

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended December 31, 2022

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-35300

**UBIQUITI INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**32-0097377**  
(I.R.S. Employer  
Identification No.)

**685 Third Avenue, 27th Floor, New York, NY 10017**

(Address of principal executive offices, Zip Code)

**(646) 780-7958**

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	UI	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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"/> (Do not check if a smaller reporting company)	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 ☒

As of February 2, 2023, 60,441,502 shares of Common Stock, par value \$0.001, were issued and outstanding.

**UBIQUITI INC.**  
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**QUARTERLY REPORT ON FORM 10-Q**  
**FOR THE THREE AND SIX MONTHS ENDED December 31, 2022**

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## PART I: FINANCIAL INFORMATION

### Item 1. Financial Statements

#### UBIQUITI INC. Consolidated Balance Sheets (In thousands, except share data) (Unaudited)

	December 31, 2022	June 30, 2022
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 159,505	\$ 136,224
Investments — short-term	162	427
Accounts receivable, net of allowance for doubtful accounts of \$55 and \$52 at December 31, 2022 and June 30, 2022, respectively	151,945	119,627
Inventories	644,133	262,441
Vendor deposits	67,995	89,661
Prepaid expenses and other current assets	20,919	13,193
Total current assets	1,044,659	621,573
Property and equipment, net	86,351	80,232
Operating lease right-of-use assets, net	58,951	64,231
Deferred tax assets	6,487	6,618
Other long-term assets	72,211	72,058
Total assets	\$ 1,268,659	\$ 844,712
<b>Liabilities and Stockholders' Deficit</b>		
Current liabilities:		
Accounts payable	\$ 244,695	\$ 83,663
Income taxes payable	7,047	14,061
Debt — short-term	24,410	23,865
Other current liabilities	238,449	189,361
Total current liabilities	514,601	310,950
Income taxes payable — long-term	76,830	94,169
Operating lease liabilities — long-term	49,074	54,025
Debt — long-term	869,918	762,622
Other long-term liabilities	6,186	5,822
Total liabilities	1,516,609	1,227,588
Commitments and contingencies (Note 9)		
Stockholders' deficit:		
Preferred stock—\$0.001 par value; 50,000,000 shares authorized; none issued	—	—
Common stock—\$0.001 par value; 500,000,000 shares authorized:		
60,430,958 and 60,420,525 outstanding as of December 31, 2022 and June 30, 2022, respectively	60	60
Additional paid-in capital	2,228	650
Accumulated other comprehensive (loss)	—	(474)
Retained (deficit)	(250,238)	(383,112)
Total stockholders' (deficit)	(247,950)	(382,876)
Total liabilities and stockholders' deficit	\$ 1,268,659	\$ 844,712

See notes to consolidated financial statements.

**UBIQUITI INC.**  
**Consolidated Statements of Operations and Comprehensive Income**  
(In thousands, except per share amounts)  
(Unaudited)

	<b>Three Months Ended December 31,</b>		<b>Six Months Ended December 31,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
Revenues	\$ 493,571	\$ 431,565	\$ 991,654	\$ 890,479
Cost of revenues	296,010	256,867	622,725	506,319
Gross profit	197,561	174,698	368,929	384,160
Operating expenses:				
Research and development	33,765	32,870	66,424	64,920
Sales, general and administrative	18,643	16,437	35,339	32,151
Total operating expenses	52,408	49,307	101,763	97,071
Income from operations	145,153	125,391	267,166	287,089
Interest expense and other, net	(11,272)	(2,717)	(21,923)	(6,532)
Income before income taxes	133,881	122,674	245,243	280,557
Provision for income taxes	21,676	19,025	39,856	44,758
Net income	\$ 112,205	\$ 103,649	\$ 205,387	\$ 235,799
Net income per share of common stock:				
Basic	\$ 1.86	\$ 1.66	\$ 3.40	\$ 3.78
Diluted	\$ 1.86	\$ 1.66	\$ 3.40	\$ 3.78
Weighted average shares used in computing net income per share of common stock:				
Basic	60,429	62,323	60,428	62,421
Diluted	60,448	62,361	60,448	62,461
Other comprehensive income:				
Unrealized losses on available-for-sale securities	\$ —	\$ 7	\$ —	\$ 7
Other comprehensive loss	—	7	—	7
Comprehensive income	\$ 112,205	\$ 103,656	\$ 205,387	\$ 235,806

See notes to consolidated financial statements.

# **UBIQUITI INC.**

## **Consolidated Statements of Stockholders' Equity (Deficit)** **(In thousands, except per share amounts)** **(Unaudited)**

**Three and Six Months Ended December 31, 2022**

	Common Stock		Additional Paid-In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity (Deficit)
	Shares	Amount	Amount	Amount	Amount	Amount
<b>Balance at June 30, 2022</b>	60,420,525	\$ 60	\$ 650	\$ (383,112)	\$ (474)	\$ (382,876)
Net Income	—	—	—	93,182	—	93,182
Other comprehensive income (loss)	—	—	—	—	(49)	(49)
Stock options exercised	2,112	—	23	—	—	23
Restricted stock units issued, net of tax withholdings	6,174	—	(544)	—	—	(544)
Stock-based compensation expense	—	—	1,048	—	—	1,048
Dividends Paid on Common Stock (\$0.60 per share)	—	—	—	(36,256)	—	(36,256)
<b>Balance at September 30, 2022</b>	60,428,811	\$ 60	\$ 1,177	\$ (326,186)	\$ (523)	\$ (325,472)
Net Income	—	—	—	112,205	—	112,205
Reclassification adjustment for loss on investments included in net income	—	—	—	—	523	523
Restricted stock units issued, net of tax withholdings	2,147	—	(50)	—	—	(50)
Stock-based compensation expense	—	—	1,101	—	—	1,101
Dividends Paid on Common Stock (\$0.60 per share)	—	—	—	(36,257)	—	(36,257)
<b>Balances at December 31, 2022</b>	60,430,958	\$ 60	\$ 2,228	\$ (250,238)	\$ —	\$ (247,950)

Three and Six Months Ended December 31, 2021						
	Common Stock		Additional Paid-In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity (Deficit)
	Shares	Amount	Amount	Amount	Amount	Amount
<b>Balance at June 30, 2021</b>	62,582,858	\$ 63	\$ —	\$ 2,635	\$ 1	\$ 2,699
Net Income	—	—	—	132,150	—	132,150
Other comprehensive (loss)	—	—	—	—	(1)	(1)
Stock options exercised	1,605	—	17	—	—	17
Restricted stock units issued, net of tax withholdings	7,887	—	(952)	—	—	(952)
Repurchases of Common Stock	(130,994)	(1)	125	(39,376)	—	(39,252)
Stock-based compensation expense	—	—	810	—	—	810
Dividends Paid on Common Stock (\$0.60 per share)	—	\$ —	\$ —	\$ (37,499)	\$ —	\$ (37,499)
<b>Balance at September 30, 2021</b>	<u>62,461,356</u>	<u>\$ 62</u>	<u>\$ —</u>	<u>\$ 57,910</u>	<u>\$ —</u>	<u>\$ 57,972</u>
Net Income	—	—	—	103,649	—	103,649
Other comprehensive income (loss)	—	—	—	—	7	7
Stock options exercised	2,584	—	36	—	—	36
Restricted stock units issued, net of tax withholdings	7,947	—	(181)	—	—	(181)
Repurchases of Common Stock	(434,271)	—	(587)	(128,457)	—	(129,044)
Stock-based compensation expense	—	—	819	—	—	819
Dividends Paid on Common Stock (\$0.60 per share)	—	\$ —	\$ —	\$ (37,445)	\$ —	\$ (37,445)
<b>Balances at December 31, 2021</b>	<u>62,037,616</u>	<u>\$ 62</u>	<u>\$ 87</u>	<u>\$ (4,343)</u>	<u>\$ 7</u>	<u>\$ (4,187)</u>

See notes to consolidated financial statements.

**UBIQUITI INC.**  
**Consolidated Statements of Cash Flows**  
(In thousands) (Unaudited)

	Six Months Ended December 31,	
	2022	2021
<b>Cash Flows from Operating Activities:</b>		
Net income	\$ 205,387	\$ 235,799
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	7,636	6,546
Amortization of debt issuance costs	654	665
Non-cash lease expense	342	1,063
Premium amortization and (discount accretion), net	—	24
Provision for inventory obsolescence	5,619	1,396
Provision for loss on vendor deposits and purchase commitments	(1,165)	5,501
Stock-based compensation	2,148	1,628
Provisions for doubtful accounts	(3)	7
Deferred taxes	131	228
Recovery of impaired investment	—	(902)
Change in unrealized loss on available-for-sale securities	739	13
Other, net	(100)	(280)
Changes in operating assets and liabilities:		
Accounts receivable	(32,315)	46,822
Inventories	(388,144)	(44,724)
Vendor deposits	15,027	(19,151)
Prepaid expenses and other assets	(8,946)	2,988
Accounts payable	161,186	(5,628)
Income taxes payable	(24,353)	(13,330)
Deferred revenues	(1,843)	(1,397)
Accrued and other liabilities	60,333	(21,143)
Net cash provided by operating activities	2,333	196,125
<b>Cash Flows from Investing Activities:</b>		
Purchase of property and equipment and other long-term assets	(13,468)	(6,492)
Purchase of investments	—	(802)
Proceeds from maturities of investments	—	750
Net cash (used in) investing activities	(13,468)	(6,544)
<b>Cash Flows from Financing Activities:</b>		
Proceeds from borrowing under the credit facility- Revolver	180,000	30,000
Repayment against credit facility- Revolver	(60,000)	—
Repayment against credit facility- Term	(12,500)	(12,500)
Repurchases of common stock	—	(168,294)
Payment of common stock cash dividends	(72,513)	(74,945)
Proceeds from exercise of stock options	23	51
Tax withholdings related to net share settlements of restricted stock units	(594)	(1,132)
Net cash provided by (used in) financing activities	34,416	(226,820)
Net increase (decrease) in cash and cash equivalents	23,281	(37,239)
Cash and cash equivalents at beginning of period	136,224	249,418
Cash and cash equivalents at end of period	\$ 159,505	\$ 212,179
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Income taxes paid, net of refunds	\$ 64,285	\$ 62,684
Interest paid	\$ 18,482	\$ 4,816
<b>Non-Cash Investing and Financing Activities:</b>		
Right-of-use asset recognized	\$ 1,826	\$ 27,272
Unpaid property and equipment and other long-term assets	\$ 357	\$ 469

See notes to consolidated financial statements.

**UBIQUITI INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1—BUSINESS AND BASIS OF PRESENTATION**

**Business—** Ubiquiti Inc. and its wholly owned subsidiaries (collectively, “Ubiquiti” or the “Company”) develop high performance networking technology for service providers, enterprises, and consumers globally.

The Company operates on a fiscal year ending June 30. In these notes, Ubiquiti refers to the fiscal years ending June 30, 2023 and 2022, as fiscal 2023 and fiscal 2022 respectively.

**Basis of Presentation—** The Company’s consolidated financial statements and accompanying notes are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) related to interim financial statements based on applicable Securities and Exchange Commission (“SEC”) rules and regulations. Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. These consolidated financial statements reflect all adjustments, which are, in the opinion of the Company, of a normal and recurring nature and those necessary to state fairly the statements of financial position, results of operations and cash flows for the dates and periods presented. The June 30, 2022 balance sheet was derived from the audited consolidated financial statements as of that date. All significant intercompany transactions and balances have been eliminated.

These consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the fiscal year ended June 30, 2022, included in its Annual Report on Form 10-K, as filed with the SEC on August 26, 2022 (the “Annual Report”). The results of operations for the three and six months ended December 31, 2022 are not necessarily indicative of the results to be expected for any future periods.

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

The Company’s significant accounting policies are disclosed in its audited consolidated financial statements for the fiscal year ended June 30, 2022, included in the Annual Report on Form 10-K. There have been no changes to the Company’s significant accounting policies as discussed in the Annual Report.

*Use of Accounting Estimates*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Those estimated assumptions include, but are not limited to, revenue recognition and deferred revenue; allowance for doubtful accounts and sales return reserves; inventory valuation and vendor deposits; accounting for income taxes, including the valuation allowance on deferred tax assets and reserves for uncertain tax positions; determinations of fair value for stock-based awards; estimate of incremental borrowing rate for determining the present value of future lease payments; and valuation of warranty accruals. We evaluate our estimates based on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ materially from those estimates.

**NOTE 3—REVENUES**

Revenue is primarily generated from the sale of hardware as well as the related implied post contract services (“PCS”).

Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services. Revenue is recognized when obligations under the terms of a contract with our customers are satisfied; generally, this occurs with the transfer of control of our products and PCS to our customers. Transfer of control to the customer for products generally occurs at the point in time when products have been shipped to our customer as this represents the point in time when the customer has a present obligation to pay and physical possession including title and risk of loss have been transferred to the customer. Revenue for PCS is recognized ratably over time over the estimated period for which implied PCS services will be delivered.

*Disaggregation of Revenue*

See Note 13, “Segment Information, Revenues by Geography and Significant Customers” for disaggregation of revenue by product category and geography.



### Contract Balances

The timing of revenue recognition, billing and cash collections results in billed accounts receivable, deferred revenue primarily attributable to PCS and customer deposits on the consolidated balance sheets. Accounts receivable are recognized in the period our right to the consideration is unconditional. Our contract liabilities consist of advance payments (Customer deposits) as well as billing in excess of revenue recognized primarily related to deferred revenue. We classify customer deposits as a current liability, and deferred revenue as a current or non-current liability based on the timing of when we expect to fulfill these remaining performance obligations. The current portion of deferred revenue is included in other current liabilities and the non-current portion is included in other long-term liabilities in our consolidated balance sheets.

As of December 31, 2022 and June 30, 2022, the Company's customer deposits were \$0.9 million and \$1.1 million, respectively.

As of December 31, 2022, the Company's deferred revenue, included in other current liabilities and other long-term liabilities, was \$19.1 million and \$6.2 million, respectively.

As of June 30, 2022, the Company's deferred revenue, included in other current liabilities and other long-term liabilities, was \$20.8 million and \$5.8 million, respectively.

### NOTE 4—EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share for the periods indicated (in thousands, except per share data):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2022	2021	2022	2021
<b>Numerator:</b>				
Net income	\$ 112,205	\$ 103,649	\$ 205,387	\$ 235,799
<b>Denominator:</b>				
Weighted-average shares used in computing basic earnings per share	60,429	62,323	60,428	62,421
Add—dilutive potential common shares:				
Stock options	—	7	1	8
Restricted stock units	19	31	19	32
Weighted-average shares used in computing diluted net income per share	60,448	62,361	60,448	62,461
<b>Net income per share of common stock:</b>				
Basic	\$ 1.86	\$ 1.66	\$ 3.40	\$ 3.78
Diluted	\$ 1.86	\$ 1.66	\$ 3.40	\$ 3.78

The Company excludes potentially dilutive securities from its diluted net income per share calculation when their effect would be anti-dilutive to net income per share amounts.

### NOTE 5—BALANCE SHEET COMPONENTS

#### Inventories

Inventories consisted of the following (in thousands):

	December 31, 2022	June 30, 2022
Finished goods	\$ 573,175	\$ 253,260
Raw materials	70,958	9,181
Total	\$ 644,133	\$ 262,441

### Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	December 31, 2022	June 30, 2022
Testing equipment	\$ 19,488	\$ 16,999
Tooling equipment	19,399	18,398
Leasehold improvements	23,643	18,589
Computer and other equipment	11,069	11,078
Software	10,739	10,509
Furniture and fixtures	1,899	2,668
Corporate aircraft	65,807	65,807
Property and equipment, gross	152,044	144,048
Less: Accumulated depreciation	(65,693)	(63,816)
Property and equipment, net	\$ 86,351	\$ 80,232

### Other Long-term Assets

Other long-term assets consisted of the following (in thousands):

	December 31, 2022	June 30, 2022
Hong Kong Tax deposit <sup>(1)</sup>	60,262	59,992
Intangible assets, net <sup>(2)</sup>	6,474	7,228
Other long-term assets, net	5,475	4,838
Total	\$ 72,211	\$ 72,058

(1) The Company expects the deposits made with the Hong Kong Inland Revenue Department ("IRD") to be refunded upon completion of the audit. See Note 12, "Income Taxes" to the consolidated financial statements for additional details regarding this ongoing tax audit.

(2) Accumulated amortization was \$5.1 million and \$4.3 million as of December 31, 2022, and June 30, 2022, respectively.

### Other Current Liabilities

Other current liabilities consisted of the following (in thousands):

	December 31, 2022	June 30, 2022
Deferred revenue — short-term	\$ 19,099	20,766
Accrued expenses	21,116	42,305
Lease liability— current	12,757	12,744
Warranty accrual	7,852	6,394
Accrued compensation and benefits	8,597	6,168
Customer deposits	915	1,059
Reserve for sales returns	3,048	4,297
Inventory received not billed	155,990	86,953
Other payables	9,075	8,675
Total	\$ 238,449	\$ 189,361

### Other Long-Term Liabilities

Other long-term liabilities consisted of the following (in thousands):

	December 31, 2022	June 30, 2022
Deferred Revenue — long-term	\$ 6,186	\$ 5,822

## NOTE 6—ACCRUED WARRANTY

The Company offers warranties on certain products, generally a period of one to two years and records a liability for the estimated future costs associated with potential warranty claims. The warranty costs are reflected in the Company's consolidated statements of operations and comprehensive income within cost of revenues. The warranties are typically in effect for one year for distributors from the date of shipment and two years for direct sales from the date of delivery. The Company assesses the adequacy of its accrued warranty liabilities and adjusts the amounts as necessary based on historical experience factors and changes in future estimates. Historical factors include product failure rates, material usage and service delivery costs incurred in correcting product failures. In certain circumstances, the Company may have recourse from its contract manufacturers for replacement cost of defective products, which it also factors into its warranty liability assessment.

Warranty obligations, included in other current liabilities, were as follows (in thousands):

	Six Months Ended December 31,	
	2022	2021
Beginning balance	\$ 6,394	\$ 4,812
Accruals for warranties issued during the period	\$ 5,822	4,220
Changes in liability for pre-existing warranties during the period	\$ 222	445
Settlements made during the period	\$ (4,586)	(3,855)
Ending balance	<u>\$ 7,852</u>	<u>\$ 5,622</u>

## NOTE 7—DEBT

On March 30, 2021, the Company, as borrower and certain domestic subsidiaries entered into an amended and restated credit agreement (the "Third Amended and Restated Credit Agreement") with Wells Fargo Bank, National Association ("Wells Fargo"), the other financial institutions named as lenders therein, and Wells Fargo as administrative agent and collateral agent for the lenders, that extended the \$700 million senior secured revolving credit facility (the "Revolving Facility") and provided a new \$500 million senior secured term loan facility (the "Term Facility", together with the Revolving Facility, the "Facilities"), and extended the maturity of the Facilities to March 30, 2026. In addition, the Facilities include an option to request increases in the amounts of such credit facilities by up to an additional \$500 million in the aggregate.

The Company has \$1.9 million of debt issuance costs which are capitalized and are being amortized as interest expense over the remaining life of the facilities.

The Company's Debt consisted of the following (in thousands):

	December 31, 2022	June 30, 2022
Term Facility - short term	\$ 25,000	\$ 25,000
Debt issuance costs, net	(590)	(1,135)
<b>Total Debt - short term</b>	<u>24,410</u>	<u>23,865</u>
Term Facility - long term	431,250	443,750
Revolving Facility - long term	440,000	320,000
Debt issuance costs, net	(1,332)	(1,128)
<b>Total Debt - long term</b>	<u>\$ 869,918</u>	<u>\$ 762,622</u>

The Revolving Facility includes a sub-limit of \$25.0 million for letters of credit and a sub-limit of \$25.0 million for swingline loans. The Facilities are available for working capital and general corporate purposes that comply with the terms of the Third Amended and Restated Credit Agreement, including to finance the repurchase of the Company's common stock or to make dividends to the holders of the Company's common stock. Under the Third Amended and Restated Credit Agreement, revolving loans and swingline loans may be borrowed, repaid and reborrowed until March 30, 2026, at which time all amounts borrowed must be repaid. The Term Facility is payable in quarterly installments of 1.25% of the original principal amount of the Term Facility, commencing with the quarter ending June 30, 2021. The Facilities may be prepaid at any time without penalty.

Revolving and Term facilities bear interest, at the Company's option, at either (i) a floating rate per annum equal to the base rate plus a margin of between 0.50% and 1.25%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter or (ii) a floating per annum rate equal to the applicable LIBOR rate (or replacement rate) for a specified period, plus a margin of between 1.50% and 2.25%, depending on the Company's consolidated total leverage ratio as of the most recently ended

fiscal quarter. Swingline loans bear interest at a floating rate per annum equal to the base rate plus a margin of between 0.50% and 1.25%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter. Base rate is defined as the greatest of (A) Wells Fargo's prime rate, (B) the federal funds rate plus 0.50% or (C) the applicable LIBOR rate (or replacement rate) for a period of one month plus 1.00%. A default interest rate shall apply on all obligations during certain events of default under the Third Amended and Restated Credit Agreement at a rate per annum equal to 2.00% above the applicable interest rate. The Company will pay to each lender a facility fee on a quarterly basis based on the unused amount of each lender's commitment to make revolving loans, of between 0.20% and 0.35%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter. The Company will also pay to the applicable lenders on a quarterly basis certain fees based on the daily amount available to be drawn under each outstanding letter of credit, including aggregate letter of credit commissions of between 1.50% and 2.25%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter, and issuance fees of 0.125% per annum. The Company is also obligated to pay Wells Fargo, as agent, fees customary for a credit facility of this size and type.

The Third Amended and Restated Credit Agreement requires the Company to maintain during the term of the Facilities a maximum consolidated total leverage ratio of 3.50 to 1.00 and a minimum consolidated interest coverage ratio of 3.50 to 1.00. In addition, the Third Amended and Restated Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict the ability of the Company and its subsidiaries to, among other things, grant liens or enter into agreements restricting their ability to grant liens on property, enter into mergers, dispose of assets, change their accounting or reporting policies, change their business and incur indebtedness, in each case subject to customary exceptions for a credit facility of this size and type. The Third Amended and Restated Credit Agreement includes customary events of default that include, among other things, non-payment of principal, interest or fees, inaccuracy of representations and warranties, violation of covenants, cross default to certain other indebtedness, bankruptcy and insolvency events, material judgments, change of control and certain ERISA events. The occurrence of an event of default could result in the acceleration of the obligations under the Third Amended and Restated Credit Agreement.

### The Facilities

As of December 31, 2022, \$456.3 million was outstanding on the Term Facility and \$440 million outstanding on the Revolving Facility, leaving \$260 million available on the Revolving Facility.

### **Term Facility**

During the six months ended December 31, 2022, the Company made aggregate payments of \$23.3 million under the Term Facility, of which \$12.5 million was repayment of principal and \$10.8 million was payment of interest.

As of December 31, 2022, the interest rate on the Term Facility was 6.13%. This interest rate reset on January 30, 2023.

### **Revolving Facility**

Under the Third Amended and Restated Credit Agreement, during the six months ended December 31, 2022, the Company made aggregate payments of \$67.7 million under the Revolving Facility, of which \$60 million was repayment of principal and \$7.7 million was payment of interest. As of December 31, 2022, the interest rates on the Revolving Facility were 6.04% - 6.10%.

The following table summarizes the Company's estimated debt and interest payment obligations as of December 31, 2022, for the remainder of fiscal 2023 and future fiscal years (in thousands):

	2023 (remainder)	2024	2025	2026	2027	Thereafter	Total
Debt payment obligations	\$ 12,500	\$ 25,000	\$ 25,000	\$ 833,750	\$ —	\$ —	\$ 896,250
Interest and other payments on debt payment obligations <sup>(1)</sup>	27,869	55,187	53,482	38,986	—	—	175,524
Total	<u>\$ 40,369</u>	<u>\$ 80,187</u>	<u>\$ 78,482</u>	<u>\$ 872,736</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,071,774</u>

*(1) Interest payments are calculated based on the applicable rates and payment dates as of December 31, 2022 and assumes the outstanding revolver balance remains at \$440 million. Although the Company's interest rates on debt obligations may vary, the Company has assumed the most recent available interest rates for all periods presented.*

## **NOTE 8—LEASES**

The Company enters into agreements under which we lease various real estate spaces in North America, Europe and Asia Pacific, under non-cancellable leases that expire on various dates through fiscal 2036. Some of our leases include options to extend the term of such leases for a period from 12 months to 60 months, and/or have options to early terminate the lease. As of December 31, 2022, we included such options in determining the lease terms for certain of our leases because we were reasonably certain that we would

exercise the extension options. Most of our leases require us to pay certain operating expenses in addition to base rent, such as taxes, insurance and maintenance costs.

