax asset is based on the timing of scheduled reversals of deferred tax liabilities, taxable income forecasts, and tax-planning strategies. The recognition of a deferred income tax asset is based upon several

assumptions and forecasts, including current and anticipated taxable income, the utilization of previously unrealized non-operating loss carryforwards, and regulatory reviews of tax filings.

The Company evaluates its tax filing positions and recognizes the largest amount of tax benefit that is considered more likely than not to be sustained upon examination by the relevant taxing authorities based on the technical merits of the position. This determination requires the use of significant judgment. Income tax expense is adjusted in the period in which an uncertain tax position is effectively settled, the statute of limitations expires, facts or circumstances change, tax laws change, or new information becomes available. The Company's policy is to recognize interest expense and penalties related to income tax matters as part of other income (expense), net. Accrued interest and penalties are included within the related tax liability on the Company's consolidated balance sheets.

The U.S. Tax Cuts and Jobs Act ("U.S. tax reform") was enacted on December 22, 2017 and introduced significant changes to U.S. income tax law. The United States Securities Exchange Commission ("SEC") issued Staff Accounting Bulletin 118 ("SAB 118") which allowed companies to record provisional estimates of the impacts of U.S. tax reform within a one year measurement period. The Company recorded certain provisional amounts in fiscal 2017 and completed the accounting for the income tax effects of U.S. tax reform during fiscal 2018. U.S. tax reform changes and their impact to the Company are outlined in Note 15. The Company treats the global intangible low-taxed income ("GILTI") tax as an in period tax.

#### ***Fair value of financial instruments***

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.

The fair value measurement is categorized in its entirety by reference to its lowest level of significant input.

The Company records 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. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

The Company holds certain assets and liabilities that are required to be measured at fair value on a recurring basis, which are outlined in Note 11.

#### ***Foreign currency***

The functional currency for each entity included in these consolidated financial statements that is domiciled outside of the United States is generally the applicable local currency. Assets and liabilities of each foreign entity are translated into U.S. dollars at the exchange rate in effect on the balance sheet date. Net revenue and expenses are translated at the average rate in effect during the period. Unrealized translation gains and losses are recorded as a foreign currency translation adjustment, which is included in other comprehensive income or loss, which is a component of accumulated other comprehensive income or loss included in stockholders' equity.

Foreign currency transactions denominated in a currency other than an entity's functional currency are remeasured into the functional currency with any resulting gains and losses recognized in selling, general and administrative expenses, except for gains and losses arising on intercompany foreign currency transactions that are of a long-term investment nature, which are recorded as a foreign currency translation adjustment in other comprehensive income or loss.

#### ***Derivative financial instruments***

The Company uses derivative financial instruments to manage its exposure to certain foreign currency exchange rate risks.

*Net investment hedges.* The Company enters into certain forward currency contracts that are designated as net investment hedges. The effective portions of the hedges are reported in accumulated other comprehensive income or loss, net of tax, and will subsequently be reclassified to net earnings in the period in which the hedged investment is either sold or substantially liquidated. Hedge effectiveness is measured using a method based on changes in forward exchange rates. 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 also enters into certain forward currency contracts that are not designated as net investment hedges. They are designed to economically hedge the foreign exchange revaluation gains and losses of certain monetary assets and liabilities. 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.

The Company presents its derivative assets and derivative liabilities at their gross fair values within other 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.

The Company does not enter into derivative contracts for speculative or trading purposes. Additional information on the Company's derivative financial instruments is included in Notes 11 and 12.

### ***Concentration of credit risk***

Accounts receivable are primarily from inventory duty receivables, wholesale accounts, and from license and supply arrangements. The Company does not require collateral to support the accounts receivable; however, in certain circumstances, the Company may require parties to provide payment for goods prior to delivery of the goods. The accounts receivable are net of an allowance for doubtful accounts, which is established based on management's assessment of the credit risk of the underlying accounts.

Cash and cash equivalents are held with high quality financial institutions. The amount of cash and cash equivalents held with certain financial institutions exceeds government-insured limits. The Company is also 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 has not experienced any losses related to these items, and it believes credit risk to be minimal. The Company seeks to minimize its credit risk by entering into transactions with credit worthy and reputable financial institutions and by monitoring the credit standing of the financial institutions with whom it transacts. It seeks to limit the amount exposure with any one counterparty.

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 North American revolving credit facility, the Company may be required to make immediate payment for outstanding liabilities under its derivative contracts.

### ***Stock-based compensation***

The Company accounts for stock-based compensation using the fair value method. The fair value of awards granted is estimated at the date of grant. Awards settled in cash or common stock at the election of the employee are remeasured to fair value at the end of each reporting period until settlement. The employee compensation expense is recognized on a straight-line basis over the requisite service period with the offsetting credit to additional paid-in capital for awards that are settled in common shares, and with the offsetting credit to accrued compensation and related expenses for awards that are settled in cash or common stock at the election of the employee.

For awards with service and/or performance conditions, the amount of compensation expense recognized is based on the number of awards expected to vest, reflecting estimated expected forfeitures, and is adjusted to reflect those awards that do ultimately vest. For awards with performance conditions, the Company recognizes the compensation expense if and when the Company concludes that it is probable that the performance condition will be achieved. The Company reassesses the probability of achieving the performance condition at each reporting date. The grant date fair value of each stock option granted is estimated on the award date using the Black-Scholes model, and the grant date fair value of restricted shares, performance-based restricted stock units, and restricted stock units is based on the closing price of the Company's common stock on the award date. Restricted stock units that are settled in cash or common stock at the election of the employee are remeasured to fair value at the end of each reporting period until settlement. This fair value is based on the closing price of the Company's common stock on the last business day before each period end.

### **Earnings per share**

Earnings per share is calculated using the weighted-average number of common and exchangeable shares outstanding during the period. Exchangeable shares are the equivalent of common shares in all material respects. All classes of stock have in effect the same rights and share equally in undistributed net income. Diluted earnings per share is calculated by dividing net income available to stockholders for the period by the diluted weighted-average number of shares outstanding during the period. Diluted earnings per share reflects the potential dilution from common shares issuable through stock options, performance-based restricted stock units that have satisfied their performance factor, restricted shares, and restricted stock units using the treasury stock method.

### **Contingencies**

In the ordinary course of business, the Company is involved in legal proceedings regarding contractual and employment relationships and a variety of other matters. The Company records contingent liabilities resulting from claims against us, when a loss is assessed to be probable and the amount of the loss is reasonably estimable.

### **Use of estimates**

The preparation of financial statements in conformity with GAAP in the United States 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.

### **Recently adopted accounting pronouncements**

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASC 842, *Leases* ("ASC 842") to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. Under the new guidance, lessees are required to recognize a lease liability, which represents the discounted obligation to make future minimum lease payments, and a corresponding right-of-use asset on the balance sheet. The Company adopted ASC 842 on February 4, 2019 using the modified retrospective approach with no restatement of comparative periods.

The Company has chosen to apply the transition package of three practical expedients which allow companies not to reassess whether agreements contain leases, the classification of leases, and the capitalization of initial direct costs. The Company did not elect the practical expedient to use hindsight when determining the lease term.

The primary financial statement impact upon adoption was the recognition, on a discounted basis, of the Company's minimum payments under noncancelable operating leases as right-of-use assets and obligations on the consolidated balance sheets. As of February 4, 2019, right-of-use assets and lease liabilities were \$619.6 million and \$651.1 million, respectively. Pre-existing lease balances of \$34.8 million from current assets, \$9.3 million from non-current assets, and \$75.5 million from non-current liabilities were reclassified to right-of-use assets and lease liabilities as part of the adoption of the new standard. There was no cumulative earnings effect adjustment on transition.

In August 2017, the FASB amended ASC 815, *Derivatives and Hedging*, to more closely align hedge accounting with companies' risk management strategies, simplify the application of hedge accounting, and increase transparency as to the scope and results of hedging programs. It makes more financial and non-financial hedging strategies eligible for hedge accounting. It also amends the presentation and disclosure requirements and changes how companies assess effectiveness. The Company adopted this guidance in the first quarter of fiscal 2019, and it did not have a material impact on the Company's consolidated financial statements.

In August 2018, the FASB clarified ASC 350-40, *Intangibles - Goodwill and Other - Internal-Use Software*, for certain aspects of accounting for implementation costs incurred in a cloud computing arrangement that is a service contract. Under the update, an entity expenses costs incurred in the preliminary-project and post-implementation-operation stages. An entity also capitalizes certain costs incurred during the application-development stage, as well as certain costs related to enhancements. The ASU does not change the accounting for the service component of a cloud computing arrangement. This standard is effective beginning in the first quarter of 2020, with early adoption permitted. The Company adopted this guidance in the first quarter of fiscal 2019, and it did not have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers* ("ASC 606") which supersedes the revenue recognition requirements in ASC 605 Revenue Recognition. This ASU requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that

reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company adopted ASC 606 on January 29, 2018 on a modified retrospective basis. There were no changes to the consolidated statement of operations as a result of the adoption, and the timing and amount of its revenue recognition remained substantially unchanged under this new guidance.

### NOTE 3. INVENTORIES

	February 2, 2020	February 3, 2019
	<i>(In thousands)</i>	
Finished goods	\$ 540,580	\$ 420,931
Provision to reduce inventories to net realizable value	(22,067)	(16,089)
Inventories	<u>\$ 518,513</u>	<u>\$ 404,842</u>

The Company had net write-offs of \$28.6 million, \$25.3 million, and \$16.4 million of inventory in fiscal 2019, fiscal 2018, and fiscal 2017, respectively for goods that were obsolete, had quality issues, or were damaged.

### NOTE 4. PROPERTY AND EQUIPMENT

	February 2, 2020	February 3, 2019
	<i>(In thousands)</i>	
Land	\$ 71,829	\$ 78,636
Buildings	30,187	38,030
Leasehold improvements	489,202	362,571
Furniture and fixtures	109,533	103,733
Computer hardware	95,399	69,542
Computer software	336,768	230,689
Equipment and vehicles	19,521	15,009
Work in progress	40,930	74,271
Property and equipment, gross	<u>1,193,369</u>	<u>972,481</u>
Accumulated depreciation	(521,676)	(405,244)
Property and equipment, net	<u>\$ 671,693</u>	<u>\$ 567,237</u>

Included in the cost of computer software are capitalized costs of \$20.7 million and \$13.2 million as of February 2, 2020 and February 3, 2019, respectively, associated with internally developed software.

Depreciation expense related to property and equipment was \$161.8 million, \$122.4 million, and \$108.0 million for the years ended February 2, 2020, February 3, 2019, and January 28, 2018, respectively.

See Note 14 for information on the impairment of long-lived assets the Company recognized as part of the restructuring of its ivivva operations.

### NOTE 5. OTHER NON-CURRENT ASSETS

	February 2, 2020	February 3, 2019
	<i>(In thousands)</i>	
Cloud computing arrangement implementation costs	\$ 24,648	\$ 2,395
Security deposits	19,901	15,793
Deferred lease assets	—	9,286
Other	11,652	9,930
Other non-current assets	<u>\$ 56,201</u>	<u>\$ 37,404</u>

**NOTE 6. OTHER CURRENT LIABILITIES**

	February 2, 2020	February 3, 2019
	<i>(In thousands)</i>	
Accrued duty, freight, and other operating expenses	\$ 59,403	\$ 49,945
Sales tax collected	17,370	16,091
Deferred revenue	12,705	8,045
Sales return allowances	12,897	11,318
Accrued rent	8,356	7,331
Accrued capital expenditures	5,457	11,295
Forward currency contract liabilities	1,920	1,042
Lease termination liabilities	182	2,293
Other	6,753	5,338
Other current liabilities	<u>\$ 125,043</u>	<u>\$ 112,698</u>

**NOTE 7. OTHER NON-CURRENT LIABILITIES**

	February 2, 2020	February 3, 2019
	<i>(In thousands)</i>	
Tenant inducements	\$ —	\$ 42,138
Deferred lease liabilities	—	33,406
Other	5,596	6,367
Other non-current liabilities	<u>\$ 5,596</u>	<u>\$ 81,911</u>

**NOTE 8. LONG-TERM DEBT AND CREDIT FACILITIES**
***North America revolving credit facility***

On December 15, 2016, the Company entered into a \$150.0 million committed and unsecured revolving credit facility. Any amounts outstanding under the revolving credit facility will be due and payable in full on December 15, 2021, subject to provisions that permit the Company to request a limited number of one year extensions annually.

Up to \$35.0 million of the revolving credit facility is available for the issuance of letters of credit and up to \$25.0 million is available for swing line loans. Commitments under the revolving credit facility may be increased by up to \$200.0 million, subject to certain conditions, including the approval of the lenders.

Borrowings under the revolving credit facility may be made in U.S. Dollars, Euros, Canadian Dollars, and in other currencies, subject to the approval of the administrative agent and the lenders. Borrowings under the agreement may be prepaid and commitments may be reduced or terminated without premium or penalty (other than customary breakage costs).

Borrowings made under the revolving credit facility bear interest at a variable rate per annum equal to, at the Company's option, either (a) LIBOR 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 1.00%-1.75% for LIBOR loans and 0.00%-0.75% for alternate base rate loans. Additionally, a commitment fee of between 0.125%-0.200%, also determined by reference to the pricing grid, is payable on the average daily unused amounts under the revolving credit facility.

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 is also required to maintain a consolidated rent-adjusted leverage ratio of not greater than 3.50:1.00 and it is not permitted to allow the ratio of consolidated EBITDAR to consolidated interest charges (plus rent) to be 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). As of February 2, 2020, the Company was in compliance with all applicable covenants.

On June 6, 2018, the Company entered into Amendment No. 1 to the credit agreement. The Amendment amends the credit agreement to provide for (i) an increase in the aggregate commitments under the unsecured five-year revolving credit facility to \$400.0 million, with an increase of the sub-limits for the issuance of letters of credit and extensions of swing line loans to \$50.0 million for each, (ii) an increase in the option, subject to certain conditions as set forth in the credit agreement, to request increases in commitments under the revolving facility from \$400.0 million to \$600.0 million and (iii) an extension in the maturity of the revolving facility from December 15, 2021 to June 6, 2023.

In addition, the Amendment decreases the applicable margins for LIBOR loans from 1.00%-1.75% to 1.00%-1.50% and for alternate base rate loans from 0.00%-0.75% to 0.00%-0.50%, reduces the commitment fee on average daily unused amounts under the revolving facility from 0.125%-0.200% to 0.10%-0.20%, and reduces fees for unused letters of credit from 1.00%-1.75% to 1.00%-1.50%.

As of February 2, 2020, aside from letters of credit of \$1.8 million, there were no other borrowings outstanding under this credit facility.

#### ***Mainland China revolving credit facility***

In December 2019, the Company entered into an uncommitted and unsecured 130.0 million Chinese Yuan revolving credit facility. The terms are reviewed on an annual basis. The facility includes a revolving loan of up to 100.0 million Chinese Yuan as well as a financial bank guarantee facility of up to 30.0 million Chinese Yuan, or its equivalent in another currency. Loans are available in Chinese Yuan for a period not to exceed 12 months, and interest accrues on them at a rate equal to 105% of the applicable PBOC Benchmark Lending Rate. Guarantees have a commission equal to 1% per annum of the outstanding amount. The Company is required to follow certain covenants. As of February 2, 2020, there were no borrowings outstanding under this credit facility.

### **NOTE 9. STOCKHOLDERS' EQUITY**

#### ***Special voting stock and exchangeable shares***

The holders of the special voting stock are entitled to one vote for each share held. The special voting shares are not entitled to receive dividends or distributions or receive any consideration in the event of a liquidation, dissolution, or wind-up. To the extent that exchangeable shares as described below are exchanged for common stock, a corresponding number of special voting shares will be cancelled without consideration.

The holders of the exchangeable shares have dividend and liquidation rights equivalent to those of holders of the common shares of the Company. The exchangeable shares can be converted on a one for one basis by the holder at any time into common shares of the Company plus a cash payment for any accrued and unpaid dividends. Holders of exchangeable shares are entitled to the same or economically equivalent dividend as declared on the common stock of the Company. The exchangeable shares are non-voting. The Company has the right to convert the exchangeable shares into common shares of the Company at any time after the earliest of July 26, 2047, the date on which fewer than 4.2 million exchangeable shares are outstanding, or in the event of certain events such as a change in control.

### **NOTE 10. STOCK-BASED COMPENSATION AND BENEFIT PLANS**

#### ***Stock-based compensation plans***

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

In June 2014, the Company's stockholders approved the adoption of the lululemon athletica inc. 2014 Equity Incentive Plan ("2014 Plan"). The 2014 Plan provides for awards in the form of stock options, stock appreciation rights, restricted stock purchase rights, restricted share bonuses, restricted stock units, performance shares, performance-based restricted stock units, cash-based awards, other stock-based awards, and deferred compensation awards to employees (including officers and directors who are also employees), consultants, and directors of the Company.

The awards granted under the 2007 Equity Incentive Plan ("2007 Plan") remain outstanding and continue to vest under their original conditions. No further awards will be granted under the 2007 Plan.

The Company has granted stock options, performance-based restricted stock units, restricted stock units, and restricted shares. Stock options granted to date generally have a four-year vesting period and vest at a rate of 25% each year on the anniversary date of the grant. Stock options generally expire on the earlier of seven years from the date of grant, or a specified period of time following termination, in accordance with the 2014 Plan and the related grant agreement. Performance-based restricted stock units issued generally vest three years from the grant date and restricted shares generally vest one year from the

grant date. Restricted stock units granted generally have a three-year vesting period and vest at a certain percentage each year on the anniversary date of the grant.

The Company issues previously unissued shares upon the exercise of Company options, vesting of performance-based restricted stock units or restricted stock units that are settled in common stock, and granting of restricted shares.

Stock-based compensation expense charged to income for the plans was \$46.1 million, \$29.6 million, and \$17.6 million for the years ended February 2, 2020, February 3, 2019, and January 28, 2018, respectively.

Total unrecognized compensation cost for all stock-based compensation plans was \$63.4 million as of February 2, 2020, which is expected to be recognized over a weighted-average period of 2.0 years, and was \$55.6 million as of February 3, 2019 over a weighted-average period of 2.1 years.

A summary of the balances of the Company's stock-based compensation plans as of February 2, 2020, February 3, 2019, and January 28, 2018, and changes during the fiscal years then ended is presented below:

	Stock Options		Performance-Based Restricted Stock Units		Restricted Shares		Restricted Stock Units		Restricted Stock Units (Liability Accounting)	
	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	Number	Weighted-Average Fair Value
<i>(In thousands, except per share amounts)</i>										
Balance at January 29, 2017	918	\$ 59.20	390	\$ 61.05	14	\$ 70.54	360	\$ 62.99	—	\$ —
Granted	619	52.34	192	52.38	24	52.38	336	52.83	—	—
Exercised/vested	109	51.62	—	—	14	70.29	135	60.64	—	—
Forfeited/expired	311	58.09	253	55.30	3	51.72	134	57.28	—	—
Balance at January 28, 2018	1,117	\$ 56.44	329	\$ 60.42	21	\$ 52.45	427	\$ 57.54	—	\$ —
Granted	388	96.96	123	102.49	6	124.19	257	88.75	44	136.67
Exercised/vested	316	56.29	39	63.04	21	52.45	174	58.94	—	—
Forfeited/expired	319	59.76	133	61.71	—	—	70	66.90	—	—
Balance at February 3, 2019	870	\$ 73.34	280	\$ 78.01	6	\$ 124.19	440	\$ 73.73	44	\$ 146.12
Granted	325	168.14	93	142.33	7	175.82	124	170.15	—	—
Exercised/vested	299	60.75	97	72.04	6	124.19	186	70.69	15	179.67
Forfeited/expired	120	102.37	38	91.03	—	—	45	95.46	—	—
Balance at February 2, 2020	776	\$ 113.41	238	\$ 103.52	7	\$ 175.82	333	\$ 108.44	29	\$ 239.39

A total of 13.3 million shares of the Company's common stock have been authorized for future issuance under the Company's 2014 Equity Incentive Plan.

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 award 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 award date. Restricted stock units that are settled in cash or common stock at the election of the employee are remeasured to fair value at the end of each reporting period until settlement. This fair value is based on the closing price of the Company's common stock on the last business day before each period end.

The grant date fair value of each stock option granted is estimated on the date of grant using the Black-Scholes 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 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 in fiscal 2019, 2018, and 2017:

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
Expected term	3.75 years	3.75 years	4.00 years
Expected volatility	38.43%	36.87%	38.28%
Risk-free interest rate	2.19%	2.46%	1.72%
Dividend yield	—%	—%	—%

The following table summarizes information about stock options outstanding and exercisable as of February 2, 2020:

Range of Exercise Prices	Outstanding			Exercisable		
	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Life (Years)	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Life (Years)
<i>(In thousands, except per share amounts and years)</i>						
\$38.25 - \$59.75	155	\$ 51.91	4.0	40	\$ 51.88	3.5
\$60.30 - \$81.22	82	70.95	3.8	28	70.53	3.6
\$85.96 - \$124.19	180	88.86	5.2	18	92.25	5.2
\$136.67 - \$155.97	73	137.35	5.5	18	137.35	5.5
\$167.54 - \$239.39	286	168.22	6.2	—	—	0.0
	776	\$ 113.41	5.2	104	\$ 78.94	4.2
Intrinsic value	\$ 97,775			\$ 16,704		

As of February 2, 2020, the unrecognized compensation cost related to these options was \$17.1 million, which is expected to be recognized over a weighted-average period of 2.8 years. The weighted-average grant date fair value of options granted during the years ended February 2, 2020, February 3, 2019, and January 28, 2018 was \$54.09, \$30.30, and \$16.88, respectively.

The following table summarizes the intrinsic value of options exercised and awards that vested during fiscal 2019, 2018, and 2017:

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
<i>(In thousands)</i>			
Stock options	\$ 36,188	\$ 17,268	\$ 1,856
Performance-based restricted stock units	16,003	3,413	—
Restricted shares	1,048	2,600	743
Restricted stock units	31,300	17,142	7,447
Restricted stock units (liability accounting)	2,603	—	—
	\$ 87,142	\$ 40,423	\$ 10,046

### Employee share purchase plan

The Company's board of directors and stockholders approved the Company's Employee Share Purchase Plan ("ESPP") in September 2007. 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 year ended February 2, 2020, there were 0.1 million shares purchased.

### 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 \$8.5 million, \$6.4 million, and \$5.2 million for the years ended February 2, 2020, February 3, 2019, and January 28, 2018, respectively.

## NOTE 11. FAIR VALUE MEASUREMENT

### Assets and liabilities measured at fair value on a recurring basis

As of February 2, 2020 and February 3, 2019, the Company held certain assets and liabilities that are required to be measured at fair value on a recurring basis:

	February 2, 2020	Level 1	Level 2	Level 3	Balance Sheet Classification
	<i>(In thousands)</i>				
Money market funds	\$ 610,800	\$ 610,800	\$ —	\$ —	Cash and cash equivalents
Term deposits	203,360	—	203,360	—	Cash and cash equivalents
Forward currency contract assets	1,735	—	1,735	—	Other prepaid expenses and other current assets
Forward currency contract liabilities	1,920	—	1,920	—	Other current liabilities
	February 3, 2019	Level 1	Level 2	Level 3	Balance Sheet Classification
	<i>(In thousands)</i>				
Money market funds	\$ 471,888	\$ 471,888	\$ —	\$ —	Cash and cash equivalents
Treasury bills	99,958	99,958	—	—	Cash and cash equivalents
Term deposits	63,522	—	63,522	—	Cash and cash equivalents
Forward currency contract assets	516	—	516	—	Other prepaid expenses and other current assets
Forward currency contract liabilities	1,042	—	1,042	—	Other current liabilities

The Company records 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, Treasury bills, and term deposits. 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.

### Assets and liabilities measured at fair value on a non-recurring basis

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company has impaired certain long-lived assets and recorded them at their estimated fair value on a non-recurring basis. The fair value of these long-lived assets was determined using Level 3 inputs, principally the present value of the estimated future cash flows expected from their

use and eventual disposition. Please refer to Note 14 for further details regarding the impairment of long-lived assets as a result of the ivivva restructuring.

The Company has also recorded lease termination liabilities at fair value on a non-recurring basis, determined using Level 3 inputs based on remaining lease rentals and reduced by estimated sublease income.

## NOTE 12. DERIVATIVE FINANCIAL INSTRUMENTS

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

### *Net investment hedges*

The Company holds a significant portion of its assets in Canada and during the year ended February 2, 2020, it entered 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 for the year ended February 2, 2020.

### *Derivatives not designated as hedging instruments*

During the year ended February 2, 2020 the Company entered into certain forward currency contracts designed to economically hedge the foreign exchange revaluation gains and losses that are recognized by its Canadian and Chinese subsidiaries on U.S. dollar denominated monetary assets and liabilities.