The following table summarizes our lease costs for the three and six months ended December 31, 2022 and 2021 (in thousands):

<b><u>Financial Statement Classification</u></b>		<b>Three Months Ended December 31,</b>		<b>Six Months Ended December 31,</b>	
		<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
<b><i>Operating lease costs:</i></b>					
Fixed lease costs	Operating expenses	\$ 2,722	\$ 2,326	\$ 5,526	\$ 4,471
Fixed lease costs	Cost of revenues	962	1,150	1,965	2,296
Variable lease costs	Operating expenses	153	176	154	320
Variable lease costs	Cost of revenues	142	199	157	329
Total lease costs		<u>\$ 3,979</u>	<u>\$ 3,851</u>	<u>\$ 7,802</u>	<u>\$ 7,416</u>

The operating lease costs in the table above include costs for long-term and short-term leases. Total short-term costs for the three and six months ended December 31, 2022 and 2021 were immaterial. Variable lease costs primarily include maintenance, utilities and operating expenses that are incremental to the fixed base rent payments and are excluded from the calculation of operating lease liabilities and ROU assets. For the three months ended December 31, 2022 and 2021, cash paid for amounts associated with the Company's operating lease liabilities were approximately \$4.0 million and \$3.5 million, respectively. For the six months ended December 31, 2022 and 2021, cash paid for amounts associated with the Company's operating lease liabilities were approximately \$7.6 million and \$6.5 million, respectively. Cash paid for amounts associated with the Company's operating lease liabilities were classified as operating activities in the consolidated statement of cash flows.

The following table shows the Company's undiscounted future fixed payment obligations under the Company's recognized operating leases and a reconciliation to the operating lease liabilities as of December 31, 2022:

Remainder of Fiscal 2023	\$ 7,048
Fiscal 2024	14,054
Fiscal 2025	12,834
Fiscal 2026	8,821
Fiscal 2027	5,062
Thereafter	18,544
Total future fixed operating lease payments	<u>\$ 66,363</u>
Less: Imputed interest	\$ 4,532
Total operating lease liabilities	<u>\$ 61,831</u>
Weighted-average remaining lease term - operating leases	7 years
Weighted-average discount rate - operating leases	2.3 %

## NOTE 9—COMMITMENTS AND CONTINGENCIES

### *Operating Leases*

See Note 8, "Leases" for future minimum lease payments under non-cancelable operating leases as of December 31, 2022.

### *Purchase Obligations*

We subcontract with third parties to manufacture our products and have purchase commitments with key component suppliers. During the normal course of business, the Company's contract manufacturers procure components and manufacture products based upon orders placed by us. If we cancel all or part of the orders, we may still be liable to the contract manufacturers for the cost of the components purchased by the subcontractors to manufacture our products. We periodically review the potential liability. There have been no significant liabilities for cancellations recorded as of December 31, 2022. Our consolidated financial position and results of operations could be negatively impacted if we were required to compensate the contract manufacturers for any unrecorded liabilities.

incurred. We may be subject to additional purchase obligations for supply agreements and components ordered by our contract manufacturers based on manufacturing forecasts we provide them each month. We estimate the amount of these additional purchase obligations to range from \$440.6 million to \$916.5 million as of December 31, 2022, depending upon the timing of orders placed for these components by our contract manufacturers.

### ***Other Obligations***

As of December 31, 2022, the Company has other obligations of \$5.4 million which consisted primarily of commitments related to research and development projects.

### ***Indemnification Obligations***

The Company enters into standard indemnification agreements with many of its business partners in the ordinary course of business. These agreements include provisions for indemnifying the business partner against any claim brought by a third-party to the extent any such claim alleges that a Company product infringes a patent, copyright or trademark, or violates any other proprietary rights of that third-party. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is not estimable and the Company has not incurred any material costs to defend lawsuits or settle claims related to these indemnification agreements to date.

### ***Legal Matters***

The Company may be involved, from time to time, in a variety of claims, lawsuits, investigations, and proceedings relating to contractual disputes, intellectual property rights, employment matters, regulatory compliance matters and other litigation matters relating to various claims that arise in the normal course of business. The Company determines whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. The Company assesses its potential liability by analyzing specific litigation and regulatory matters using available information. The Company develops its views on estimated losses in consultation with inside and outside counsel, which involves a subjective analysis of potential results and outcomes, assuming various combinations of appropriate litigation and settlement strategies. Taking all of the above factors into account, the Company records an amount where it is probable that the Company will incur a loss and where that loss can be reasonably estimated. However, the Company's estimates may be incorrect and the Company could ultimately incur more or less than the amounts initially recorded. The Company may also incur significant legal fees, which are expensed as incurred, in defending against these claims. The Company is not currently aware of any pending or threatened litigation that would have a material adverse effect on the Company's financial statements.

### ***Vivato/XR***

On April 19, 2017, XR Communications, LLC, d/b/a Vivato Technologies ("Vivato"), filed a complaint against the Company in the United States District Court for the Central District of California, alleging that at least one of the Company's products infringes United States Patent Numbers 7,062,296 (the "'296 Patent"), 7,729,728 (the "'728 Patent"), and 6,611,231 (the "'231 Patent" and, collectively, the "Patents-in-Suit"), (the "Original Action"). On April 11, 2018, the Court stayed the Original Action pending completion of certain inter partes review ("IPR") proceedings before the Patent Trial and Appeal Board ("PTO"). The PTO invalidated asserted claims of two of the three Patents-in-Suit. The District Court lifted the stay on March 1, 2021 to resume proceedings on the '231 Patent in the Original Action.

On June 16, 2021, Vivato filed a new suit against the Company in the Central District of California, alleging that various Company products infringe some of the non-invalidated claims of the '728 Patent and U.S. Patent No. 10,594,376 (the "New Action"). The New Action, as well as four similar new lawsuits filed by Vivato against other defendants in the same jurisdiction, were consolidated into the Original Action. On November 24, 2021, the Company and the remaining defendants in the Original Action filed a motion for judgment on the pleadings regarding the '231 Patent. On January 4, 2022, the Court granted defendants' motion and dismissed Vivato's claims based on the '231 Patent. That ruling is now on appeal. All claims asserted against the Company in the Original Action have been dismissed.

On April 18, 2022, the court granted in part the motion for judgment on the pleadings with respect to the '728 patent, dismissing one of the four remaining claims.

On July 28, 2022, Vivato voluntarily dismissed, with prejudice, its remaining claims related to the '728 patent, as well as claims 22-31 of the '376 Patent. On October 20, 2022, an IPR was instituted with respect to the asserted claims of the '376 Patent. On October 26, 2022, the court stayed the case pending completion of the IPR.

The Company plans to vigorously defend itself against these claims; however, there can be no assurance that the Company will prevail in the lawsuit. The Company cannot currently estimate the possible loss or range of losses, if any, that it may experience in connection with this litigation.

#### **NOTE 10—COMMON STOCK AND TREASURY STOCK**

##### ***Common Stock Repurchases***

On May 3, 2022, the Board of Directors of the Company approved a \$200 million stock repurchase program (the “2022 May Program”). Under the 2022 May Program, the Company is authorized to repurchase up to \$200 million of common stock. The 2022 May Program expires on September 30, 2023. The Company did not make any repurchases under the 2022 May Program during the three and six months ended December 31, 2022. As of December 31, 2022, the Company had \$200 million available for share purchase under the 2022 May Program.

#### **NOTE 11—STOCK BASED COMPENSATION**

##### ***Stock-Based Compensation Plans***

The Company’s 2020, 2010 and 2005 Equity Incentive Plan are described in the Company’s Annual Report.

As of December 31, 2022, the Company had 4,960,216 authorized shares available for future issuance under all of its stock incentive plans.

##### ***Stock-Based Compensation***

The following table shows total stock-based compensation expense included in the consolidated statements of operations and comprehensive income for the three and six months ended December 31, 2022 and 2021 (in thousands):

	Three Months Ended December 31,		Six Months Ended December 31,	
	2022	2021	2022	2021
Cost of revenues	\$ 13	\$ 23	\$ 24	\$ 45
Research and development	813	587	1,581	1,157
Sales, general and administrative	275	209	543	427
	<u>1,101</u>	<u>819</u>	<u>\$ 2,148</u>	<u>\$ 1,629</u>

##### ***Stock Options***

The following is a summary of option activity for the Company’s stock incentive plans for the six months ended December 31, 2022:

	Common Stock Options Outstanding			
	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In thousands)
Balance, June 30, 2022	2,112	\$ 10.77	0.37	\$ 584,982
Exercised	(2,112)	\$ 10.77		
Forfeitures and cancellations				
Balance, December 31, 2022	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>
Vested as of December 31, 2022	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>
Vested and exercisable as of December 31, 2022	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>

During the three months ended December 31, 2022 and 2021, the aggregate intrinsic value of options exercised under the Company’s stock incentive plans was \$0.0 million and \$0.7 million, respectively, as determined as of the date of option exercise.

During the six months ended December 31, 2022 and 2021, the aggregate intrinsic value of options exercised under the Company’s stock incentive plans was \$0.6 million and \$1.3 million, respectively, as determined as of the date of option exercise.

As of December 31, 2022, the Company had no unrecognized compensation costs related to stock options.

The Company did not grant any employee stock options during the three and six months ended December 31, 2022, and 2021.

### ***Restricted Stock Units ("RSUs")***

The following table summarizes the activity of the RSUs made by the Company:

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Non-vested RSUs, June 30, 2022	53,374	\$ 222.24
RSUs granted	9,282	\$ 265.89
RSUs vested	(10,706)	\$ 124.64
RSUs canceled	(740)	\$ 274.04
Non-vested RSUs, December 31, 2022	<u>51,210</u>	<u>\$ 249.81</u>

The intrinsic value of RSUs vested in the three months ended December 31, 2022 and 2021 was \$0.6 million and \$3.0 million, respectively.

The intrinsic value of RSUs vested in the six months ended December 31, 2022 and 2021 was \$2.7 million and \$6.0 million, respectively.

The total intrinsic value of all outstanding RSUs was \$15.2 million as of December 31, 2022.

As of December 31, 2022, there were unrecognized compensation costs related to RSUs of \$8.4 million which the Company expects to recognize over a weighted average period of 3.1 years.

### **NOTE 12—INCOME TAXES**

The Company recorded tax provisions of \$21.7 million and \$39.9 million for the three and six months ended December 31, 2022 as compared to \$19.0 million and \$44.8 million for the three and six months ended December 31, 2021. The increased provision for the three months ended December 31, 2022 is attributable to an increase in taxable income in higher tax jurisdictions as compared to the prior year. The overall reduction to the tax provision for the six months ended December 31, 2022 is primarily related to the overall decrease in income before income taxes for the period.

The Company's estimated fiscal year 2023 effective tax rate, before discrete items, differs from the U.S. statutory rate primarily due to profits earned in jurisdictions where the tax rate is lower than the U.S. tax rate, partially offset by additional U.S. tax related to our non-U.S. operations under Global Intangible Low-Taxed Income ("GILTI") rules.

As of December 31, 2022, the Company had approximately \$33.5 million of unrecognized tax benefits, substantially all of which would, if recognized, affect its tax expense. During the three months ended December 31, 2022, the Company recorded an increase of its unrecognized tax benefits of \$1.5 million and a release of \$1.3 million of its unrecognized tax benefits due to the lapse of the application statute of limitations for the quarter ended December 31, 2022. The Company recognizes interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying consolidated statement of operations and comprehensive income. Accrued interest and penalties are included within the related tax liability line in the consolidated balance sheets. As of December 31, 2022, the Company had \$3.3 million accrued interest related to uncertain tax matters.

The Company and one or more of its subsidiaries, file income tax returns in the United States federal jurisdiction, and various state, local, and foreign jurisdictions and is currently undergoing income tax examinations by the U.S. Internal Revenue Service and the Hong Kong Inland Revenue Department ("IRD"). All material consolidated federal, state and local income tax matters have been concluded for years through 2014. The majority of the Company's foreign jurisdictions have been concluded through 2014, with the exception of Hong Kong which has been reviewed through 2009 and is currently under audit for the 2010-2016 tax years.

During fiscal years 2022, 2021, 2020, 2019, and 2018, the Company made a total of \$3.0 million, \$21.9 million, \$15.5 million, \$13.4 million, and \$6.6 million of deposits with the Hong Kong IRD in connection with extending the statute of limitation for income tax examinations currently under audit for 2010-2016 tax years. On March 2, 2022, the Company received notification that the Hong



Kong IRD is seeking an additional \$23.5 million deposit covering the 2016 tax year. The Company filed a formal protest in response to this notice and the Assessor's office agreed to a reduced deposit of \$3.0 million which was remitted on May 23, 2022. The refundable deposits are included within other long-term assets on our consolidated balance sheets. The IRD is examining the Company's claims that its revenue is generated through activities performed wholly outside of the Hong Kong tax jurisdiction and are therefore exempt from Hong Kong tax. The Company is fully cooperating with the examination including submitting documentation in support of its position. The Company continues to believe that its tax positions filed with IRD are more likely than not to be sustained based on their technical merits and therefore no reserve has been provided for this tax uncertainty and we expect the \$60.3 million (net of foreign currency impact) of deposits made with IRD to be refunded upon completion of the audit. However, there can be no assurance that this matter will be resolved in the Company's favor and therefore it's possible that an adverse outcome of the matter could have a material effect on the Company's results of operations and financial condition.