### *Quantitative disclosures about derivative financial instruments*

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

	February 2, 2020			February 3, 2019		
	Gross Notional	Assets	Liabilities	Gross Notional	Assets	Liabilities
	<i>(In thousands)</i>					
<b>Derivatives designated as net investment hedges:</b>						
Forward currency contracts	\$ 417,000	\$ 1,583	\$ —	\$ 328,000	\$ —	\$ 1,042
<b>Derivatives not designated in a hedging relationship:</b>						
Forward currency contracts	460,000	152	1,920	309,000	516	—
<b>Net derivatives recognized on consolidated balance sheets:</b>						
Forward currency contracts		<u>\$ 1,735</u>	<u>\$ 1,920</u>		<u>\$ 516</u>	<u>\$ 1,042</u>

As of February 2, 2020, there were derivative assets of \$1.7 million and derivative liabilities of \$1.9 million subject to enforceable netting arrangements.

The forward currency contracts designated as net investment hedges mature on different dates between February 2020 and August 2020.

The forward currency contracts not designated in a hedging relationship mature on different dates between February 2020 and August 2020.

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

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
	<i>(In thousands)</i>		
<b>Gains (losses) recognized in foreign currency translation adjustment:</b>			
Derivatives designated as net investment hedges	\$ 2,972	\$ 23,946	\$ (15,974)

No gains or losses have been reclassified from accumulated other comprehensive income 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 exchange and derivative gains and losses recorded in the consolidated statement of operations are as follows:

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
	<i>(In thousands)</i>		
Gains (losses) recognized in selling, general and administrative expenses:			
Foreign exchange gains (losses)	\$ 2,701	\$ 23,642	\$ (6,798)
Derivatives not designated in a hedging relationship	(4,209)	(22,249)	14,115
Net foreign exchange and derivative gains (losses)	<u>\$ (1,508)</u>	<u>\$ 1,393</u>	<u>\$ 7,317</u>

### NOTE 13. LEASES

The Company has obligations under operating leases for its store and other retail locations, distribution centers, offices, and equipment. As of February 2, 2020, the lease terms of the various leases range from two to fifteen years. The majority of the Company's leases include renewal options at the sole discretion of the Company. In general, it is not reasonably certain that lease renewals will be exercised at lease commencement and therefore lease renewals are not included in the lease term.

The following table details the Company's net lease expense. Certain of the Company's leases include rent escalation clauses, rent holidays, and leasehold rental incentives. The majority of the Company's leases for store premises also include contingent rental payments based on sales volume. The variable lease expenses disclosed below include contingent rent payments and other non-fixed lease related costs, including common area maintenance, property taxes, and landlord's insurance.

	Fiscal Year Ended February 2, 2020
	<i>(In thousands)</i>
Net lease expense:	
Operating lease expense	\$ 176,367
Short-term lease expense	9,358
Variable lease expense	70,957
	<u>\$ 256,682</u>

The following table presents future minimum lease payments and the impact of discounting.

	<b>February 2, 2020</b>
	<i>(In thousands)</i>
2020	\$ 152,440
2021	161,519
2022	138,188
2023	111,877
2024	87,275
After 2025	174,797
<b>Future minimum lease payments</b>	<b>\$ 826,096</b>
Impact of discounting	(86,135)
<b>Present value of lease liabilities</b>	<b>\$ 739,961</b>
<b>Balance sheet classification:</b>	
Current lease liabilities	\$ 128,497
Non-current lease liabilities	611,464
	<b>\$ 739,961</b>

The weighted-average remaining lease term and weighted-average discount rate were as follows:

	<b>February 2, 2020</b>
Weighted-average remaining lease term	6.07 years
Weighted-average discount rate	3.57%

#### **Disclosures related to periods prior to adoption of ASC 842**

The following table details the Company's total rent expense prior to the adoption of ASC 842 as well as the property taxes for leased locations.

	<b>Fiscal Year Ended</b>	
	<b>February 3, 2019</b>	<b>January 28, 2018</b>
	<i>(In thousands)</i>	
<b>Total rent expense:</b>		
Minimum rent expense	\$ 161,847	\$ 135,879
Common area expenses	23,269	20,016
Rent contingent on sales	12,846	11,433
	<b>\$ 197,962</b>	<b>\$ 167,328</b>
<b>Property taxes for leased locations</b>	<b>\$ 17,826</b>	<b>\$ 15,766</b>

The table below summarizes the Company's contractual arrangements as of February 3, 2019, and the timing and effect that such commitments are expected to have on its liquidity and cash flows in future periods. Minimum annual basic rent payments excluding other executory operating costs, pursuant to lease agreements are approximately as laid out in the table below. These amounts include commitments in respect of lease agreements that have been executed, but have not yet commenced.

	<b>Payments Due by Fiscal Year</b>						
	<b>Total</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>Thereafter</b>
	<i>(In thousands)</i>						
Operating leases (minimum rent)	\$ 783,913	\$ 169,822	\$ 147,541	\$ 123,032	\$ 99,471	\$ 73,213	\$ 170,834

**NOTE 14. ASSET IMPAIRMENT AND RESTRUCTURING**

During fiscal 2017, the Company restructured its ivivva operations. On August 20, 2017, the Company closed 48 of its 55 ivivva branded company-operated stores and all other ivivva branded temporary locations. As a result of this restructuring, the Company recognized aggregate pre-tax charges of \$47.2 million during fiscal 2017.

A summary of the pre-tax charges recognized in connection with the Company's restructuring of its ivivva operations is as follows:

	<b>Fiscal Year Ended January 28, 2018</b>
	<i>(In thousands)</i>
<b>Costs recorded in cost of goods sold:</b>	
Provision to reduce inventories to net realizable value	\$ 4,945
Accelerated depreciation	3,753
	<u>8,698</u>
<b>Costs recorded in operating expenses:</b>	
Lease termination costs	21,069
Impairment of property and equipment	11,593
Employee related costs	4,226
Other restructuring costs	1,637
Asset impairment and restructuring costs	<u>38,525</u>
Restructuring and related costs	<u>\$ 47,223</u>

Income tax recoveries of \$12.7 million were recorded on the above items in fiscal 2017. These income tax recoveries are based on the annual tax rate of the applicable tax jurisdictions.

***Costs recorded in cost of goods sold***

During fiscal 2017, the Company recognized expenses of \$8.7 million in cost of goods sold as a result of the restructuring of its ivivva operations. This included \$4.9 million to reduce inventories to their estimated net realizable value, and \$3.8 million in accelerated depreciation primarily related to leasehold improvements and furniture and fixtures for stores that were closed on August 20, 2017.

***Costs recorded in operating expenses***

The Company recognized asset impairment and restructuring costs of \$38.5 million during fiscal 2017 as a result of the restructuring of its ivivva operations.

As a result of the plan to close the majority of the ivivva branded locations, the long-lived assets of each ivivva branded location were tested for impairment as of April 30, 2017. For impaired locations, a loss was recognized representing the difference between the net book value of the long-lived assets and their estimated fair value. Impairment losses totaling \$11.6 million were recognized during the first quarter of fiscal 2017. These losses primarily relate to leasehold improvements and furniture and fixtures of the company-operated stores segment. These assets were retired during fiscal 2017 in conjunction with the closures of the company-operated stores.

During fiscal 2017, the Company recognized lease termination costs of \$21.1 million, employee related expenses as a result of the restructuring of \$4.2 million as well as other restructuring costs of \$1.6 million.

**NOTE 15. INCOME TAXES**

The Company's domestic and foreign income before income tax expense and current and deferred income taxes from federal, state, and foreign sources are as follows:

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
	<i>(In thousands)</i>		
<b>Income before income tax expense</b>			
Domestic	\$ 180,043	\$ 132,563	\$ 123,942
Foreign	717,350	582,687	336,056
	<u>\$ 897,393</u>	<u>\$ 715,250</u>	<u>\$ 459,998</u>
<b>Current income tax expense</b>			
Federal	\$ 45,765	\$ 73,213	\$ 79,724
State	11,480	16,153	11,573
Foreign	170,158	123,129	109,322
	<u>\$ 227,403</u>	<u>\$ 212,495</u>	<u>\$ 200,619</u>
<b>Deferred income tax expense (recovery)</b>			
Federal	\$ (5,683)	\$ (13,068)	\$ 14,443
State	(150)	(8,566)	3,988
Foreign	30,227	40,588	(17,714)
	<u>24,394</u>	<u>18,954</u>	<u>717</u>
<b>Income tax expense</b>	<u>\$ 251,797</u>	<u>\$ 231,449</u>	<u>\$ 201,336</u>

The Company's income tax expense for fiscal 2018 and fiscal 2017 included certain discrete tax amounts, as follows:

	Fiscal Year Ended	
	February 3, 2019	January 28, 2018
	<i>(In thousands)</i>	
<b>U.S. tax reform:</b>		
One-time transition tax	\$ 7,464	\$ 58,896
Deferred income tax effects	—	398
Tax on repatriation from foreign subsidiaries	23,714	—
Tax recovery on ivivva restructuring costs	—	(12,741)
<b>Total discrete amounts</b>	<u>\$ 31,178</u>	<u>\$ 46,553</u>

**U.S. tax reform**

The U.S. tax reform enacted on December 22, 2017 introduced significant changes to the U.S. income tax laws, including reduction in the U.S. federal income tax rate from 35% to 21%, a shift to a territorial tax system which changed how foreign earnings are subject to U.S. tax, and the imposition of a mandatory one-time transition tax on the accumulated undistributed earnings of foreign subsidiaries.

*One-time transition tax.* U.S. tax reform required the Company to pay U.S. income taxes on accumulated foreign subsidiary earnings not previously subject to U.S. income tax at a rate of 15.5% on cash and cash equivalents and 8% on the remaining earnings, net of foreign tax credits. The one-time transition tax is payable over eight years.

During fiscal 2017, the Company recognized a provisional amount of \$58.9 million for the mandatory one-time transition tax on the deemed repatriation of accumulated undistributed earnings of foreign subsidiaries. As a result of completing its fiscal 2017 U.S. tax returns and incorporating newly issued guidance into its calculations the Company recognized an additional current tax expense of \$7.5 million during fiscal 2018 for the mandatory one-time transition tax.

*Deferred income tax effects.* U.S. tax reform reduced the U.S. federal income tax rate from 35% to 21%. Accordingly, the Company remeasured its deferred income tax assets and liabilities to reflect the reduced rate that is expected to apply in future

periods when these balances reverse. The Company recognized a provisional deferred income tax expense of \$0.4 million during fiscal 2017 to reflect the reduced U.S. tax rate and other effects of U.S. tax reform. There were no adjustments to this provisional amount in fiscal 2018.

The Company completed the accounting for the income tax effects of U.S. tax reform in fiscal 2018.

#### ***Tax on repatriation from foreign subsidiaries***

U.S. tax reform and the shift to a territorial tax system in fiscal 2017 eliminated U.S. federal income taxes upon the repatriation of foreign earnings. However, U.S. tax reform did not eliminate foreign withholding taxes, or certain state income taxes.

During fiscal 2018, the Company completed its evaluation of the impact that U.S. tax reform has upon repatriation taxes, its reinvestment plans, and the most efficient means of deploying its capital resources. As a result of these evaluations, the Company repatriated \$778.9 million from a Canadian subsidiary to the U.S. parent entity in fiscal 2018. A net tax current expense of \$23.7 million was recognized in fiscal 2018 on this distribution.

As at February 2, 2020, the Company's net investment in its Canadian subsidiaries was \$1.3 billion, of which \$0.8 billion was determined to be indefinitely reinvested. A deferred tax liability of \$1.5 million has been recognized in relation to the portion of the Company's net investment in its Canadian subsidiaries that is not indefinitely reinvested, principally representing the U.S. state income taxes which would be due upon repatriation. This deferred tax liability has been recorded on the basis that the Company would choose to make the repatriation transactions in the most tax efficient manner. Specifically, to the extent that the Canadian subsidiaries have sufficient paid-up-capital, any such distributions would be characterized as a return of capital for Canadian tax purposes, and therefore not subject to Canadian withholding tax. The unrecognized deferred tax liability on the indefinitely reinvested amount is approximately \$2.3 million.

No deferred income tax liabilities have been recognized on any of the undistributed earnings of the Company's other foreign subsidiaries as these earnings are permanently reinvested outside of the United States. Excluding its Canadian subsidiaries, cumulative undistributed earnings of the Company's foreign subsidiaries as of February 2, 2020 were \$52.1 million.

As of February 2, 2020, the Company had cash and cash equivalents of \$387.4 million outside of the United States.

#### ***Tax recovery on ivivva restructuring costs***

As outlined in Note 14, the Company restructured its ivivva operations during fiscal 2017. Income tax recoveries of \$12.7 million were recorded on total restructuring costs of \$47.2 million in fiscal 2017. These income tax recoveries are based on the tax rate of the applicable tax jurisdictions.

A summary reconciliation of the effective tax rate is as follows:

	<b>Fiscal Year Ended</b>		
	<b>February 2, 2020</b>	<b>February 3, 2019</b>	<b>January 28, 2018</b>
	<i>(Percentages)</i>		
Federal income tax at statutory rate	21.0%	21.0%	33.9 %
Foreign tax rate differentials	4.6	4.7	(5.9)
U.S. state taxes	1.0	0.9	1.5
Non-deductible compensation expense	0.6	0.8	0.9
Permanent and other	0.9	0.6	0.5
U.S. tax reform	—	1.1	12.9
Tax on repatriation from foreign subsidiaries	—	3.3	—
Effective tax rate	<u>28.1%</u>	<u>32.4%</u>	<u>43.8 %</u>

The Company's U.S. federal income tax rate of 33.9% for the year ended January 28, 2018 was a blended rate that includes the rate decrease which became effective on January 1, 2018.

The tax effects of temporary differences that give rise to significant portions of the deferred income tax assets and deferred income tax liabilities as of February 2, 2020 and February 3, 2019 are presented below:

	February 2, 2020	February 3, 2019
	<i>(In thousands)</i>	
<b>Deferred income tax assets:</b>		
Net operating loss carryforwards	\$ 2,354	\$ 3,163
Inventories	8,763	8,684
Property and equipment, net	5,444	—
Non-current lease liabilities	144,412	—
Deferred lease liabilities	—	8,206
Tenant inducements	—	10,444
Stock-based compensation	4,961	2,440
Accrued bonuses	3,509	3,265
Unredeemed gift card liability	6,815	5,015
Foreign tax credits	4,827	—
Other	2,759	4,813
<b>Deferred income tax assets</b>	<b>183,844</b>	<b>46,030</b>
Valuation allowance	(5,655)	(507)
<b>Deferred income tax assets, net of valuation allowance</b>	<b>\$ 178,189</b>	<b>\$ 45,523</b>
<b>Deferred income tax liabilities:</b>		
Property and equipment, net	\$ (57,280)	\$ (33,055)
Right-of-use lease assets	(132,059)	—
Other	(847)	(168)
<b>Deferred income tax liabilities</b>	<b>(190,186)</b>	<b>(33,223)</b>
<b>Net deferred income tax (liabilities) assets</b>	<b>\$ (11,997)</b>	<b>\$ 12,300</b>
<b>Balance sheet classification:</b>		
Deferred income tax assets	\$ 31,435	\$ 26,549
Deferred income tax liabilities	(43,432)	(14,249)
<b>Net deferred income tax (liabilities) assets</b>	<b>\$ (11,997)</b>	<b>\$ 12,300</b>

As of February 2, 2020, the Company had net operating loss carryforwards of \$9.7 million. The majority of the net operating loss carryforwards expire, if unused, between fiscal 2026 and fiscal 2039.

The Company files income tax returns in the U.S., Canada, and various foreign, state, and provincial jurisdictions. The 2016 to 2018 tax years remain subject to examination by the U.S. federal and state tax authorities. The 2013 tax year is still open for certain state tax authorities. The 2010 to 2018 tax years remain subject to examination by Canadian tax authorities. The 2012 to 2018 tax years remain subject to examination by tax authorities in certain foreign jurisdictions. The Company does not have any significant unrecognized tax benefits arising from uncertain tax positions taken, or expected to be taken, in the Company's tax returns.

**NOTE 16. EARNINGS PER SHARE**

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

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
	<i>(In thousands, except per share amounts)</i>		
Net income	\$ 645,596	\$ 483,801	\$ 258,662
Basic weighted-average number of shares outstanding	130,393	133,413	135,988
Assumed conversion of dilutive stock options and awards	562	558	210
Diluted weighted-average number of shares outstanding	130,955	133,971	136,198
Basic earnings per share	\$ 4.95	\$ 3.63	\$ 1.90
Diluted earnings per share	\$ 4.93	\$ 3.61	\$ 1.90

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 equivalent of common shares in all material respects. All classes of stock have in effect the same rights and share equally in undistributed net income. For the fiscal years ended February 2, 2020, February 3, 2019, and January 28, 2018, 48.0 thousand, 32.2 thousand, 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 December 1, 2016, the Company's board of directors approved a program to repurchase shares of the Company's common stock up to an aggregate value of \$100.0 million. This stock repurchase program was completed during the third quarter of fiscal 2017. On November 29, 2017, the Company's board of directors approved a stock repurchase program for up to \$200.0 million and on June 6, 2018, the board of directors approved an increase to this stock repurchase program, authorizing the repurchase of up to a total of \$600.0 million of the Company's common shares. These programs were completed during the first quarter of fiscal 2019.

On January 31, 2019, the Company's board of directors approved a stock repurchase program for up to \$500.0 million of the Company's common shares on the open market or in privately negotiated transactions. 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, and the repurchase program is expected to be completed by January 2021. As of February 2, 2020, the remaining value of shares available to be repurchased under this program was \$327.3 million.

During the fiscal years ended February 2, 2020, February 3, 2019, and January 28, 2018, 1.1 million, 4.9 million, and 1.9 million shares, respectively, were repurchased under the programs at a total cost of \$173.4 million, \$598.3 million, and \$100.3 million, respectively.

Subsequent to February 2, 2020, and up to March 20, 2020, 0.2 million shares were repurchased at a total cost of \$33.8 million.

**NOTE 17. COMMITMENTS AND CONTINGENCIES****Commitments**

*Leases.* The Company has obligations under operating leases for its store and other retail locations, distribution centers, offices, and equipment. Please refer to Note 13 for further details regarding lease commitments and the timing of future minimum lease payments.

*License and supply arrangements.* The Company has entered into license and supply arrangements with partners in the Middle East and Mexico which grant them the right to operate lululemon branded retail locations in the United Arab Emirates, Kuwait, Qatar, Oman, Bahrain, and Mexico. The Company retains the rights to sell lululemon products through its e-commerce websites in these countries. Under these arrangements, the Company supplies the partners with lululemon products, training, and other support. The initial term of the agreement for the Middle East expired in January 2020 and the Company currently intends to stay in the market. The initial term of the agreement for Mexico expires in November 2026. As of February 2, 2020, there were four licensed retail locations in Mexico, three in the United Arab Emirates, and one in Qatar.

*One-time transition tax.* As outlined in Note 15, U.S. tax reform imposed a mandatory transition tax on accumulated foreign subsidiary earnings which have not previously been subject to U.S. income tax. The one-time transition tax is payable over eight years beginning in fiscal 2018. The Company recognized a provisional income tax expense of \$58.9 million in fiscal

2017 and an additional expense of \$7.5 million during fiscal 2018 for the mandatory transition tax. The one-time transition tax payable is net of foreign tax credits, and the table below outlines the expected payments due by fiscal year.

The following table summarizes the Company's contractual arrangements as of February 2, 2020, and the timing and effect that such commitments are expected to have on its liquidity and cash flows in future periods:

	Payments Due by Fiscal Year						
	Total	2020	2021	2022	2023	2024	Thereafter
	(In thousands)						
One-time transition tax payable	\$ 53,302	\$ 5,076	\$ 5,076	\$ 5,076	\$ 9,518	\$ 12,691	\$ 15,865

### Contingencies

**Legal proceedings.** 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, personal injury claims, product liability claims, employment 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.

On October 9, 2015, certain current and former hourly employees of the Company filed a class action lawsuit in the Supreme Court of New York entitled *Rebecca Gathmann-Landini et al v. lululemon USA inc.* On December 2, 2015, the case was moved to the United States District Court for the Eastern District of New York. The lawsuit alleges that the Company violated various New York labor codes by failing to pay all earned wages, including overtime compensation. The plaintiffs are seeking an unspecified amount of damages. The Company intends to vigorously defend this matter.

On November 21, 2018, plaintiff David Shabbouei filed in the Delaware Court of Chancery a derivative lawsuit on behalf of the Company against certain of the Company's current and former directors and officers, captioned *David Shabbouei v. Laurent Potdevin, et al., 2018-0847-JRS.* Plaintiff claims that the defendants breached their fiduciary duties to the Company by allegedly failing to address alleged sexual harassment, gender discrimination, and related conduct at the Company. Plaintiff also claims that the defendants breached their fiduciary duties to the Company and wasted corporate assets with respect to the separation agreement entered into by the Company and Laurent Potdevin in connection with his departure from the Company in February 2018. Plaintiff also further brings an unjust enrichment claim against Mr. Potdevin with respect to the separation agreement. Plaintiff seeks unspecified money damages for the Company for the defendants' alleged breaches of fiduciary duty, waste and unjust enrichment, disgorgement of all profits, benefits and other compensation Mr. Potdevin received as a result of defendants' alleged conduct for the Company, an order directing the Company to implement corporate governance and internal procedures, and an award of plaintiff's attorneys' fees, costs and expenses. The defendants and the Company have moved to dismiss the action.

### NOTE 18. SUPPLEMENTAL CASH FLOW INFORMATION

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
	(In thousands)		
Cash paid for income taxes	\$ 305,493	\$ 177,040	\$ 137,826
Cash paid for amounts included in the measurement of lease liabilities	177,144	—	—
Leased assets obtained in exchange for new operating lease liabilities	222,448	—	—
Interest paid	325	1,394	8

**NOTE 19. SEGMENTED INFORMATION AND DISAGGREGATED NET REVENUE**

The Company applies ASC Topic 280, *Segment Reporting* ("ASC 280"), in determining reportable segments for its financial statement disclosure. The Company reports segments based on the financial information it uses in managing its business. The Company's reportable segments are comprised of company-operated stores and direct to consumer. Direct to consumer represents sales from the Company's e-commerce websites and mobile apps. Outlets, temporary locations, sales to wholesale accounts, license and supply arrangements, and warehouse sale net revenue have been combined into other. During the first quarter of fiscal 2018, the Company reviewed its general corporate expenses and determined certain costs which were previously classified as general corporate expense are more appropriately classified within the direct to consumer segment. Accordingly, comparative figures have been reclassified to conform to the financial presentation adopted for the current year.

	Fiscal Year Ended		
	February 2, 2020	February 3, 2019	January 28, 2018
	<i>(In thousands)</i>		
<b>Net revenue:</b>			
Company-operated stores	\$ 2,501,067	\$ 2,126,363	\$ 1,837,065
Direct to consumer	1,137,822	858,856	577,590
Other	340,407	303,100	234,526
	<u>\$ 3,979,296</u>	<u>\$ 3,288,319</u>	<u>\$ 2,649,181</u>
<b>Segmented income from operations:</b>			
Company-operated stores	\$ 689,339	\$ 575,536	\$ 464,321
Direct to consumer	482,368	354,107	224,076
Other	72,559	62,558	35,580
	<u>1,244,266</u>	<u>992,201</u>	<u>723,977</u>
General corporate expenses	355,156	286,365	220,753
Restructuring and related costs	—	—	47,223
Income from operations	<u>889,110</u>	<u>705,836</u>	<u>456,001</u>
Other income (expense), net	8,283	9,414	3,997
Income before income tax expense	<u>\$ 897,393</u>	<u>\$ 715,250</u>	<u>\$ 459,998</u>
<b>Capital expenditures:</b>			
Company-operated stores	\$ 171,496	\$ 129,155	\$ 80,240
Direct to consumer	15,813	6,420	19,928
Corporate and other	95,739	90,232	57,696
	<u>\$ 283,048</u>	<u>\$ 225,807</u>	<u>\$ 157,864</u>
<b>Depreciation and amortization:</b>			
Company-operated stores	\$ 97,896	\$ 76,303	\$ 64,870
Direct to consumer	12,469	10,018	12,997
Corporate and other	51,568	36,163	30,368
	<u>\$ 161,933</u>	<u>\$ 122,484</u>	<u>\$ 108,235</u>

The accelerated depreciation related to the restructuring of the ivivva operations is included in corporate and other in the above breakdown of depreciation and amortization.

Intercompany amounts are excluded from the above table as they are not included in the materials reviewed by the chief operating decision maker.

The Company's goodwill relates to the reporting segment consisting of company-operated stores.