In July 2018, the Company received a draft Notice of Proposed Adjustment ("Draft NOPA") from the Internal Revenue Service ("IRS") proposing an adjustment to income for the fiscal 2015 and fiscal 2016 tax years based on its interpretation of certain obligations of the non-US entities under the credit facility. This Draft NOPA was superseded by an Acknowledgement of Facts ("AOF") issued to the Company by the IRS on January 17, 2020. The IRS in its AOF continued to propose an adjustment to the Company's income for its fiscal 2015 and fiscal 2016 tax years based on the IRS' interpretation of certain obligations of the Company's foreign subsidiaries under the Company's credit facilities. On May 12, 2020, the IRS issued a final Notice of Proposed Adjustment to the Company with respect to the 2015/2016 tax years. The Company formally protested the adjustment and the case was moved from the Examination Division to the IRS Appeals Division where a formal review of the facts and the applicable law took place on May 9, 2022. The Appeals Officer issued a Notice of Deficiency on August 3, 2022, which upheld the position of the Examination Division. The Company filed a petition with the United States Tax Court seeking to have the Notice of Deficiency reversed on October 24, 2022, and the IRS filed its answer on December 27, 2022. The Company strongly believes the position of the IRS with regard to this matter is without merit. However, there can be no assurance that this matter will be resolved in the Company's favor. Regardless of whether the matter is resolved in the Company's favor, the final resolution of this matter could be expensive and time-consuming to defend and/or settle. We estimate the incremental tax liability associated with the income adjustment proposed in the AOF would be approximately \$50.0 million, excluding potential interest and penalties, after adjusting for the impact of an adjustment on the amount of transition tax payable in future years by the Company. As the Company believes that the tax originally paid in fiscal 2015 and fiscal 2016 is correct, it has not provided a reserve for this tax uncertainty. However, an adverse outcome may have a material and adverse effect on the Company's results of operations and financial condition.

#### NOTE 13—SEGMENT INFORMATION, REVENUES BY GEOGRAPHY AND SIGNIFICANT CUSTOMERS

Management has determined that the Company operates as one reportable and operating segment as the Company's Chief Executive Officer, who is the Company's chief operating decision maker, does not make decisions about resources to be allocated or assess performance on a segment basis. Furthermore, the Company does not organize or report its costs on a segment basis. The Company presents its revenues by product type in two primary categories: Service Provider Technology and Enterprise Technology.

Revenues by product type are as follows (in thousands, except percentages):

	Three Months Ended December 31,				Six Months Ended December 31,				
	2022		2021		2022		2021		
Enterprise technology	\$	417,408	85 %	\$	330,358	77 %	\$	677,131	76 %
Service Provider Technology		76,163	15 %		101,207	23 %		213,348	24 %
Total revenues	\$	493,571	100 %	\$	431,565	100 %	\$	890,479	100 %

Revenues by geography based on customer's ship-to destinations were as follows (in thousands, except percentages):

	Three Months Ended December 31,				Six Months Ended December 31,				
	2022		2021		2022		2021		
North America <sup>(1)</sup>	\$	227,452	46 %	\$	187,063	43 %	\$	396,136	44 %
Europe, the Middle East and Africa (“EMEA”)		195,098	40 %		190,966	44 %		363,609	41 %
Asia Pacific		43,946	9 %		32,758	8 %		75,697	9 %
South America		27,075	5 %		20,778	5 %		55,037	6 %
Total revenues	\$	493,571	100 %	\$	431,565	100 %	\$	890,479	100 %

<sup>(1)</sup> Revenue for the United States was \$209.4 million and \$172.3 million for the three months ended December 31, 2022 and 2021, respectively. Revenue for the United States was \$419.7 million and \$362.8 million for the six months ended December 31, 2022 and 2021, respectively.

For the periods presented, there were no customers with an accounts receivable balance of 10% or greater of total accounts receivable

or customers with net revenues of 10% or greater of total revenues.

## **NOTE 14—SUBSEQUENT EVENTS**

### ***Dividends***

On January 31, 2023, the Company's Board of Directors had approved a quarterly cash dividend of \$0.60 per share payable on February 21, 2023 to shareholders of record at the close of business on February 13, 2023. Any future dividends will be subject to the approval of the Company's Board of Directors.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion of our financial condition and results of operations should be read together with the financial statements and related notes that are included elsewhere in this quarterly report. In addition to historical consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this quarterly report, particularly in Note 9, "Commitments and Contingencies" to our consolidated financial statements and Part II "Other Information", Item 1-Legal Proceedings and 1A-Risk Factors, in this report.*

### **Overview**

We develop technology platforms for high-capacity distributed Internet access, unified information technology, and consumer electronics for professional, home and personal use. We categorize our solutions into three main categories: high performance networking technology for enterprises, service providers and consumers. We target the enterprise and service provider markets through our highly engaged community of service providers, distributors, value added resellers, webstores, systems integrators and corporate IT professionals, which we refer to as the Ubiquiti Community. We target consumers through digital marketing, including through our webstores, retail chains and, to a lesser extent, the Ubiquiti Community.

In addition to Mr. Pera, our founder, Chairman of the Board and Chief Executive Officer, who is central to our business, the majority of our human capital resources consist of entrepreneurial and de-centralized research and development ("R&D") personnel. We do not employ a traditional direct sales force, but instead drive brand awareness through online reviews and publications, our website, our distributors and our user community where customers can interface directly with our R&D, marketing, and support teams. Our technology platforms were designed from the ground up with a focus on delivering highly-advanced and easily deployable solutions that appeal to a global customer base.

We offer a broad and expanding portfolio of networking products and solutions for operator-owners of wireless internet services ("WISPs"), enterprises and smart homes. Our operator-owner service-provider-product platforms provide carrier-class network infrastructure for fixed wireless broadband, wireless backhaul systems and routing and the related software for WISPs to easily control, track and bill their customers. Our enterprise product platforms provide wireless LAN ("WLAN") infrastructure, video surveillance products, switching and routing solutions, security gateways, door access systems, and other complimentary WLAN products along with a unique software platform, which enables users to control their network from one simple, easy to use software interface. Our consumer products are targeted to the smart home and highly connected consumers. We believe that our products are differentiated due to our proprietary software, firmware expertise, and hardware design capabilities.

We distribute our products through a worldwide network of over 100 distributors and online retailers and direct to customers through our webstores.

**Supply Constraints and Risks** – We continue to experience significant supply constraints caused, in part, by the COVID-19 pandemic. The continued duration of these supply constraints remains uncertain. Our efforts to mitigate these supply constraints have included, for example, increasing our inventory build in an attempt to secure supply and meet customer demand, paying higher component and shipping costs to secure supply and modifying our product designs to leverage alternate suppliers. Although these mitigation efforts are intended to optimize our access to the components required to meet customer demand for our products, they have increased, and are expected to continue to increase, our balances of finished goods and raw material inventories. The increasing balance of finished goods and raw material inventory significantly increases the risks of future material excess, obsolete inventory and related losses. We believe that we are taking the right actions to mitigate these continuing supply constraints, however, we recognize the associated risks.

### **Recent Developments**

**Russia-Ukraine Military Conflict** - We are monitoring the military conflict between Russia and Ukraine, escalating tensions in surrounding countries, and associated economic sanctions. While the impact on our operations in Ukraine and its surrounding

countries has not been material to our business or results of operations as of the date hereof, the full impact of the military conflict on our business and results of operations remains uncertain. The extent to which the conflict may impact our business or results of operations in future periods will depend on future developments, including the severity and duration of the conflict, its impact on regional and global economic conditions, as well as its impact on surrounding countries, including its impact on our operations in Ukraine and its surrounding countries, and its impact on global supply chains. Refer to “Part II – Item IA. Risk Factors” for a discussion of these factors and other risks.

*China-Taiwan Tensions* - We are monitoring the escalating tensions between China and Taiwan, and associated tensions between the U.S. and China. While the impact on our operations in Taiwan has not been material to our business or results of operations as of the date hereof, the full impact of the escalating tensions and potential military conflict on our business and results of operations remains uncertain. The extent to which the conflict may impact our business or results of operations in future periods will depend on future developments, including the severity and duration of the conflict, its impact on regional and global economic conditions, as well as its impact on China-U.S. relations, including its impact on our operations in Taiwan, and its impact on global supply chains. Refer to “Part II – Item IA. Risk Factors” for a discussion of these factors and other risks.

## **Key Components of Our Results of Operations and Financial Condition**

### ***Revenues***

We operate our business as one reportable and operating segment. Further information regarding the segment can be found in Note 13, "Segment Information, Revenues by Geography and Significant Customers" to our consolidated financial statements. Our revenues are derived principally from the sale of networking hardware. Because we have historically included implied post-contract customer support (“PCS”) free of charge in many of our arrangements, we attribute a portion of our systems revenues to this implied PCS.

We classify our revenues into two primary product categories: Enterprise Technology and Service Provider Technology.

- **Enterprise Technology** includes our UniFi platforms, including UniFi Network Wi-Fi, switching and routing solutions, UniFi Protect, UniFi Access, UniFi-Talk and our AmpliFi platform.
- **Service Provider Technology** includes our airMAX, EdgeMAX, UFiber, and airFiber platforms, as well as embedded radio products and other 802.11 standard products including base stations, radios, backhaul equipment and CPE. Additionally, Service Provider Technology includes antennas and other products primarily in the 0.9 to 6.0 GHz spectrum and miscellaneous products such as mounting brackets, cables and power over Ethernet adapters.

We sell our products and solutions globally to enterprises and service providers primarily through our extensive network of distributors, and, to a lesser extent, through direct sales through our webstores. Sales to distributors accounted for 63% of our revenues during the six months ended December 31, 2022. Direct sales accounted for 37% of our revenue during the six months ended December 31, 2022.

### ***Cost of Revenues***

Our cost of revenues is comprised primarily of the costs of procuring finished goods from our contract manufacturers and certain key components that we consign to certain of our contract manufacturers. In addition, cost of revenues includes labor and other costs which include salary, benefits and stock-based compensation, in addition to costs associated with tooling, testing and quality assurance, warranty costs, logistics costs, tariffs and excess and obsolete inventory write-downs.

We currently operate warehouses located in the U.S., Europe and Asia Pacific. In addition, we outsource other logistics warehousing and order fulfillment functions located in China and to a lesser extent in other countries. We also evaluate and utilize other vendors for various portions of our supply chain from time to time. Our operations organization consists of employees and consultants engaged in the management of our contract manufacturers, new product introduction activities, logistical support and engineering.

### ***Gross Profit***

Our gross profit has been, and may in the future be, influenced by several factors including changes in product mix, target end markets for our products, channel inventory levels, tariffs, pricing due to competitive pressure, production costs and global demand for electronic components. Although we procure and sell our products mostly in U.S. dollars, our contract manufacturers incur many costs, including labor costs, in other currencies. To the extent that the exchange rates move unfavorably for our contract manufacturers, they may try to pass these additional costs on to us, which could have a material impact on our future average selling prices and unit costs. In June 2018, the Office of the United States Trade Representative announced new proposed tariffs for certain products imported into the U.S. from China. The vast majority of our products that are imported into the U.S. from China are currently

subject to tariffs that range between 7.5% and 25%. These tariffs have already affected our operating results and margins. For so long as such tariffs are in effect, we expect it will continue to affect our operating results and margins. As a result, our historical and current gross profit margins may not be indicative of our gross profit margins for future periods. Refer to “Part II—Item 1A. Risk Factors—Risks Related to Our International Operations—Our business may be negatively affected by political events and foreign policy responses” for additional information.

### ***Operating Expenses***

We classify our operating expenses as research and development and sales, general and administrative expenses.

- *Research and development expenses* consist primarily of salary and benefit expenses, including stock-based compensation, for employees and costs for contractors engaged in research, design and development activities, as well as costs for prototypes, licensed or purchased intellectual property, facilities and travel. Over time, we expect our research and development costs to increase as we continue making significant investments in developing new products in addition to new versions of our existing products.
- *Sales, general and administrative expenses* include salary and benefit expenses, including stock-based compensation, for employees and costs for contractors engaged in sales, marketing and general and administrative activities, as well as the costs of legal expenses, trade shows, marketing programs, promotional materials, bad debt expense, professional services, facilities, general liability insurance and travel. As our product portfolio and targeted markets expand, we may need to employ different sales models, such as building a traditional direct sales force. These sales models would likely increase our costs. Over time, we expect our sales, general and administrative expenses to increase in absolute dollars due to continued growth in headcount, expansion of our efforts to register and defend trademarks and patents and to support our business and operations.