The following table disaggregates the Company's net revenue by geographic area for the years ended February 2, 2020, February 3, 2019, and January 28, 2018.

	<b>Fiscal Year Ended</b>		
	<b>February 2, 2020</b>	<b>February 3, 2019</b>	<b>January 28, 2018</b>
	<i>(In thousands)</i>		
United States	\$ 2,854,364	\$ 2,363,374	\$ 1,911,763
Canada	649,114	565,105	491,779
Outside of North America	475,818	359,840	245,639
	<u>\$ 3,979,296</u>	<u>\$ 3,288,319</u>	<u>\$ 2,649,181</u>

Property and equipment, net by geographic area as of February 2, 2020 and February 3, 2019 were as follows:

	<b>February 2, 2020</b>	<b>February 3, 2019</b>
		<i>(In thousands)</i>
United States	\$ 259,485	\$ 217,874
Canada	346,305	303,061
Outside of North America	65,903	46,302
	<u>\$ 671,693</u>	<u>\$ 567,237</u>

The following table disaggregates the Company's net revenue by category for the years ended February 2, 2020, February 3, 2019, and January 28, 2018.

	<b>Fiscal Year Ended</b>		
	<b>February 2, 2020</b>	<b>February 3, 2019</b>	<b>January 28, 2018</b>
	<i>(In thousands)</i>		
Women's product	\$ 2,790,997	\$ 2,352,788	\$ 1,892,624
Men's product	933,767	694,921	526,535
Other categories	254,532	240,610	230,022
	<u>\$ 3,979,296</u>	<u>\$ 3,288,319</u>	<u>\$ 2,649,181</u>

**NOTE 20. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)**

The following tables present the Company's unaudited quarterly results of operations and comprehensive income for each of the quarters in the fiscal years ended February 2, 2020 and February 3, 2019. The following tables should be read in conjunction with the Company's audited consolidated financial statements and related notes. The Company has prepared the information below on a basis consistent with its audited consolidated financial statements and has included all adjustments, consisting of normal recurring adjustments, which, in the opinion of the Company's management, are necessary to fairly present its operating results for the quarters presented. The Company's historical unaudited quarterly results of operations are not necessarily indicative of results for any future quarter or for a full year.

	Fiscal 2019				Fiscal 2018			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
	<i>(Unaudited; Amounts in thousands, except per share amounts)</i>							
Net revenue	\$ 1,397,491	\$ 916,138	\$ 883,352	\$ 782,315	\$ 1,167,458	\$ 747,655	\$ 723,500	\$ 649,706
Cost of goods sold	586,665	411,094	397,556	360,595	498,875	340,878	327,306	304,973
Gross profit	810,826	505,044	485,796	421,720	668,583	406,777	396,194	344,733
Selling, general and administrative expenses	394,339	329,215	317,814	292,908	337,163	270,874	261,986	240,428
Income from operations	416,487	175,829	167,982	128,812	331,420	135,903	134,208	104,305
Other income (expense), net	2,129	1,925	1,850	2,379	2,861	2,044	1,591	2,918
Income before income tax expense	418,616	177,754	169,832	131,191	334,281	137,947	135,799	107,223
Income tax expense	120,595	51,772	44,842	34,588	115,816	43,534	40,029	32,070
Net income	<u>\$ 298,021</u>	<u>\$ 125,982</u>	<u>\$ 124,990</u>	<u>\$ 96,603</u>	<u>\$ 218,465</u>	<u>\$ 94,413</u>	<u>\$ 95,770</u>	<u>\$ 75,153</u>
Other comprehensive income (loss), net of tax:								
Foreign currency translation adjustment	(6,444)	9,880	4,514	(15,723)	(5,346)	(7,318)	(18,249)	(42,972)
Comprehensive income	<u>\$ 291,577</u>	<u>\$ 135,862</u>	<u>\$ 129,504</u>	<u>\$ 80,880</u>	<u>\$ 213,119</u>	<u>\$ 87,095</u>	<u>\$ 77,521</u>	<u>\$ 32,181</u>
Basic earnings per share	\$ 2.29	\$ 0.97	\$ 0.96	\$ 0.74	\$ 1.66	\$ 0.71	\$ 0.71	\$ 0.55
Diluted earnings per share	\$ 2.28	\$ 0.96	\$ 0.96	\$ 0.74	\$ 1.65	\$ 0.71	\$ 0.71	\$ 0.55

The Company's quarterly results of operations have varied in the past and are likely to do so again in the future. As such, the Company believes that comparisons of its quarterly results of operations should not be relied upon as an indication of the Company's future performance.

## **NOTE 21. SUBSEQUENT EVENTS**

The Company evaluates events or transactions that occur after the balance sheet date through to the date which the financial statements are issued, for potential recognition or disclosure in its consolidated financial statements in accordance with ASC Topic 855, Subsequent Events.

The outbreak of the COVID-19 coronavirus has been declared a pandemic by the World Health Organization and continues to spread in the United States, Canada, and in many other countries globally. Subsequent to February 2, 2020, in line with recommendations by public health officials and in accordance with governmental authority orders, the Company has taken actions to close certain retail locations and to reduce operating hours.

In February 2020, the Company temporarily closed all of its retail locations in Mainland China. All but one of these locations have since reopened. In March 2020, the Company temporarily closed all of its retail locations in North America, Europe, Malaysia, New Zealand, and it temporarily closed its distribution center in Sumner, WA. These locations currently remain closed.

The Company cannot reasonably estimate the length or severity of this pandemic, but currently anticipates a material adverse impact on its consolidated financial position, results of operations, and cash flows in fiscal 2020.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial and accounting officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, as of the end of the period covered by this report, or the Evaluation Date. Based upon the evaluation, our principal executive officer and principal financial and accounting officer concluded that our disclosure controls and procedures were effective as of the Evaluation Date. Disclosure controls and procedures are controls and procedures designed to reasonably ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this report, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include controls and procedures designed to reasonably ensure that such information is accumulated and communicated to our management, including our principal executive officer and principal financial and accounting officer, as appropriate to allow timely decisions regarding required disclosure.

### **Inherent Limitations over Internal Controls**

Our internal control over financial reporting is designed to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements. Management, including our principal executive officer and principal financial and accounting officer, does not expect that our internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource limitations on all control systems; no evaluation of internal controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those internal controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies and procedures may deteriorate.

### **Management's Annual Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria set forth in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Based on

this evaluation, management concluded that we maintained effective internal control over financial reporting as of February 2, 2020. The effectiveness of our internal control over financial reporting as of February 2, 2020 has been audited by PricewaterhouseCoopers LLP our independent registered public accounting firm, as stated in their report in Item 8 of Part II of this Form 10-K.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting during the fourth quarter of the fiscal year ended February 2, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item concerning our directors, director nominees and Section 16 beneficial ownership reporting compliance is incorporated by reference to our definitive Proxy Statement for our 2020 Annual Meeting of Stockholders under the captions "Election of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," "Executive Officers," and "Corporate Governance," and, to the extent necessary, under the caption "Delinquent Section 16(a) Reports."

We have adopted a written code of business conduct and ethics, which applies to all of our directors, officers, and employees, including our principal executive officer and our principal financial and accounting officer. Our Global Code of Business Conduct and Ethics is available on our website, [www.lululemon.com](http://www.lululemon.com), and can be obtained by writing to Investor Relations, lululemon athletica inc., 1818 Cornwall Avenue, Vancouver, British Columbia, Canada V6J 1C7 or by sending an email to [investors@lululemon.com](mailto:investors@lululemon.com). The information contained on our website is not incorporated by reference into this Annual Report on Form 10-K. Any amendments, other than technical, administrative, or other non-substantive amendments, to our Global Code of Business Conduct and Ethics or waivers from the provisions of the Global Code of Business Conduct and Ethics for our principal executive officer and our principal financial and accounting officer will be promptly disclosed on our website following the effective date of such amendment or waiver.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated by reference to our 2020 Proxy Statement under the captions "Executive Compensation" and "Executive Compensation Tables."

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

The information required by this item is incorporated by reference to our 2020 Proxy Statement under the caption "Principal Stockholders and Stock Ownership by Management."

**Equity Compensation Plan Information (as of February 2, 2020)**

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights <sup>(1)</sup> (A)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights <sup>(2)</sup> (B)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A)) <sup>(3)</sup> (C)
Equity compensation plans approved by stockholders	1,377,299	\$ 113.41	18,017,693
Equity compensation plans not approved by stockholders	—	—	—
<b>Total</b>	<b>1,377,299</b>	<b>\$ 113.41</b>	<b>18,017,693</b>

<sup>(1)</sup> This amount represents the following: (a) 776,124 shares subject to outstanding options, (b) 238,280 shares subject to outstanding performance-based restricted stock units, (c) 333,481 shares subject to outstanding restricted stock units, and (d) 29,414 shares subject to outstanding restricted stock units that settle in cash or common stock at the election of the employee. The options, performance-based restricted stock units and restricted stock units are all under our 2007 Equity Incentive Plan or our 2014 Equity Incentive Plan. Restricted shares outstanding under our 2014 Equity Incentive Plan have already been reflected in our total outstanding common stock balance.

<sup>(2)</sup> The weighted-average exercise price is calculated solely on the exercise prices of the outstanding options and does not reflect the shares that will be issued upon the vesting of outstanding awards of performance-based restricted stock units and restricted stock units, which have no exercise price.

<sup>(3)</sup> This includes (a) 13,291,047 shares of our common stock available for future issuance under our 2014 Equity Incentive Plan and (b) 4,726,646 shares of our common stock available for future issuance under our Employee Share Purchase Plan. The number of shares remaining available for future issuance under our 2014 Equity Incentive Plan is reduced by 1.7 shares for each award other than stock options granted and by one share for each stock option award granted. Outstanding awards that expire or are canceled without having been exercised or settled in full are available for issuance again under our 2014 Equity Incentive Plan and shares that are withheld in satisfaction of tax withholding obligations for full value awards are also again available for issuance. No further awards may be issued under the predecessor plan, our 2007 Equity Incentive Plan.

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

The information required by this item is incorporated by reference to our 2020 Proxy Statement under the captions "Certain Relationships and Related Party Transactions" and "Corporate Governance."

**ITEM 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES***

The information required by this item is incorporated by reference to our 2020 Proxy Statement under the caption "Fees for Professional Services."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

(a) Documents filed as part of this report:

1. *Financial Statements*. The financial statements as set forth under Item 8 of this Annual Report on Form 10-K are incorporated herein.

2. *Financial Statement Schedule*.

**Schedule II**  
**Valuation and Qualifying Accounts**

<u>Description</u>	<u>Balance at</u> <u>Beginning of Year</u>	<u>Charged to Costs</u> <u>and Expenses</u>	<u>Write-offs Net of</u> <u>Recoveries</u>	<u>Balance at</u> <u>End of Year</u>
<i>(In thousands)</i>				
<b>Shrink Provision on Finished Goods</b>				
For the year ended January 28, 2018	\$ (335)	\$ (8,656)	\$ 8,681	\$ (310)
For the year ended February 3, 2019	(310)	(13,597)	12,713	(1,194)
For the year ended February 2, 2020	(1,194)	(12,593)	11,712	(2,075)
<b>Obsolescence and Quality Provision on Finished Goods and Raw Materials</b>				
For the year ended January 28, 2018	\$ (5,013)	\$ (5,361)	\$ 1,071	\$ (9,303)
For the year ended February 3, 2019	(9,303)	(2,453)	4,204	(7,552)
For the year ended February 2, 2020	(7,552)	(5,363)	2,533	(10,382)
<b>Damage Provision on Finished Goods</b>				
For the year ended January 28, 2018	\$ (2,308)	\$ (18,503)	\$ 15,291	\$ (5,520)
For the year ended February 3, 2019	(5,520)	(22,912)	21,089	(7,343)
For the year ended February 2, 2020	(7,343)	(28,313)	26,047	(9,609)
<b>Sales Return Allowances</b>				
For the year ended January 28, 2018	\$ (4,728)	\$ (1,565)	\$ —	\$ (6,293)
For the year ended February 3, 2019	(6,293)	(5,025)	—	(11,318)
For the year ended February 2, 2020	(11,318)	(1,579)	—	(12,897)
<b>Valuation Allowance on Deferred Income Taxes</b>				
For the year ended January 28, 2018	\$ (91)	\$ (1,752)	\$ —	\$ (1,843)
For the year ended February 3, 2019	(1,843)	(427)	1,763	(507)
For the year ended February 2, 2020	(507)	(5,148)	—	(5,655)