### ***Provisions for Income Taxes***

We use the asset and liability method to account for income taxes. Significant management judgment is required in determining the provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. In preparing the consolidated financial statements, we are required to estimate income taxes in each of the jurisdictions in which we operate. We must assess such potential exposures and, where necessary, provide a reserve to cover any expected loss. To the extent that we establish a reserve, the provision for income taxes would be increased. If we ultimately determine that payment of these amounts is unnecessary, we reverse the liability and recognize a tax benefit during the period in which we determine that the liability is no longer necessary. We record an additional charge in our provision for taxes in the period in which we determine that tax liability is greater than our original estimate. We recognize interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statement of operations and comprehensive income. Refer to “Part II—Item 1A. Risk Factors—Risks Related to Regulatory, Legal and Tax Matters—Changes in applicable tax regulations could negatively affect our financial results” for additional information.

### ***Critical Accounting Estimates***

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”). In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management’s judgment in its application. In other cases, management’s judgment is required in selecting among available alternative accounting standards that provide for different accounting treatment for similar transactions. The preparation of consolidated financial statements also requires us to make estimates and assumptions that affect the amounts we report as assets, liabilities, revenues, costs and expenses and affect the related disclosures. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. In many instances, we could reasonably use different accounting estimates, and in some instances changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, our actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. Our critical accounting policies are discussed in our Annual Report, filed with the SEC on August 26, 2022, and there have been no material changes other than that have been disclosed in Note 2, “Summary of Significant Accounting Policies” to our consolidated financial statements herein. Additionally, as the COVID-19 pandemic continues to develop and supply chain constraints on the global supply of components, particularly the chipsets, we use to manufacture our products persists, many of our estimates could require increased judgment and carry a higher degree of variability and volatility. As events continue to evolve our estimates may change materially in future periods. We believe that the accounting policies discussed in our Annual Report, are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management’s judgments and estimates.

### ***Results of Operations***

## Comparison of Three and Six Months Ended December 31, 2022 and 2021

The following table summarizes our consolidated results of operations for the periods indicated, expressed in dollars and as a percentage of total revenues (in thousands, except percentages):

	Three Months Ended December 31,				Six Months Ended December 31,			
	2022		2021		2022		2021	
		% of Revenues		% of Revenues		% of Revenues		% of Revenues
Revenues	\$ 493,571	100 %	\$ 431,565	100 %	\$ 991,654	100 %	\$ 890,479	100 %
Cost of revenues <sup>(1)</sup>	296,010	60 %	256,867	60 %	622,725	63 %	506,319	57 %
Gross profit	197,561	40 %	174,698	40 %	368,929	37 %	384,160	43 %
Operating expenses:								
Research and development <sup>(1)</sup>	33,765	7 %	32,870	8 %	66,424	7 %	64,920	7 %
Sales, general and administrative <sup>(1)</sup>	18,643	4 %	16,437	4 %	35,339	4 %	32,151	4 %
Total operating expenses	52,408	11 %	49,307	11 %	101,763	11 %	97,071	11 %
Income from operations	145,153	29 %	125,391	29 %	267,166	26 %	287,089	32 %
Interest expense and other, net	(11,272)	(2 %)	(2,717)	(1 %)	(21,923)	(2 %)	(6,532)	(1 %)
Income before income taxes	133,881	27 %	122,674	28 %	245,243	24 %	280,557	31 %
Provisions for income taxes	21,676	4 %	19,025	4 %	39,856	4 %	44,758	5 %
Net income	\$ 112,205	23 %	\$ 103,649	24 %	\$ 205,387	20 %	\$ 235,799	26 %

(1) Includes stock-based compensation as follows:

Cost of revenues	13	23	24	45
Research and development	813	587	1,581	1,157
Sales, general and administrative	275	209	543	427
Total stock-based compensation	\$ 1,101	\$ 819	2,148	1,629

### Revenues

Total revenues increased \$62.0 million, or 14%, from \$431.6 million in the three months ended December 31, 2021 to \$493.6 million in the three months ended December 31, 2022.

Total revenues increased \$101.2 million, or 11%, from \$890.5 million in the six months ended December 31, 2021 to \$991.7 million in the six months ended December 31, 2022.

The increase in revenues was primarily driven by our Enterprise Technology platform. The revenue from the Service Provider Technology platform declined when compared to the comparable prior year period.

### Revenues by Product Type

	Three Months Ended December 31,				Six Months Ended December 31,							
	2022		2021		2022		2021					
	(in thousands, except percentages)				(in thousands, except percentages)							
Enterprise technology	\$	417,408	85 %	\$	330,358	77 %	\$	843,706	85 %	\$	677,131	76 %
Service Provider Technology		76,163	15 %		101,207	23 %		147,948	15 %		213,348	24 %
Total revenues	\$	493,571	100 %	\$	431,565	100 %	\$	991,654	100 %	\$	890,479	100 %

Enterprise Technology revenue increased \$87.1 million, or 26%, from \$330.4 million in the three months ended December 31, 2021 to \$417.4 million in the three months ended December 31, 2022. Enterprise Technology revenue increased \$166.6 million, or 25%, from \$677.1 million in the six months ended December 31, 2021 to \$843.7 million in the six months ended December 31, 2022.

The increase in Enterprise Technology revenue during the three and six months ended December 31, 2022 as compared to the same period in the prior year, was primarily due to product expansion and further adoption of our UniFi technology platform across all regions.

Service Provider Technology revenue decreased \$25.0 million, or 25%, from \$101.2 million in the three months ended December 31, 2021 to \$76.2 million in the three months ended December 31, 2022. Service Provider Technology revenue decreased \$65.4 million, or 31%, from \$213.3 million in the six months ended December 31, 2021 to \$147.9 million in the six months ended December 31, 2022.

The decrease in Service Provider Technology revenue during the three and six months ended December 31, 2022 as compared to the same periods in the prior year, was primarily due to decreased revenue in all regions across all the platforms.

### Revenues by Geography

We have determined the geographical distribution of our product revenues based on our customers' ship-to destinations. A majority of our sales are to distributors who either sell to resellers or directly to end customers, who may be located in different countries than the initial ship-to destination. The following are our revenues by geography for the three and six months ended December 31, 2022 and 2021 (in thousands, except percentages):

	Three Months Ended December 31,				Six Months Ended December 31,							
	2022		2021		2022		2021					
	(in thousands, except percentages)				(in thousands, except percentages)							
North America <sup>(1)</sup>	\$	227,452	46 %	\$	187,063	43 %	\$	453,165	46 %	\$	396,136	44 %
Europe, the Middle East and Africa (“EMEA”)		195,098	40 %		190,966	44 %		395,241	40 %		363,609	41 %
Asia Pacific		43,946	9 %		32,758	8 %		89,278	9 %		75,697	9 %
South America		27,075	5 %		20,778	5 %		53,970	5 %		55,037	6 %
Total revenues	\$	493,571	100 %	\$	431,565	100 %	\$	991,654	100 %	\$	890,479	100 %

(1) Revenue for the United States was \$209.4 million and \$172.3 million for the three months ended December 31, 2022 and 2021, respectively. Revenue for the United States was \$419.7 million and \$362.8 million for the six months ended December 31, 2022 and 2021, respectively.

### North America

Revenues in North America increased \$40.4 million, or 22%, from \$187.1 million in the three months ended December 31, 2021 to \$227.5 million in the three months ended December 31, 2022 and increased \$57.0 million, or 14%, from \$396.1 million in the six months ended December 31, 2021 to \$453.2 million in the six months ended December 31, 2022.

The increase in North America revenues during the three and six months ended December 31, 2022 as compared to the same period in the prior year, was primarily due to increased revenue from Enterprise Technology products offset in part, by decreased revenue from our Service Provider Technology products.

### Europe, the Middle East, and Africa (EMEA)

Revenues in EMEA increased \$4.1 million, or 2%, from \$191.0 million in the three months ended December 31, 2021 to \$195.1 million in the three months ended December 31, 2022 and increased \$31.6 million, or 9%, from \$363.6 million in the six months ended December 31, 2021 to \$395.2 million in the six months ended December 31, 2022.

The increase in EMEA revenues during the three and six months ended December 31, 2022 as compared to the same period in the prior year, was primarily due to increased revenue from Enterprise Technology products offset in part, by decreased revenue from our Service Provider Technology products.

### Asia Pacific

Revenues in the Asia Pacific region increased \$11.2 million, or 34%, from \$32.8 million in the three months ended December 31, 2021 to \$43.9 million in the three months ended December 31, 2022 and increased \$13.6 million, or 18%, from \$75.7 million in the six months ended December 31, 2021 to \$89.3 million in the six months ended December 31, 2022.

The increase in Asia Pacific revenues during the three and six months ended December 31, 2022 as compared to the same period in the prior year was primarily due to increased revenue from Enterprise Technology products offset in part, by decreased revenue from our Service Provider Technology products.

### South America



Revenues in South America increased \$6.3 million, or 30%, from \$20.8 million in the three months ended December 31, 2021 to \$27.1 million in the three months ended December 31, 2022 and decreased \$1.1 million, or 2%, from \$55.0 million in the six months ended December 31, 2021 to \$54.0 million in the six months ended December 31, 2022.

The increase in South America revenues during the three months ended December 31, 2022 as compared to the same period in the prior year was primarily due to increased revenue from Enterprise Technology products offset in part by decreased revenue from Service Provider Technology products. The decrease in South America revenues during the six months ended December 31, 2022 as compared to the same period in the prior year was primarily due to decreased revenue from Service Provider Technology products offset in part by increased revenue from Enterprise Technology products.

### ***Cost of Revenues and Gross Profit***

Cost of revenues increased \$39.1 million, or 15%, from \$256.9 million in the three months ended December 31, 2021 to \$296.0 million in the three months ended December 31, 2022. The increase is primarily due to increased revenues and higher component and shipping costs.

Cost of revenues increased \$116.4 million, or 23%, from \$506.3 million in the six months ended December 31, 2021 to \$622.7 million in the six months ended December 31, 2022. The increase is primarily due to due to increased revenues and higher component and shipping costs.

Gross profit margin decreased to 40.0% in the three months ended December 31, 2022 compared to 40.5% in the three months ended December 31, 2021 and decreased to 37.2% in the six months ended December 31, 2022 compared to 43.1% in the six months ended December 31, 2021, primarily driven by changes in product mix and increased component and shipping costs.

### ***Operating Expenses***

#### ***Research and Development***

Research and development (“R&D”) expenses increased by \$0.9 million, or 3%, from \$32.9 million in the three months ended December 31, 2021 to \$33.8 million in the three months ended December 31, 2022. As a percentage of revenues, R&D expenses remained consistent at 7% for the three months ended December 31, 2022 compared to 8% in the three months ended December 31, 2021.

Research and development (“R&D”) expenses increased marginally by \$1.5 million, or 2%, from \$64.9 million in the six months ended December 31, 2021 to \$66.4 million in the six months ended December 31, 2022. As a percentage of revenues, R&D expenses remained consistent at 7% for both periods.

The increase in R&D expenses as compared to the comparable prior year periods was primarily due to higher employee related expenses.

#### ***Sales, General and Administrative***

Sales, general and administrative (“SG&A”) expenses increased \$2.2 million, or 13%, from \$16.4 million in the three months ended December 31, 2021 to \$18.6 million in the three months ended December 31, 2022. As a percentage of revenues, SG&A expenses remained consistent at 4% for both periods.

Sales, general and administrative (“SG&A”) expenses increased \$3.2 million, or 10%, from \$32.2 million in the six months ended December 31, 2021 to \$35.3 million in the six months ended December 31, 2022. As a percentage of revenues, SG&A expenses remained consistent at 4% for both periods.

The increase in SG&A costs as compared to the comparable prior year period was primarily due to higher credit card processing fees, offset in part by lower professional fees.

### ***Provision for Income Taxes***

Our provision for income taxes increased \$2.7 million, or 14%, from \$19.0 million for the three months ended December 31, 2021 to \$21.7 million for the three months ended December 31, 2022. Our effective tax rate increased to 16.2% for the three months ended December 31, 2022 as compared to 15.5% for the three months ended December 31, 2021.

Our provision for income taxes decreased \$4.9 million, or 11%, from \$44.8 million for the six months ended December 31, 2021 to \$39.9 million for the six months ended December 31, 2022. Our effective tax rate increased to 16.3% for the six months ended

December 31, 2022 as compared to 16.0% for the six months ended December 31, 2021.