13. Exhibits

**Exhibit Index**

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated by Reference			
			Form	Exhibit No.	File No.	Filing Date
3.1	<a href="#">Amended and Restated Certificate of Incorporation of lululemon athletica inc.</a>		8-K	3.1	001-33608	8/8/2007
3.2	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of lululemon athletica inc.</a>		8-K	3.1	001-33608	7/1/2011
3.3	<a href="#">Certificate of Amendment to Certificate of Incorporation filed July 20, 2017</a>		10-Q	3.1	001-33608	8/30/2018
3.4	<a href="#">Certificate of Amendment to Certificate of Incorporation filed June 12, 2018</a>		10-Q	3.1	001-33608	8/30/2018
3.5	<a href="#">Bylaws of lululemon athletica inc.</a>		8-K	3.1	001-33608	6/5/2015
4.1	<a href="#">Form of Specimen Stock Certificate of lululemon athletica inc.</a>		S-3	4.1	333-185899	1/7/2013
4.2	<a href="#">Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934</a>	X				
10.1*	<a href="#">lululemon athletica inc. 2014 Equity Incentive Plan</a>		8-K	10.1	001-33608	6/13/2014
10.2*	<a href="#">Form of Non-Qualified Stock Option Agreement (for outside directors)</a>		10-Q	10.2	0001-33608	12/6/2012
10.3*	<a href="#">Form of Non-Qualified Stock Option Agreement (with clawback provision)</a>		10-Q	10.1	001-33608	6/1/2017
10.4*	<a href="#">Form of Notice of Grant of Performance Shares and Performance Shares Agreement (with clawback provision)</a>		10-Q	10.2	001-33608	6/1/2017
10.5*	<a href="#">Form of Notice of Grant of Restricted Stock Units and Restricted Stock Units Agreement (with clawback provision)</a>		10-Q	10.3	001-33608	6/1/2017
10.6*	<a href="#">Form of Restricted Stock Award Agreement</a>		10-Q	10.12	001-33608	12/11/2014
10.7*	<a href="#">Amended and Restated LIPO Investments (USA), Inc. Option Plan and form of Award Agreement</a>		S-1	10.3	333-142477	5/1/2007
10.8	<a href="#">Second Amended and Restated Registration Rights Agreement dated June 18, 2015 between lululemon athletica inc. and the parties named therein</a>		10-Q	10.2	001-33608	9/10/2015
10.9	<a href="#">Exchange Trust Agreement dated July 26, 2007 between lululemon athletica inc., Lulu Canadian Holding, Inc. and Computershare Trust Company of Canada</a>		10-Q	10.5	001-33608	9/10/2007
10.10	<a href="#">Exchangeable Share Support Agreement dated July 26, 2007 between lululemon athletica inc., Lululemon Callco ULC and Lulu Canadian Holding, Inc.</a>		10-Q	10.6	001-33608	9/10/2007
10.11	<a href="#">Amended and Restated Declaration of Trust for Forfeitable Exchangeable Shares dated July 26, 2007, by and among the parties named therein</a>		10-Q	10.7	001-33608	9/10/2007
10.12	<a href="#">Amended and Restated Arrangement Agreement dated as of June 18, 2007, by and among the parties named therein (including Plan of Arrangement and Exchangeable Share Provisions)</a>		S-1/A	10.14	333-142477	7/9/2007

Exhibit No.	Exhibit Title	Filed Herewith	Incorporated by Reference			
			Form	Exhibit No.	File No.	Filing Date
10.13	<a href="#">Form of Indemnification Agreement between lululemon athletica inc. and its directors and certain officers</a>		S-1/A	10.16	333-142477	7/9/2007
10.14	<a href="#">Purchase and Sale Agreement between 2725312 Canada Inc and lululemon athletica inc., dated December 22, 2010</a>		10-K	10.12	001-33608	3/17/2011
10.15*	<a href="#">Outside Director Compensation Plan</a>		10-Q	10.1	001-33608	12/11/2019
10.16*	<a href="#">lululemon athletica inc. Employee Share Purchase Plan</a>		10-Q	10.3	001-33608	11/29/2007
10.18*	<a href="#">Executive Employment Agreement, effective as of December 5, 2016, between lululemon athletica canada inc. and Celeste Burgoyne</a>		10-K	10.23	001-33608	3/29/2017
10.19*	<a href="#">Executive Employment Agreement, effective as of August 20, 2018, between lululemon athletica canada inc. and Calvin McDonald</a>		8-K	10.1	001-33608	7/24/2018
10.20*	<a href="#">Executive Employment Agreement, effective as of April 30, 2018, between lululemon athletica inc. and Patrick Guido</a>		10-Q	10.1	001-33608	5/31/2018
10.21*	<a href="#">Amendment to Executive Employment Agreement, effective as of March 4, 2019, between lululemon athletica inc. and Patrick Guido</a>		10-K	10.24	001-33608	3/27/2019
10.22*	<a href="#">Executive Employment Agreement, effective as of September 20, 2018, between lululemon athletica inc. and Michelle Choe</a>		10-Q	10.1	001-33608	12/06/2018
10.23*	<a href="#">Executive Employment Agreement, effective as of January 20, 2020, between lululemon athletica inc. and Nicole Neuburger</a>	X				
10.24	<a href="#">Credit Agreement, dated as of December 15, 2016, among lululemon athletica inc., lululemon athletica canada inc., Lulu Canadian Holding, Inc. and lululemon usa inc., as borrowers, Bank of America, N.A., as administrative agent, swing line lender and letter of credit issuer, HSBC Bank Canada, as syndication agent and letter of credit issuer, and each other lender party thereto.</a>		8-K	10.1	001-33608	12/21/2016
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21.1	<a href="#">Subsidiaries of lululemon athletica inc.</a>		10-K	21.1	001-33608	3/27/2019
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP</a>	X				
31.1	<a href="#">Certification of principal executive officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X				
31.2	<a href="#">Certification of principal financial and accounting officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X				
32.1**	<a href="#">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</a>					

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\* Denotes a compensatory plan, contract or arrangement, in which our directors or executive officers may participate.

\*\* Furnished herewith.



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			Form	Exhibit No.	File No.	Filing Date
3.1	Amended and Restated Certificate of Incorporation of lululemon athletica inc.		8-K	3.1	001-33608	8/8/2007
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of lululemon athletica inc.		8-K	3.1	001-33608	7/1/2011
3.3	Certificate of Amendment to Certificate of Incorporation filed July 20, 2017		10-Q	3.1	001-33608	8/30/2018
3.4	Certificate of Amendment to Certificate of Incorporation filed June 12, 2018		10-Q	3.1	001-33608	8/30/2018
3.5	Bylaws of lululemon athletica inc.		8-K	3.1	001-33608	6/5/2015
4.1	Form of Specimen Stock Certificate of lululemon athletica inc.		S-3	4.1	333-185899	1/7/2013
4.2	Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934	X				
10.1*	lululemon athletica inc. 2014 Equity Incentive Plan		8-K	10.1	001-33608	6/13/2014
10.2*	Form of Non-Qualified Stock Option Agreement (for outside directors)		10-Q	10.2	0001-33608	12/6/2012
10.3*	Form of Non-Qualified Stock Option Agreement (with clawback provision)		10-Q	10.1	001-33608	6/1/2017
10.4*	Form of Notice of Grant of Performance Shares and Performance Shares Agreement (with clawback provision)		10-Q	10.2	001-33608	6/1/2017
10.5*	Form of Notice of Grant of Restricted Stock Units and Restricted Stock Units Agreement (with clawback provision)		10-Q	10.3	001-33608	6/1/2017
10.6*	Form of Restricted Stock Award Agreement		10-Q	10.12	001-33608	12/11/2014
10.7*	Amended and Restated LIPO Investments (USA), Inc. Option Plan and form of Award Agreement		S-1	10.3	333-142477	5/1/2007
10.8	Second Amended and Restated Registration Rights Agreement dated June 18, 2015 between lululemon athletica inc. and the parties named therein		10-Q	10.2	001-33608	9/10/2015
10.9	Exchange Trust Agreement dated July 26, 2007 between lululemon athletica inc., Lulu Canadian Holding, Inc. and Computershare Trust Company of Canada		10-Q	10.5	001-33608	9/10/2007
10.10	Exchangeable Share Support Agreement dated July 26, 2007 between lululemon athletica inc., Lululemon Callco ULC and Lulu Canadian Holding, Inc.		10-Q	10.6	001-33608	9/10/2007
10.11	Amended and Restated Declaration of Trust for Forfeitable Exchangeable Shares dated July 26, 2007, by and among the parties named therein		10-Q	10.7	001-33608	9/10/2007
10.12	Amended and Restated Arrangement Agreement dated as of June 18, 2007, by and among the parties named therein (including Plan of Arrangement and Exchangeable Share Provisions)		S-1/A	10.14	333-142477	7/9/2007

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\* Denotes a compensatory plan, contract or arrangement, in which our directors or executive officers may participate.

\*\* Furnished herewith.

## Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934

lululemon athletica inc. has one class of securities registered under Section 12 of the Securities Exchange Act of 1934: our common stock. The following description of our common stock is based on our certificate of incorporation and our bylaws, which are filed as exhibits to our Annual Report on Form 10-K and are incorporated by reference herein. In addition, we have provided a summary of the terms of our special voting stock and preferred stock, which is also based on our certificate of incorporation and bylaws, because this summary may enable investors to understand the rights evidenced by our common stock. These summaries do not purport to be complete and are subject to and qualified by the provisions of our Certificate of Incorporation, our bylaws, and the applicable provisions of the Delaware General Corporation Law. We encourage you to read these for more information.

### **Common Stock**

We are currently authorized to issue up to 400,000,000 shares of common stock, par value \$0.005 per share.

Holders of our common stock are entitled to one vote for each share on all matters submitted to a vote of stockholders, and do not have cumulative voting rights in the election of directors. Subject to preferences that may be granted to any holders of another class of shares, holders of our common stock are entitled to receive ratably only those dividends as may be declared by our board of directors out of funds legally available therefor, as well as any distributions to our stockholders. In the event of our liquidation, dissolution or winding up, holders of our common stock are entitled to share ratably in all of our assets remaining after we pay our liabilities and distribute the liquidation preference of any class of our shares that has a liquidation preference over our common stock.

Holders of our common stock have no preemptive or other subscription or conversion rights. There are no redemption or sinking fund provisions applicable to our common stock.

Our common stock is quoted on the Nasdaq Global Select Market under the symbol "LULU."

### **Special Voting Stock**

In connection with our reorganization in July 2007, Lulu Canada (our wholly-owned subsidiary) issued exchangeable shares to certain of our Canadian equity holders in July 2007 and we issued shares of special voting stock to those same holders. We intended the combination of special voting stock and exchangeable shares to be the economic equivalent to shares of our common stock.

We are currently authorized to issue up to 60,000,000 shares of special voting stock, par value \$0.000005 per share.

Holders of shares of special voting stock are able to vote in person or by proxy on any matters put before holders of our common stock at any meeting of stockholders. Each share of special voting stock carries one vote.

Holders of special voting stock do not receive dividends or distributions from us or receive any consideration in the event of our liquidation, dissolution or winding-up. However, if we declare a dividend on our common stock, the holders of exchangeable shares will receive from Lulu Canada the same dividend, or an economically equivalent dividend, on their exchangeable shares.

Holders of exchangeable shares may require Lulu Canada to redeem each of its exchangeable shares in exchange for one share of our common stock plus a cash payment equal to any accrued and unpaid dividends on the exchangeable shares. When exchangeable shares are exchanged into shares of our common stock, a corresponding number of shares of special voting stock will be cancelled without consideration.

The terms of the exchangeable shares are described more fully in an exchange trust agreement and an exchangeable share support agreement, both of which are included as exhibits to our annual report on Form 10-K.

### **Preferred Stock**

Our board of directors has the authority, without action by our stockholders, to designate and issue preferred stock in one or more series and to designate the rights, preferences and privileges of each series.

We are currently authorized to issue up to 5,000,000 shares of preferred stock, par value \$0.01 per share.

The rights, preferences and privileges of the preferred stock may be greater than the rights of our common stock. We cannot state the actual effect of our issuance of shares of preferred stock upon the rights of holders of common stock until our

board of directors determines the specific rights of the holders of that preferred stock. However, the effects might include, among other things:

- restricting dividends on the common stock;
- diluting the voting power of the common stock;
- impairing the liquidation rights of the common stock; or
- delaying or preventing a change in our control without further action by the stockholders.