The change in effective tax rates for the three and six months ended December 31, 2022, as compared to the same periods in the prior year was primarily driven by changes in the mix of the income earned in various tax jurisdictions as well as an increase in current U.S. taxes as a result of mandatory capitalization and amortization of research and development expenditures incurred in fiscal year 2023, as required by the 2017 Tax Cuts and Jobs Act (“TCJA”), and its interplay with GILTI. There is no offsetting deferred benefit due to our election to treat GILTI as a period cost.

## Liquidity and Capital Resources

### Sources and Uses of Cash

Our principal source of liquidity are cash and cash equivalents, cash generated by operations, the availability of additional funds under the Facilities and short-term investments. We had cash and cash equivalents of \$159.5 million and \$136.2 million as of December 31, 2022 and June 30, 2022, respectively.

### Consolidated Cash Flow Data

The following table sets forth the major components of our consolidated statements of cash flows data for the periods presented:

	Six Months Ended December 31,	
	2022	2021
	(In thousands)	
Net cash provided by operating activities	\$ 2,333	\$ 196,125
Net cash (used in) investing activities	(13,468)	(6,544)
Net cash provided by (used in) financing activities	34,416	(226,820)
Net increase (decrease) in cash and cash equivalents	<u>\$ 23,281</u>	<u>\$ (37,239)</u>

### Cash Flows from Operating Activities

Net cash provided by operating activities in the six months ended December 31, 2022 consisted primarily of net income of \$205.4 million partially offset by changes in operating assets and liabilities that resulted in net cash outflows of \$219.1 million. This net change consisted primarily of a \$388.1 million increase in inventory, a \$32.3 million increase in accounts receivable, a \$8.9 million increase in prepaid expense and other assets, a \$221.5 million increase in net accounts payable and accrued liabilities, a \$24.4 million decrease in taxes payable due to the timing of federal tax payments and a \$15.0 million decrease in vendor deposits.

Net cash provided by operating activities in the six months ended December 31, 2021 consisted primarily of net income of \$235.8 million, partially offset by changes in operating assets and liabilities that resulted in net cash outflows of \$55.6 million. This net change consisted primarily of a \$44.7 million increase in inventory, \$19.2 million increase in vendor deposit, a \$46.8 million decrease in accounts receivable, a \$21.5 million decrease in net accounts payable and accrued liabilities, a \$13.3 million decrease in taxes payable due to the timing of federal tax payments and a \$3.0 million increase in prepaid expense and other assets.

### Cash Flows from Investing Activities

We used \$13.5 million of cash in investing activities during the six months ended December 31, 2022. Our investing activities consisted primarily of \$13.5 million of capital expenditures.

We used \$6.5 million of cash in investing activities during the six months ended December 31, 2021. Our investing activities consisted primarily of \$6.5 million of capital expenditures and \$0.8 million purchase of investments, partially offset by maturities of investment securities of \$0.8 million.

### Cash Flows from Financing Activities

We used \$34.4 million of cash in financing activities during the six months ended December 31, 2022. During the six months ended December 31, 2022, we used \$72.5 million related to dividends paid on our common stock and received \$107.5 million (net) of funds under the Company's credit facilities.

We used \$226.8 million of cash in financing activities during the six months ended December 31, 2021. During the six months ended



December 31, 2021, we used \$17.5 million of net funds for repayments under the Company's credit facilities, \$168.3 million related to the repurchase of our common stock and \$74.9 million related to dividends paid on our common stock.

### **Liquidity**

We believe our existing cash and cash equivalents, cash provided by operations and the availability of additional funds under the Facilities will be sufficient to meet our working capital, future stock repurchases, dividends, and capital expenditure needs for the next twelve months, as well as long-term liquidity requirements. However, this estimate is based on a number of assumptions that may prove to be wrong and we could exhaust our available cash and cash equivalents earlier than presently anticipated or need to rely more heavily on the Facilities or other sources of liquidity to continue to meet our needs. Our future capital requirements may vary materially from those currently planned and will depend on many factors, including our rate of revenue growth, the timing and extent of spending to support development efforts, the timing of new product introductions, market acceptance of our products, the availability of additional funds under the Facilities and overall economic conditions. The COVID-19 pandemic and resulting global disruptions have caused and may continue to cause significant volatility in financial markets and the domestic and global economy. This disruption can contribute to potential payment delays or defaults in our accounts receivable, affect asset valuations resulting in impairment charges, and affect the availability of financing credit as well as other segments of the credit markets. For a further discussion of the uncertainties and business risks associated with the COVID-19 pandemic, refer to "Part II-Item 1A. Risk Factors – Risks Related to Our Business and Industry - Our contract manufacturers, logistics centers and certain administrative and research and development operations, as well as our customers and suppliers, are located in areas likely to be subject to natural disasters, public health problems, military conflicts and geopolitical tensions, which could adversely affect our business, results of operations and financial condition" for additional information. We expect to continue to maintain financing flexibility in the current market conditions. However, due to the rapidly evolving global situation, it is not possible to predict whether unanticipated consequences of the pandemic are reasonably likely to materially affect our liquidity and capital resources in the future.

### **Warranties and Indemnifications**

Our products are generally accompanied by a twelve to twenty-four month warranty from date of purchase, which covers both parts and labor. Generally, the distributor is responsible for the freight costs associated with warranty returns, and we absorb the freight costs of replacing items under warranty. In accordance with the Financial Accounting Standards Board's ("FASB's"), Accounting Standards Codification ("ASC"), 450-20, Loss Contingencies, we record an accrual when we believe it is reasonably estimable and probable based upon historical experience. We record a provision for estimated future warranty work in cost of goods sold upon recognition of revenues, and we review the resulting accrual regularly and periodically adjust it to reflect changes in warranty estimates.

We have entered and may in the future enter into standard indemnification agreements with certain distributors as well as other business partners in the ordinary course of business. These agreements may include provisions for indemnifying the distributor, OEM or other business partner against any claim brought by a third-party to the extent any such claim alleges that a Ubiquiti product infringes a patent, copyright or trademark or violates any other proprietary rights of that third-party. The maximum amount of potential future indemnification is unlimited. The maximum potential amount of future payments we could be required to make under these indemnification agreements is not estimable.

We have agreed to indemnify our directors, officers and certain other employees for certain events or occurrences, subject to certain limits, while such persons are or were serving at our request in such capacity. We may terminate the indemnification agreements with these persons upon the termination of their services with us, but termination will not affect claims for indemnification related to events occurring prior to the effective date of termination. The maximum amount of potential future indemnification is unlimited. We have a Directors and Officers insurance policy that limits our potential exposure for our indemnification obligations to our directors, officers and certain other employees. We believe the fair value of these indemnification agreements is minimal. We have not recorded any liabilities for these agreements as of December 31, 2022.

Based upon our historical experience and information known as of the date of this Quarterly Report on Form 10-Q, we do not believe it is likely that we will have material liability for the above indemnities as of December 31, 2022.

### **Contractual Obligations and Off-Balance Sheet Arrangements**

Our contractual obligations represent material expected or contractually committed future payment obligations. We believe that we will be able to fund these obligations through our existing cash and cash equivalents, cash generated from operations and the availability of additional funds under the Facilities.

### **Purchase Obligations**

We subcontract with third parties to manufacture our products and have purchase commitments with key component suppliers. During the normal course of business, the Company's contract manufacturers procure components and manufacture products based upon orders placed by us. If we cancel all or part of the orders, we may still be liable to the contract manufacturers for the cost of the components purchased by the subcontractors to manufacture our products. We periodically review the potential liability. There have been no significant liabilities for cancellations recorded as of December 31, 2022. Our consolidated financial position and results of operations could be negatively impacted if we were required to compensate the contract manufacturers for any unrecorded liabilities incurred. We may be subject to additional purchase obligations for supply agreements and components ordered by our contract manufacturers based on manufacturing forecasts we provide them each month. We estimate the amount of these additional purchase obligations to range from \$440.6 million to \$916.5 million as of December 31, 2022, depending upon the timing of orders placed for these components by our contract manufacturers.

### **Transition Tax**

We have obligations of \$67.4 million as of December 31, 2022, related to transition tax. Payment of these obligations are expected to be \$16.9 million for fiscal 2024, \$22.5 million for fiscal 2025 and \$28.0 million for fiscal 2026. These obligations are included within Income tax payable and Long-term taxes payable on our consolidated balance sheets.

### **Other Obligations**

We had other obligations of \$5.4 million as of December 31, 2022, which consisted primarily of commitments related to research and development projects.

### **Unrecognized Tax Benefits**

As of December 31, 2022, we had \$33.5 million of unrecognized tax benefits and an additional \$3.3 million for accrued interest, classified as non-current liabilities. At this time, we are unable to make a reasonably reliable estimate of timing of payments in individual years in connection with these tax liabilities.

### **Recent Accounting Pronouncements**

For a discussion of recent accounting pronouncements, refer to Note 2, "Summary of Significant Accounting Policies" to the consolidated financial statements.

### **Note About Forward-Looking Statements**

*When used in this Report, the words "anticipates," "believes," "could," "seeks," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions and negatives of those terms are intended to identify forward-looking statements. These are statements that relate to future periods and include statements about our future results, sources of revenue, our dividend, our continued growth, our gross margins, market trends, our product development, our introduction of new products, technological developments, the features, benefits and performance of our current and future products, the ability of our products to address a variety of markets, the anticipated growth of demand for connectivity worldwide, our growth strategies, future price reductions, our competitive status, our interest rate and foreign currency risks, our dependence on our senior management and our ability to attract and retain key personnel, dependency on and concentration of our distributors, our employee relations, current and potential litigation, current or potential indemnification liabilities, the effects of government regulations, the impact of tariffs, the expected impact of taxes on our liquidity and results of operations, our compliance with laws and regulations, our expected future operating costs and expenses and expenditure levels for research and development, selling, general and administrative expenses, fluctuations in operating results, fluctuations in our stock price, our payment of dividends, our future liquidity and cash needs, and the adequacy of and our reliance on our source of liquidity to meet such needs, our Facilities, future acquisitions of and investments in complimentary businesses, the expected impact of various accounting policies and rules adopted by the Financial Accounting Standards Board and the impact of COVID-19 pandemic and the military conflict between Russia and Ukraine on our business and results of operations. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, the impact of U.S. tariffs on results of operations, our ability to manage our growth, our ability to sustain or increase profitability, demand for our products, our ability to compete, our ability to rapidly develop new technology and introduce new products, our ability to safeguard our intellectual property, trends in the networking industry and fluctuations in general economic conditions, the impact of COVID-19 pandemic and the military conflict between Russia and Ukraine on our business, results and liquidity, volatility in our short-term investments, and the risks set forth throughout this Report, including under Part II: "Other Information", Item 1, "Legal Proceedings" and under Item 1A, "Risk Factors." These forward-looking statements speak only as of the date hereof. Except as*

*required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.*

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

#### ***Interest Rate Sensitivity***

We had cash and cash equivalents of \$159.5 million and \$136.2 million as of December 31, 2022 and June 30, 2022, respectively. Cash and cash equivalents include securities that have a maturity of three months or less at the date of purchase. These amounts were held primarily in cash deposit accounts in U.S. dollars. The fair value of our cash and cash equivalents would not be significantly affected by either a 10% increase or decrease in interest rates due mainly to the short-term nature of these instruments.

We are exposed to interest rates risks primarily through borrowing under our credit facility. Interest on our borrowings is based on variable rates. Based on a sensitivity analysis, as of December 31, 2022, an instantaneous and sustained 200-basis-point increase in interest rates affecting our floating rate debt obligations, and assuming that we take no counteractive measures, would result in an incremental charge to our income before income taxes of approximately \$17.9 million over the next twelve months.

#### ***Foreign Currency Risk***

Certain of our sales, labor and other costs included in costs of revenue and operating expenses are denominated in the currencies of the countries in which our operations are located and may be subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Chinese Yuan, Euro, and Taiwan Dollar. A 10% appreciation or depreciation in the value of the U.S. dollar relative to the other currencies in which our revenue and expenses are denominated would result in a charge or benefit to our income before income taxes of approximately \$0.8 million.

### **Item 4. Controls and Procedures**

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

Management, with the participation of the Company's Chief Executive Officer and Chief Accounting and Finance Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2022. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives. Based on the evaluation of our disclosure controls and procedures as of December 31, 2022, our Chief Executive Officer and Chief Accounting and Finance Officer concluded that, as of such date, our disclosure controls and procedures were effective.