***Anti-Takeover Effects of Delaware law, Provisions of Our Certificate of Incorporation, and Bylaws***

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

- classify of our board of directors into three classes, with one class elected each year;
- prohibit cumulative voting in the election of directors;
- permit our board of directors to issue preferred stock without stockholder approval;
- permit the removal of a director only for cause and only with the vote of the holders of at least 66 2/3% of our voting stock;
- prohibit a special meeting of stockholders to be called by our stockholders;
- prohibit stockholder action by written consent; and
- require stockholders to comply with advance notice procedures in order to nominate candidates for election to our board of directors or to place proposals on the agenda for consideration at any meeting of 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.

**Private & Confidential**

This Agreement is dated for reference as of **December 13, 2019**.

To: **Nicole Neuburger**

Re: **Executive Employment Agreement**

Dear **Nicole**:

This Agreement contains the terms and conditions of our offer of employment in the position of **Chief Brand Officer**. This Agreement will take effect as of the Effective Date and will continue until terminated in accordance with its terms.

It is a condition of this offer that you remain eligible to work in Canada for the duration of your employment with the Company. This offer is also conditional upon:

1. Approval of your authorization to work in Canada; and
2. Completion of a background check.

If such authorization to work and background check are not completed to the Company's satisfaction before the Effective Date, this offer will be of no force and effect.

If you accept employment on the terms and conditions set out below, please execute this Agreement where indicated.

**ARTICLE 1 - INTERPRETATION**

**1.01 Definitions**

In this Agreement, unless something in the subject matter or context is inconsistent therewith:

“**Affiliate**” has the meaning attributed to such term in the *Canada Business Corporations Act* and includes each direct and indirect subsidiary of the Company and any other entities, including joint ventures and franchises, in which the Company has an interest.

“**Agreement**” means this agreement, including its recitals and schedules, as amended from time to time in accordance with Section 6.04.

“**Base Salary**” has the meaning attributed to such term in Section 3.01.

“**Board**” means the board of directors of lululemon athletica inc. in office from time to time.

“**Bonus Plan**” means the Company's **Executive Bonus Plan** as amended by the Company from year to year.

“Cause” includes, without limitation, the usual meaning of just cause under the common law or the laws of British Columbia.

“Company” means lululemon athletica inc.

“Compensation Committee” means the compensation committee of the Board.

“Confidential Information” means information disclosed to or known by the Executive as a consequence of or through the Executive’s employment with the Company about the Company’s or any of its Affiliates’ products, operations, research, processes or services, including but not limited to all information relating to research, development, inventions, copyrights, patents, industrial designs, licenses, manufacture, production, distribution, purchasing, accounting, financing, engineering, marketing, merchandising, selling, and other technical or business information or trade secrets of the Company or any of its Affiliates, or about any of the Company’s or any of its Affiliates’ customers, suppliers, vendors or business affiliates and also includes any information that the Company has received from others that the Company is obligated to treat as confidential or proprietary, but Confidential Information does not include information which is or becomes generally available to the public through no fault of the Executive or which the Executive can establish, through written records, was in the Executive’s possession prior to its disclosure to the Executive as a result of the Executive’s work for the Company.

“Effective Date” of this Agreement means the date agreed to by the Company and the Executive, but will be no later than **January 20, 2020**.

“Executive” means **Nicole Neuburger**.

“Plan” means lululemon athletica inc.’s 2014 Equity Incentive Plan, as amended or replaced from time to time.

“Restrictive Covenant Agreement” has the meaning attributed to such term in Section 4.06.

“Termination Date” has the meaning attributed to such term in Section 5.01.

## ARTICLE 2 - EMPLOYMENT

### **2.01**            Employment

(1) Subject to the terms and conditions of this Agreement, the Company will, commencing on the Effective Date, employ the Executive in the position of **Chief Brand Officer**, on the terms and conditions set out herein.

(2) The Executive will report to **Chief Executive Officer**.

(3) The Executive shall perform duties and responsibilities as are normally provided by a **Chief Brand Officer**, of a corporation in a business and of a size similar to the Company and such other duties and responsibilities as may reasonably be assigned from time to time by **Chief Executive Officer**, subject always to the control and direction of the **Chief Executive Officer**.

### **2.02**            Term

The term of this Agreement and the Executive’s employment under this Agreement will commence on the Effective Date and will continue for an indefinite period, subject to termination in accordance with the terms of this Agreement.

### **2.03**            Place of Employment

(1) The Executive will perform the Executive’s duties and responsibilities for the Company at the principal executive offices of the Company and the Executive will reside within a reasonable daily commuting distance of such offices.

(2) The Executive acknowledges that the performance of the Executive’s duties and responsibilities will necessitate frequent travel to other places.

## ARTICLE 3 - REMUNERATION AND BENEFITS

### **3.01**            **Base Salary**

The Company will pay the Executive a base salary (the “**Base Salary**”) in the amount of **USD \$575,000** per annum, payable in accordance with the Company’s usual payroll practices and dates, in arrears by direct deposit, and subject to deductions required by law or authorized by the Executive.

### **3.02**            **Bonus**

The Executive will be eligible to receive an annual bonus pursuant to the terms and conditions of the Bonus Plan. The Executive’s bonus target under the Bonus Plan shall be **seventy five percent (75%)** of Base Salary.

### **3.03**            **Retention Bonus**

In exchange for your accepting employment with Company and remaining employed for a period of **eighteen (18) months** (“Retention Period”), lululemon agrees to provide you with a retention bonus in the amount of **USD \$500,000** (“Retention Bonus”), less applicable tax and other withholdings. lululemon will pay you the Retention Bonus, in advance of you actually having earned it and remaining employed for the Retention Period. Because lululemon is advancing this unearned Retention Bonus to you in anticipation of retaining your services for the Retention Period, in the event you should voluntarily resign your employment with lululemon or if lululemon terminates your employment for cause, prior to completing the Retention Period, you agree to repay lululemon the Retention Bonus within 15 days of the date of such resignation or termination, in a prorated amount based on the length of employment (rounded upwards to the nearest whole month). Should you be required to repay any portion of the Retention Bonus, the amount of the Retention Bonus shall be adjusted so that you are paying back the pro-rata portion of the post-tax payment made to you in an amount representing the number of months constituting the difference between 18 months and the number of months during which you were employed by the Company. Should lululemon terminate your employment for any reason other than just cause prior to you completing the Retention Period, or if lululemon materially breaches this agreement before the expiration of the Retention Period, the Retention Bonus shall be considered earned in full on the date of termination and no repayment shall be required.

### **3.04**            **Incentives**

(1) As an employee of the Company, you will be eligible for annual equity awards as determined by the Compensation Committee of the Board of Directors of the Company, in its sole discretion. These potential equity awards currently consist of stock options, restricted share units, and performance share units.

(2) Subject to the approval of the Compensation Committee of the Board of Directors of the Company, you will be awarded a one-time grant of a number of Restricted Share Units (RSUs) determined by dividing **USD \$500,000** by the Company’s fair market value per common share determined as of the effective date of the grant. Subject to your continued employment, the RSUs will vest over a three-year period, with one-third of the award vesting on or about each of the first, second, and third anniversaries of the grant date. RSU grants are subject to the terms of the Company’s equity incentive plan, the applicable grant agreements, and the Company’s practices and policies on granting RSU awards, including the Company’s standard RSU award agreement.

### **3.05**            **Benefits**

The Executive will be entitled to participate in applicable employee benefit plans as are in effect from time to time, subject to and in accordance with the terms and conditions of such plans.

### **3.06**            **Fund Your Future Program**

The Company offers opportunities to contribute to a long term savings plan and to purchase Company stock via payroll deduction. If you are eligible to participate, the Company matches employee contributions in accordance with the plan provisions. Please review the applicable plans as eligibility and enrollment requirements vary. The Company reserves the right to alter these programs in whole or in part at any time without advance notice.

### **3.07 Leadership Development**

We stand for personal development. We believe in creating the conditions for mindful performance to inspire people to design a life they love. You will have resources at your fingertips to embark on a development journey that will allow you to grow in all aspects of your life and show up as your fully expressed self.

### **3.08 Plan documents and right to change**

(1) Some of the compensation and benefit plans and programs referred to in this offer are governed by insurance contracts and other plan or policy documents, which will in all cases govern.

(2) The Company reserves the right to amend, change or terminate any or all of its plans, programs, policies and benefits at any time for any reason without notice to the Executive, including without limitation bonus, commission, benefit, or compensation plans and programs.

### **3.09 Vacation**

The Executive will be entitled to four (4) weeks paid vacation each year. Such vacation entitlement will be pro-rated for any part of a year. The Executive will take such vacation at times having regard to the best interests of the Company. Except as may be required by applicable employment standards legislation, the Executive will lose the entitlement to unused vacation and the Executive agrees that any unearned advanced vacation may be deducted from the Executive's final pay should the Executive's employment with the Company end for any reason.

### **3.10 Relocation**

The Executive is eligible for relocation services as per the attached summary. Upon lululemon receiving the Executive's written acceptance of this offer of employment, the Executive will be contacted by a lululemon relocation/mobility representative to initiate the Executive's relocation arrangements.

### **3.11 Expenses**

The Company will reimburse the Executive for all reasonable out-of-pocket expenses properly incurred by the Executive in the course of the Executive's employment with the Company, in accordance with the Company's expense reimbursement policy in effect as at the date the Executive incurs any such expenses. The Executive will provide the Company with appropriate statements and receipts verifying such expenses as the Company may require.

## **ARTICLE 4 - EXECUTIVE'S COVENANTS**

### **4.01 Full Time Service**

The Executive will devote all of the Executive's time, attention and effort to the business and affairs of the Company, will well and faithfully serve the Company and will use the Executive's best efforts to promote the interests of the Company and its Affiliates. The Executive will not engage in other employment or consulting work while employed by the Company.

### **4.02 Duties and Responsibilities**

In the performance of the Executive's duties, the Executive agrees to give the Company the full benefit of the Executive's knowledge, expertise, skill and ingenuity and to exercise the degree of care, diligence and skill that a prudent executive would exercise in comparable circumstances.

### **4.03 Policies, Rules and Regulations**

The Executive will be bound by and will faithfully observe and abide by all of the policies, rules and regulations of the Company from time to time in force which are applicable to senior executives of the Company and which are brought to the Executive's notice or of which the Executive should reasonably be aware including but not limited to the Company's Code of Business Conduct.

#### **4.04 Conflict of Interest**

(1) The Executive will not, during the Executive's employment with the Company, engage in any business, enterprise or activity that is contrary to or detracts from the due performance of the business of the Company or the Executive's duties.

(2) The Executive will refrain from any situation in which the Executive's personal interest conflicts or may appear to conflict with the Executive's duties to the Company or the interests of the Company. The Executive agrees that if there is any doubt in this respect, the Executive will inform the CEO and obtain written authorization.

#### **4.05 Business Opportunities:**

During the Executive's employment, the Executive will communicate to the Company all knowledge, business and customer contacts and any other information that could concern or be in any way beneficial to the business of the Company. Any such information communicated to the Company as aforesaid will be and remain the property of the Company notwithstanding any subsequent termination of the Executive's employment.

#### **4.06 Restrictive Covenants**

The Executive agrees to be bound by the terms and conditions of the Restrictive Covenant Agreement (the "**Restrictive Covenant Agreement**") between the Company and the Executive, a copy of which is attached to this Agreement as Schedule A and is incorporated by reference and deemed to be a part of this Agreement.

#### **4.07 Pre-existing Obligations**

The Executive is hereby requested and directed by the Company not to disclose confidential or proprietary information of any kind belonging to the Executive's former employer or any other person. The Company is not employing the Executive to obtain the confidential information business information, intellectual property or business opportunities of the Executive's former employer or any other person.

#### **4.08 Anti-bribery**

During the Executive's on-boarding and employment the Executive will be required to read and comply with the Company's Handbook. The Handbook provides additional details regarding the Executive's employment, employee discounts, personal accountability, integrity (regarding hours worked), yoga benefits, the Code of Business Conduct (including policies related to gifts and entertainment and prohibiting bribes) and other benefits and time off programs. Failure to follow any of the Company's policies may lead to immediate termination of employment. Additional information and resources are on youlu, including the Company's policies on accessibility and accommodation for employees with disabilities, which is available following the Executive's first day of work. If you have any questions or require assistance in accessing any Company policies as a result of a disability, please contact your People Potential Partner.

#### **4.09 Stock Ownership Guidelines**

The Executive acknowledges that she has received a copy of the Company's Stock Ownership Guidelines and acknowledges and agrees to the Guidelines, as currently stated and as they may be amended from time to time.