#### ***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal control over financial reporting that occurred during the three months ended December 31, 2022, that materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

## PART II: OTHER INFORMATION

### Item 1. *Legal Proceedings*

Please see Part I, Item 1, Note 9, "Commitments and Contingencies" of the notes to consolidated financial statements for a discussion of our legal proceedings.

### Item 1A. *Risk Factors*

This Quarterly Report on Form 10-Q contains forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, the risk factors set forth below. These risks and uncertainties are not the only ones we face. If any event related to these known or unknown risks or uncertainties actually occurs, our business prospects, operating results, and financial condition could be materially adversely affected.

#### Risk Factors Summary

- our limited ability to forecast our results of operations and sales;
- volatility and competition in the markets we serve or our inability to compete effectively with our competitors;
- our reliance on a limited number of distributors for our products and the inability of our distributors to manage inventory of our products effectively, timely sell our products or estimate future demand for our products;
- our inventory decisions, including, without limitation, for new product introductions, are based on assumptions and forecasts, which, if inaccurate, may result in write-downs of inventory or components;
- our inability to keep pace with rapid technological and market changes or to maintain competitive prices for products;
- the technological complexity of our products, which may contain undetected hardware defects or software bugs;
- our inability to anticipate or mitigate cyberattacks, security vulnerabilities or other fraudulent or illegal activity;
- our inability to manage our growth and expand our operations;
- our inability to maintain or enhance the strength of our brand;
- our reliance on a limited number of contract manufacturers to manufacture our products, and potential quality or product supply problems for our products if we are unable to secure sufficient components for our products or there is a shortage of manufacturing capacity;
- our reliance on a limited number of suppliers and our inability to predict shortages in components, such as the global shortage in chipsets, or other supply disruptions, including, without limitation, as a result of COVID-19, the military conflict between Russia and Ukraine, the escalating tensions between China and Taiwan, or our failure to identify or qualify alternative suppliers;
- disruption to the manufacturing or shipping of our products due to natural disasters, labor shortages or operational reductions from outbreaks of diseases or other public health events, including, without limitation, COVID-19, the military conflict between Russia and Ukraine, the escalating tensions between China and Taiwan, or similar disruptions in the countries or regions in which our contract manufacturers or logistics contractors are located;
- a global economic downturn;
- lower than expected returns from our investments in growth areas or our enterprise and service provider technologies;
- the ineffective management of product introductions, product transitions and marketing or our inability to remain competitive and stimulate customer demand for our products;
- our inability to anticipate consumer preferences and develop desirable consumer products and solutions, or to execute our strategy for our consumer products or develop our sales channels;
- general credit, liquidity, market, and interest rate risks to our investment securities;
- exposure to increased economic and operational uncertainties from our international operations, including, without limitation, as a result of foreign policy and geopolitical developments, particularly those involving China and Russia, varying legal and regulatory regimes and the effects of foreign currency exchange rates;
- the failure of our foreign warehouse and logistics providers to safeguard, manage and properly report our inventory;
- exposure to increased operational risks and liability to the extent we develop our own foreign manufacturing capacity;
- our inability to manage geographically dispersed research and development teams;
- our limited ability to obtain and enforce our intellectual property rights, particularly in China, Russia and South America;
- the misappropriation of our intellectual property and trade secrets by our contract manufacturers or others to manufacture competitive products or counterfeit products;
- our exposure to extensive intellectual property litigation;
- the risks of using open source software in our products;
- our debt levels and the impact our debt levels may have on our ability to raise capital or otherwise finance our business;
- the risks of expanding our product offerings or our operations or increases in our operating expenses;

- exposure to increased operational risks associated with our investments in new businesses, products, services, technologies, joint ventures and other strategic transactions;
- our reliance on third-party software and services for certain aspects of our operations, including, without limitation, our financial reporting functions;
- our inability to integrate future acquisitions;
- changes in LIBOR reporting practices and the index used to replace LIBOR;
- our reliance on our founder and chief executive officer, who owns a majority of our common stock;
- volatility in the price of our common stock due to volatility in our results of operations or our failure to pay cash dividends or to repurchase shares of our common stock pursuant to our repurchase programs;
- the reliance of our products on unlicensed radio frequency spectrum, and the increasing reliance of consumer and other products on the same spectrum or from the introduction of regulation of such spectrum;
- potential liability under trade protection, anti-corruption, and other laws resulting from our global operations;
- changes in laws and regulations relating to the handling of personal data;
- the adverse impact from litigation matters;
- the adverse impact to our results of operations from successful warranty claims, product losses or recalls;
- indemnification claims against us for intellectual property infringement, defective products, and security vulnerabilities;
- our inability to maintain an effective system of internal controls; and
- changes in tax laws and regulations or reviews or audits of our tax returns.

### **Risks Related to Our Business and Industry**

***We have limited visibility into future sales, which makes it difficult to forecast our future results of operations.***

Because of our limited visibility into end customer demand and channel inventory levels, our ability to accurately forecast our future sales is limited. We sell our products and solutions globally to network operators, service providers and consumers, primarily through our network of distributors and resellers. We do not employ a traditional direct sales force. Sales to our distributors have accounted for the majority of our revenues. Our distributors do not make long term purchase commitments to us, and do not typically provide us with information about market demand for our products. We endeavor to obtain information on inventory levels and sales data from our distributors. This information has been generally difficult to obtain in a timely manner, and we cannot always be certain that the information is reliable. If we over forecast demand, we may not be able to decrease our expenses in time to offset any shortfall in revenues, which could harm our ability to achieve or sustain expected results of operations. If we under forecast demand, our ability to fulfill sales orders will be compromised and sales to distributors may be deferred or lost altogether, which would reduce our revenues and could harm our ability to achieve or sustain expected results of operations.

***The markets we serve can be especially volatile, and weakness in orders could harm our future results of operations.***

Weakness in orders, directly or indirectly, from the markets we serve, including as a result of any slowdown in capital expenditures by the markets we service (which may be more prevalent during a global economic downturn, or periods of economic, political or regulatory uncertainty), could have a material adverse effect on our business, results of operations, liquidity and financial condition. Such slowdowns may continue or recur in future periods. Orders from the markets we serve could decline for many reasons other than the competitiveness of our products and services within their respective markets. These conditions have harmed our business and results of operations in the past, and some of these or other conditions in the markets we serve could affect our business and results of operations, liquidity or financial condition in any future period of such slowdowns.

***We are subject to risks associated with our distributors' inventory management practices.***

Our distributors purchase and maintain their own inventories of our products, and we do not control their inventory management. Distributors may manage their inventories in a manner that causes significant fluctuations in their purchases from quarter to quarter, and which may not be in alignment with the actual demand of end customers for our products. If some distributors decide to purchase more of our products than are required to satisfy their customers' demand in any particular quarter, because they do not accurately forecast demand or otherwise, they may reduce future orders until their inventory levels realign with their customers' demand. If some distributors decide to purchase less of our products than are required to satisfy their customers' demand in any particular quarter, because they do not accurately forecast demand or otherwise, sales of our products may be deferred or lost altogether, which could materially adversely affect our results of operations.

***If our forecasts of future sales are inaccurate, we may manufacture too many or not enough products.***

We may over or under forecast our customers' actual demand for our products or the actual mix of our products that they will ultimately demand. If we over-forecast demand, we may build excess inventory which could materially adversely affect our operating results. If we under-forecast demand, we may miss opportunities for sales and may impair our customer relationships, which could materially adversely affect our results of operations.

The lead times that we face for the procurement of components and subsequent manufacturing of our products are usually much longer than the lead time from our customers' orders to the expected delivery date. This increases the risk that we may manufacture too many

or not enough products in any given period. This risk may be further exacerbated by supply chain constraints on the global supply of components, particularly the chipsets, that we use to manufacture our products, as well as longer shipping lead times and delays.

***We may need to build inventory for new product announcements and shipments or decide to increase or maintain higher levels of inventory, which may result in inventory write-downs.***

The Company must order components for its products and build inventory, both of finished products and components, in advance of new product announcements and shipments. Decisions to build inventory for new products or to increase or maintain higher inventory levels are typically based upon uncertain forecasts or other assumptions and may expose us to a greater risk of carrying excess or obsolete inventory. Because the markets in which the Company competes are volatile, competitive and subject to rapid technology and price changes, if the assumptions on which we base these decisions turn out to be incorrect, our financial performance could suffer and we could be required to write-off the value of excess products or components inventory or not fully utilize firm purchase commitments.

***We rely upon a limited number of distributors, and changes in our relationships with our distributors or changes within our distributors may disrupt our sales.***

Although we have a large number of distributors in numerous countries who sell our products, a limited number of these distributors represent a significant portion of our sales. One or more of our major distributors may suffer from a decline in their financial condition, decrease in demand from their customers, or a decline in other aspects of their business which could impair their ability to purchase and resell our products. Any distributor may also cease doing business with us at any time with little or no notice. The termination of a relationship with a major distributor, either by us or by the distributor, could result in a temporary or permanent loss of revenues, slower or impaired collection on accounts receivable and costly and time-consuming litigation or arbitration. We may not be successful in finding other suitable distributors on satisfactory terms, or at all, and this could adversely affect our ability to sell in certain geographic markets or to certain network operators and service providers. We do not generally obtain letters of credit or other security for payment from the distributors, so we are not protected against accounts receivable default by the distributors.

***We may not be able to enhance our products to keep pace with technological and market developments while offering competitive prices.***

The market for our wireless broadband networking equipment is emerging and is characterized by rapid technological change, evolving industry standards, frequent new product introductions and short product life cycles. The markets for enterprise networking equipment and consumer products possess similar characteristics of rapid technological updates, evolving industry standards, frequent changes in consumer preferences, frequent new product introductions and short and unpredictable product life cycles. Our ability to keep pace in these markets depends upon our ability to enhance our current products, and continue to develop and introduce new products rapidly and at competitive prices. The success of new product introductions or updates on existing products depends on a number of factors including, but not limited to, timely and successful product development, market acceptance, our ability to manage the risks associated with new product production ramp-up, the effective management of our inventory and manufacturing schedule and the risk that new products may have defects or other deficiencies in the early stages of introduction.

The development of our products is complex and costly, and we typically have several products in development at the same time. Given the complexity, we occasionally have experienced, and could experience in the future, lower than expected yields on new or enhanced products and delays in completing the development and introduction of new products and enhancements to existing products. In addition, new products may have lower selling prices or higher costs than existing products, which could negatively impact our results of operations. Our ability to compete successfully will depend in large measure on our ability to maintain a technically skilled development and engineering staff, to successfully innovate, and to adapt to technological changes and advances in the industry. Development and delivery schedules for our products are difficult to predict. We may fail to introduce new products or enhancements to existing products in a timely fashion. If new releases of our products are delayed, our distributors may curtail their efforts to market and promote our products and our users may switch to competing products.

***The markets in which we compete are highly competitive.***

The networking, enterprise WLAN, routing, switching, video surveillance, wireless backhaul, machine-to-machine communications and consumer markets in which we primarily compete are highly competitive and are influenced by competitive factors including:

- our ability to rapidly develop and introduce new high-performance integrated solutions;
- the price and total cost of ownership and return on investment associated with the solutions;
- the simplicity of deployment and use of the solutions;
- the reliability and scalability of the solutions;
- the market awareness of a particular brand;
- our ability to provide secure access to wireless networks;
- our ability to offer a suite of products and solutions;
- our ability to allow centralized management of the solutions; and
- our ability to provide product support.

New entrants seeking to gain market share by introducing new technology and new products may also make it more difficult for us to sell our products, and could create increased pricing pressure. In addition, broadband equipment providers or system integrators may also offer wireless broadband infrastructure equipment for free or as part of a bundled offering, which could force us to reduce our prices or change our selling model to remain competitive.

If there is a shift in the market such that network operators and service providers begin to use closed network solutions that only operate with other equipment from the same vendor, we could experience a significant decline in sales because our products would not be interoperable.

We expect competition to continuously intensify as other established and new companies introduce new products in the same markets that we serve or intend to enter, as these markets consolidate. Our business, results of operations, liquidity and financial condition will suffer if we do not maintain our competitiveness.

***A number of our current or potential competitors have longer operating histories, greater brand recognition, larger customer bases and significantly greater resources than we do.***

As we move into new markets for different types of products, our brand may not be as well-known as the incumbents' brands in those markets. Potential customers may prefer to purchase from their existing suppliers or well-known brands rather than a new supplier, regardless of product performance or features. We expect increased competition from other established and emerging companies if our market continues to develop and expand. As we enter new markets, we expect to face competition from incumbent and new market participants and there is no assurance that our entry into new markets will be successful. Many of these companies have significantly greater financial, technical, marketing, distribution and other resources than we do and are better positioned to acquire and offer complementary products and technologies.