#### **4.10 Confidential Information**

- (1) The Executive acknowledges and agrees that the Executive shall not acquire any right, title or interest in or to the Confidential Information.
- (2) At all times during and subsequent to the termination of the Executive's employment with the Company, the Executive:
  - (a) will not use, copy or reproduce the Confidential Information except as may be reasonably required for the

Executive to perform the Executive's duties for the Company, and the Executive will not directly or indirectly use, disseminate or disclose any Confidential Information for the Executive's own benefit or the benefit of any other person or entity; and

(b) the Executive will take all necessary precautions against unauthorized disclosure of the Confidential Information.

(3) If the Executive is requested or ordered by law to disclose any Confidential Information, the Executive will advise the Company forthwith of such request or order and provide to the Executive all information concerning such request or order and the opportunity for the Company to object or intervene, prior to making any disclosure of Confidential Information.

## ARTICLE 5 - TERMINATION

### **5.01 Termination by the Company**

The Company may terminate the Executive's employment with the Company at any time by giving notice in writing to the Executive and stipulating the last day of employment (the "**Termination Date**").

### **5.02 Termination by the Executive**

The Executive may terminate the Executive's employment with the Company at any time by giving the Company thirty (30) days' notice in writing (the "**Notice of Resignation Period**"). The Company may waive such notice, in whole or in part, in which case the Executive shall only be entitled to (i) payment of the Executive's Base Salary for the period from the effective date of the waiver of the Notice of Resignation Period to the end of the Notice of Resignation Period; (ii) payment of all business expenses incurred by the Executive through the end of her employment by the Company; (iii) continued group benefit coverage under Section 3.05 subject to and in accordance with the terms and conditions of the applicable plans, for the period ending the last day of the Notice of Resignation Period; (iv) the value of the pro-rated vacation leave with pay for that portion of the calendar year up to the end of the Notice of Resignation Period, and (v) any payments or entitlements under the Bonus Plan that the Executive would otherwise receive during the Notice of Resignation Period.

### **5.03 Payments on Termination Without Cause**

(1) If the Executive's employment with the Company is terminated by the Company without Cause, the Executive will only be entitled to the following payments and benefits:

- (a) Accrued Compensation. The Company will pay (i) the Executive's Base Salary accrued and unpaid up to and including the Termination Date, including accrued vacation pay, at the rate in effect at the time notice of termination is given by the Company; and (ii) all business expenses incurred by the Executive through the end of her employment by the Company.
- (b) Bonus Compensation. The Executive shall not receive any bonus payment whatsoever pursuant to Section 3.02 or the Bonus Plan except such bonus which is already earned and due to be paid up to and including the Termination Date, notwithstanding any period following the Termination Date during which the Executive may receive any payments or benefits under the terms of this Agreement or at law.
- (c) Restricted Share Units, Performance Share Units and Stock Options. The Executive's rights regarding any Restricted Share Units, Performance Share Units or stock options from the Company will be governed by the terms of the Plan and the applicable plans, agreements policies of the Company, including without limitation the Plan.
- (d) Notice. The Executive will be entitled to twelve months' notice or payment of Base Salary (at the rate in effect as of the date of termination) in lieu, or a combination of notice and payment (the "**Severance Payment**"). Any payment made pursuant to this Section 5.03(1)(d) shall be:

- i. less any termination or severance pay paid pursuant to the *Employment Standards Act* (British Columbia);

- ii. subject to regular and statutory withholdings, and
  - iii. paid in equal instalments on the Company's normal paydays, unless otherwise agreed between the Company and the Executive.
  - iv. for any payment above the minimum required under the *Employment Standards Act* (British Columbia), contingent upon the Executive's compliance with all surviving provisions of this Agreement and the Executive's execution of a full general release in a form acceptable to the Company releasing all claims, known or unknown that the Executive may have against the Company arising out of or any way related to the Executive's employment or termination of employment with the Company.
- (e) RCA. Any amounts owing to the Executive pursuant to Section 5.03(d) that are above the minimum required under the *Employment Standards Act* (British Columbia) shall be forfeited if the Executive fails to comply with the Restrictive Covenant Agreement.
  - (f) Deductions. The Company may deduct from the amounts payable by it to the Executive or for the Executive's benefit pursuant to Section 5.03(1)(a), (b), (c), or (d) any amounts owing to the Company by the Executive.
  - (g) Fair and Reasonable. The parties agree that the provisions of Section 5.03 are fair and reasonable and that the amounts payable by the Company to the Executive's - benefit pursuant to Section 5.03 are reasonable.
  - (h) No Other Payments or Benefits. The terms and conditions of this Section 5.03 and the amounts paid and the benefits provided to the Executive hereunder are in full satisfaction of any payments or benefits which the Executive may otherwise have been entitled to receive in relation to the termination of this Agreement and the Executive's employment hereunder pursuant to the common law and any applicable laws, including, without limitation, the British Columbia *Employment Standards Act*, or any of the Company's programs, policies, plans, contracts or agreements, whether written or verbal. Upon receipt of the payments and benefits described herein, the Executive will have no action, cause of action, claim or demand against the Company, the Company's Affiliates or any other person arising out of or in relation to the Executive's employment under this Agreement or the termination of this Agreement and the Executive's employment hereunder, other than to enforce the terms of this Agreement and remedy any breach thereof by the Company.

#### **5.04 Payments on Termination by Company for Cause**

If the Executive's employment with the Company is terminated by the Company for Cause, the Executive will only be entitled to receive the following compensation:

- (a) Accrued Base Salary. The Company will pay the Executive's Base Salary accrued but unpaid up to and including the Termination Date, including accrued vacation pay, at the rate in effect at the time the notice of termination is given.
- (b) Accrued Expenses. The Company will reimburse the Executive for any business expenses reasonably incurred by the Executive up to and including the Termination Date in accordance with the Company's normal expenses policy applicable to the Executive at that time.
- (c) Bonus Compensation. The Executive shall not receive any bonus payment whatsoever pursuant to Section 3.02 or the Bonus Plan except such bonus which is already earned and due to be paid up to and including the Termination Date, notwithstanding any period following the Termination Date during which the Executive may receive any payments or benefits under the terms of the Agreement.
- (d) Restricted Share Units, Performance Share Units and Stock Options. The Executive's rights regarding any Restricted Share Units, Performance Share Units or stock options from the Company will be governed by the terms of the Plan and the applicable plans, agreements policies of the Company, including without limitation the Plan.

#### **5.05 Fair and Reasonable**

The Executive acknowledges and agrees that the payments and/or benefits pursuant to this Article 5 will be

in full satisfaction of all terms or requirements regarding termination of the Executive's employment, including without limitation common law notice of termination or compensation in lieu of such notice and compensation for length of service and any other entitlement pursuant to the British Columbia *Employment Standards Act* as amended from time to time. Except as expressly provided in this Article 5, the Executive will not be entitled to any termination payments, damages, or compensation whatsoever, notwithstanding any changes in the terms and conditions of the Executive's employment which may occur in the future, including any change in position, duties or compensation.

**5.06**            **Return of Property**

Upon termination of the Executive's employment with the Company, the Executive will deliver or cause to be delivered to the Company promptly all books, documents, money, securities or other property of the Company that are in the possession, charge, control or custody of the Executive, without retaining any copies or records of any Confidential Information whatsoever.

**5.07**            **No Termination Claims**

Upon any termination of the Executive's employment by the Company in compliance with this Agreement or upon any termination of the Executive's employment by the Executive, the Executive will have no action, cause of action, claim or demand against the Company, its Affiliates, any related or associated corporations or any other person as a consequence of such termination, except as provided in this Agreement and to enforce the terms of this Agreement.

**5.08**            **Resignation as Director and Officer**

Upon any termination of the Executive's employment under this Agreement, the Executive will be deemed to have resigned as a director and officer of all Affiliates of the Company contemporaneously with the date of termination of the Executive's employment for any reason and will immediately, on request of the Company, sign forms of resignation indicating - the Executive's resignation as a director and officer of the Company and any Affiliates of the Company and of any other entities of which the Executive occupies similar positions as part of or in connection with the performance by the Executive of the duties under this Agreement, if applicable.

**5.09**            **Provisions which Operate Following Termination**

Notwithstanding any termination of the Executive's employment under this Agreement for any reason whatsoever and with or without cause, all provisions of this Agreement necessary to give efficacy thereto, including without limitation the Restrictive Covenant Agreement attached as Schedule A, will continue in full force and effect following such termination.

**ARTICLE 6 - MISCELLANEOUS**

**6.01**            **Deductions**

The Company will deduct all statutory deductions and any amounts authorized by the Executive from any amounts to be paid to the Executive under this Agreement.

**6.02**            **Entire Agreement**

This Agreement, including the Schedules to this Agreement constitutes the entire agreement between the parties with respect to the subject matter of this Agreement and cancels and supersedes any prior understandings and agreements between the parties to this Agreement with respect to the subject matter of this Agreement and any rights which the Executive may have by reason of any such prior agreements. There are no representations, warranties, forms, conditions, undertakings or collateral agreements, express, implied or statutory between the parties other than as expressly set forth in this Agreement.

**6.03**            **Severability**

If any provision of this Agreement is determined to be invalid or unenforceable in whole or in part, such invalidity or unenforceability will attach only to such provision or part of such provision and the remaining part of such provision

and all other provisions of this Agreement will continue in full force and effect.

**6.04**            **Amendments and Waivers**

No amendment to this Agreement will be valid or binding unless set forth in writing and duly executed by both of the parties. No waiver of any breach of any provision of this Agreement will be effective or binding unless made in writing and signed by the party purporting to give the same and, unless otherwise provided in the written waiver, will be limited to the specific breach waived.

**6.05**            **Notices**

Any demand, notice or other communication to be given in connection with this Agreement must be given in writing and will be given by personal delivery, by registered mail, or by electronic means of communication addressed to the recipient as follows:

To the Company:

lululemon athletica canada inc. 1818 Cornwall Avenue Vancouver, BC  
V6J 1C7

**Attention: SVP, General Counsel and Chief Compliance Officer**

To the Executive:

**Nicole Neuburger**

or such other address, individual or electronic communication number as may be designated by notice given by either party to the other.

**6.06**            **Equitable Remedies**

The Executive hereby acknowledges and agrees that a breach of the Executive's obligations under this Agreement would result in damages to the Company that could not be adequately compensated for by monetary award. Accordingly, in the event of any such breach by the Executive, in addition to all other remedies available to the Company at law or in equity, the Company will be entitled as a matter of right to apply to a court of competent jurisdiction for such relief by way of restraining order, injunction, decree or otherwise, as may be appropriate to ensure compliance with the provisions of this Agreement.

**6.07**            **Governing Law**

This Agreement will be governed by and construed in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein.

**6.08**            **Attornment**

For the purpose of all legal proceedings this Agreement will be deemed to have been performed in the Province of British Columbia. The courts of competent jurisdiction located in Vancouver, British Columbia will have jurisdiction to entertain any action arising under this Agreement and the Company and the Executive each hereby attorns to the courts of competent jurisdiction located in Vancouver, British Columbia.

Yours truly,

**lululemon athletica canada inc.**

By: /s/ CALVIN MCDONALD

**Calvin McDonald, Chief Executive Officer**

/s/ NICOLE NEUBURGER

**Nicole Neuburger**

December 13, 2019

**Date**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-198725 and No. 333-146378) and form S-3 (No. 333-232592 and No. 333-229367) of lululemon athletica inc. of our report dated March 26, 2020 relating to the consolidated financial statements, financial statement schedule, and on the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

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**Chartered Professional Accountants**

Vancouver, Canada

March 26, 2020

I, Calvin McDonald, certify that:

1. I have reviewed this Annual Report on Form 10-K 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 controls 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 assurances 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  
(principal executive officer)

Date: March 26, 2020

I, Patrick J. Guido, certify that:

1. I have reviewed this Annual Report on Form 10-K 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 controls 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 assurances 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/ PATRICK J. GUIDO

Patrick J. Guido

Chief Financial Officer

(principal financial and accounting officer)

Date: March 26, 2020

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

In connection with the Annual Report of lululemon athletica inc. (the "Company") on Form 10-K for the fiscal year ended February 2, 2020, 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.

/s/ CALVIN McDONALD

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Calvin McDonald  
Chief Executive Officer  
(principal executive officer)

Dated: March 26, 2020

/s/ PATRICK J. GUIDO

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Patrick J. Guido  
Chief Financial Officer  
(principal financial and accounting officer)

Dated: March 26, 2020

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.