Industry consolidation, acquisitions and other arrangements among competitors may adversely affect our competitiveness because it may be more difficult to compete with entities that have access to their combined resources. As a result of such consolidation, acquisition or other arrangements, our current and potential competitors might be able to adapt more quickly to new technologies and consumer preference, devote greater resources to the marketing and promotion of their products, initiate or withstand price competition, and take advantage of acquisitions or other opportunities more readily and develop and expand their products more quickly than we do. These combinations may also affect customers' perceptions regarding the viability of companies of our size and, consequently, affect their willingness to purchase our products.

***The complexity of our products could result in unforeseen delays or expenses caused by undetected defects or bugs.***

Our products may contain defects and bugs when they are introduced, or as new versions are released. We have focused, and intend to focus in the future, on getting our new products to market quickly. Due to our rapid product introductions, defects and bugs that may be contained in our products may not yet have manifested. We have in the past experienced, and may in the future experience, defects and bugs. If any of our products contain material defects or bugs, or have reliability, quality or compatibility problems, we may not be able to correct these problems promptly or successfully. The existence of defects or bugs in our products may damage our reputation and disrupt our sales. If any of these problems are not found until after we have commenced commercial production and distribution of a new product, we may be required to incur additional development costs, repair or replacement costs, and other costs relating to regulatory proceedings, product recalls and litigation, which could harm our reputation and results of operations. Undetected defects or bugs may lead to negative online Internet reviews of our products, which are increasingly becoming a significant factor in the success of our new product launches, especially for our consumer products. If we are unable to quickly respond to negative reviews, including end user reviews posted on various prominent online retailers, our ability to sell these products will be harmed. Moreover, we may offer stock rotation rights to our distributors. If we experience greater returns from retailers or end customers, or greater warranty claims, in excess of our reserves, our business, revenue and results of operations could be harmed.

***Security vulnerabilities in our products, services and systems, or in our distribution channel, could lead to reduced revenues and claims against us.***

The quality and performance of some of our products and services may depend upon their ability to withstand cyber-attacks. Third parties may develop and deploy viruses, worms and other malicious software programs, some of which may be designed to attack our products, systems, or networks. Some of our products and services also involve the storage and transmission of users' and customers' proprietary information which may be the target of cyber-attacks. Hardware and software that we produce or procure from third parties also may contain defects in manufacture or design, including bugs and other problems, which could compromise their ability to withstand cyber-attacks.

Additionally, our sales to customers through our webstores have increased, which may expose us to liabilities associated with the online collection of customer data, including credit card information, and the costs we may incur to mitigate such risks. Our sales to customers through our webstores require the transmission of confidential information, including credit card information, securely over public networks. Third parties may have the technology or knowledge to breach the security of customer transaction data. Although

we have security measures related to our systems and the privacy of our customers, we cannot guarantee these measures will effectively prevent others from obtaining unauthorized access to our information and our customers' information. Any person who circumvents our security measures could destroy or steal valuable information and/or disrupt our operations. Any security breach could also expose us to risks of data loss, litigation and liability, and could seriously disrupt operations and harm our reputation, any of which could adversely affect our financial condition and results of operations. In addition, state and federal laws and regulations are increasingly enacted to protect consumers against identity theft. These laws and regulations will likely increase the costs of doing business and if we fail to implement appropriate security measures, or to detect and provide prompt notice of unauthorized access as required by some of these laws and regulations, we could be subject to potential claims for damages and other remedies, which could adversely affect our business and results of operations. For additional information regarding the impact of privacy regulations applicable to our business, see "—Risks Related to Regulatory, Legal and Tax Matters — Our failure to comply with U.S. and foreign laws related to privacy, data security, cybersecurity and data protection, such as the E.U. Data Protection Directive and China Cybersecurity Law, could adversely affect our financial condition, results of operations, and our brand."

We and certain of our vendors have experienced cyber-attacks in the past, and may experience cyber-attacks in the future. As a result, unauthorized parties have obtained, and may in the future obtain, access to our systems and data and may have obtained, and may in the future obtain, our users' or customers' data. Our security measures have in the past, and may in the future, be breached due to employee error, malfeasance, or otherwise. Third parties may also attempt to induce employees, users, or customers or those of our vendors to disclose sensitive information in order to gain access to our data or our users' or customers' data. Any such breach or unauthorized access could result in significant legal and financial exposure, costly and time-intensive notice requirements or other remediation efforts, damage to our reputation, and a loss of confidence in the security of our products and services. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures.

For example, in January 2021, we became aware that certain of our information technology systems hosted by a third party cloud provider were improperly accessed and certain of our source code and the credentials used to access the information technology systems themselves had been compromised. We received a threat to publicly release these materials unless we made a payment, which we have not done. As a result, it is possible that the source code and other information could be publicly disclosed or made available to our competitors. Due to the nature of the source code and the other information that we believe was improperly accessed, we at this time do not believe that any public disclosure will have a material adverse effect on our business or operations, but it is impossible to gauge the precise impact of any such disclosure. We have taken, and will continue to take, steps to remediate access controls to our information technology systems.

The costs to us to eliminate or alleviate security vulnerabilities can be significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service and loss of existing or potential customers that may impede our sales, manufacturing, distribution or other critical functions, as well as potential liability to the company. The risk that these types of events could seriously harm our business is likely to increase as we expand the web-based products and services that we offer.

***We may be unable to anticipate or fail to adequately mitigate against increasingly sophisticated methods to engage in illegal or fraudulent activities against us.***

Despite any defensive measures we take to manage threats to our business, our risk and exposure to these matters remain heightened because of, among other things, the evolving nature of such threats in light of advances in computer capabilities, new discoveries in the field of cryptography, new and sophisticated methods used by criminals including phishing, social engineering or other illicit acts, the increasing use of our webstores by customers, or other events or developments that we may be unable to anticipate or fail to adequately mitigate. In June 2015, we determined that we were the victim of criminal fraud known to law enforcement authorities as business e-mail compromise fraud which involved employee impersonation and fraudulent requests targeting our finance department. The fraud resulted in transfers of funds aggregating \$46.7 million held by a Company subsidiary incorporated in Hong Kong to other overseas accounts held by third parties. To date, the Company has recovered \$18.6 million. The Company recovered \$8.1 million in fiscal 2015, resulting in a charge of \$39.1 million in the fourth quarter of fiscal 2015, including additional expenses consisting of professional service fees associated with the fraud loss. In fiscal 2016, the Company recorded a net recovery of an additional \$8.3 million, comprised of an \$8.6 million recovery less \$0.3 million of professional service fees associated with the recovery. In March 2021, the Company recorded a recovery of an additional \$1.9 million. No additional recoveries have been made since March 31, 2021.

The Company is continuing to pursue the recovery of the remaining \$28.1 million and is cooperating with numerous overseas law enforcement authorities who are actively pursuing a multi-agency criminal investigation. However, any additional recoveries are likely remote and therefore cannot be assured.

While we do not expect the fraud to have a material impact on our business, we have borne, and will continue to bear additional expenses in connection with the remediation and investigation of the fraud.



Any future illegal acts such as phishing, social engineering or other fraudulent conduct that go undetected may have significant negative impacts on our reputation, operating results and stock price.

***Our business and prospects depend on the strength of our brand.***

Maintaining and enhancing our brand is critical to expanding our base of distributors and end customers. Maintaining and enhancing our brand will depend largely on our ability to continue to develop and provide products and solutions that address the price performance characteristics sought by end customers and the users of our products and services, particularly in developing markets which comprise a significant part of our business. If we fail to promote, maintain and protect our brand successfully, our ability to sustain and expand our business and enter new markets will suffer.

***We may fail to effectively manage the challenges associated with our growth.***

Over the past several years we have expanded, and continue to expand, our product offerings, the number of customers we sell to, our transaction volumes, the number and type of our facilities, and the number of contract manufacturers that we utilize to produce our products. Failure to effectively manage the increased complexity associated with this expansion, particularly in light of our lean management structure, would make it difficult to conduct our business, fulfill customer orders, and pursue our strategies. We may also need to increase costs to add personnel, upgrade or replace our existing reporting systems, as well as improve our business processes and controls as a result of these changes. If we fail to effectively manage any of these challenges, we could suffer inefficiencies, errors and disruptions in our business, which in turn would adversely affect our results of operations.

***We rely upon a limited number of contract manufacturers to produce our products. Shortages of components or manufacturing capacity could increase our costs or delay our ability to fulfill future orders and could have a material adverse impact on our business and results of operations.***

We retain contract manufacturers, located primarily in China and Vietnam, to manufacture our products. Any significant change in our relationship with these manufacturers could have a material adverse effect on our business, results of operations and financial condition. Our reliance on contract manufacturers for manufacturing our products can present significant risks to us because, among other things, we do not have direct control over their activities. If we fail to manage our relationship with our manufacturers effectively, or if they experience operational difficulties, our ability to ship products to our retailers and distributors could be impaired and our competitive position and reputation could be harmed.

We significantly depend upon our contract manufacturers to:

- assure the quality of our products;
- manage capacity during periods of volatile demand;
- qualify appropriate component suppliers;
- ensure adequate supplies of components and materials;
- deliver finished products at agreed upon prices and schedules; and
- safeguard materials and finished goods.

The ability and willingness of our contract manufacturers to perform is largely outside our control.

Additionally, from time to time, unexpected events, such as the COVID-19 pandemic, have had, and may continue to have in the future, adverse effects on the ability of our contract manufacturers to fulfill their obligations to us due to, among other things, work stoppages or slowdowns due to facility closures or other social distancing mitigation efforts, and, more recently, the inability of our contract manufacturers to procure adequate supplies of the components to manufacture our products, particularly chipsets. A shortage of adequate component supply or manufacturing capacity could increase our costs by requiring us to use alternative contract manufacturers or component suppliers, which may not be available to us on acceptable terms, if at all. Moreover, our use of chipsets from different or multiple sources may require us to significantly modify our designs and manufacturing processes to accommodate these different chipsets, which would also increase our manufacturing costs and could delay our ability to manufacture products and result in decreased sales of our products. These increases in manufacturing costs or delays in manufacturing could have a material adverse impact on our business and results of operations. For additional discussion of the risks associated with supply chain issues or supplies of components, including chipsets, see the risk factor below captioned “We rely upon a limited number of suppliers. If these sources fail to satisfy our supply requirements or we are unable to manage our supply requirements through other sources, it could disrupt our business or have a material adverse effect on our results of operations and financial condition.”

In the event that we receive shipments of products that fail to comply with our technical specifications or that fail to conform to our quality control standards, and we are not able to obtain replacement products in a timely manner, we risk revenue losses from the inability to sell those products, increased administrative and shipping costs, and lower profitability. Additionally, if defects are not discovered until after distributors and/or end users purchase our products, they could lose confidence in the technical attributes of our products and our business and results of operations could be harmed.

We do not control our contract manufacturers or suppliers, including their labor, environmental or other practices. Environmental regulations or changes in the supply, demand or available sources of natural resources may affect the availability and cost of goods and services necessary to run our business. Non-compliance or deliberate violations of labor, environmental or other laws by our contract manufacturer or suppliers, or a failure of these parties to follow ethical business practices, could lead to negative publicity and harm our reputation or brand.

We believe that our orders may not represent a material portion of our contract manufacturers' total orders and, as a result, fulfilling our orders may not be a priority in the event our contract manufacturers are constrained in their capacity. If any of our contract manufacturers experiences problems in its manufacturing operations, or if we have to change or add additional contract manufacturers, our ability to ship products to our customers would be impaired.

Additionally, any or all of the following could either limit supply or increase costs, directly or indirectly, to us or our contract manufacturers:

- labor strikes or shortages; including shortages in labor as a result of, or to mitigate, the spread of COVID-19;
- financial problems of either contract manufacturers or component suppliers;
- reservation of manufacturing capacity at our contract manufacturers by other companies, inside or outside of our industry;
- changes or uncertainty in tariffs, economic sanctions, and other trade barriers; and
- industry consolidation occurring within one or more component supplier markets, such as the semiconductor market.

***We rely upon a limited number of suppliers. If these sources fail to satisfy our supply requirements or we are unable to manage our supply requirements through other sources, it could disrupt our business or have a material adverse effect on our results of operations and financial condition.***

We use components that are subject to price fluctuations, shortages or interruptions of supply, including chipsets that have been subject to ongoing significant shortages. The cost, quality and availability of these components are essential to the production and sale of all of our products and disruptions in our supply of these components could delay or disrupt the supply of our products and affect our business, results of operations and financial condition. Since 2020, we experienced reduced availability of components used to manufacture our products, especially the chipsets, which has impacted, and we expect will continue to impact our ability and costs to manufacture our products. These supply shortages have resulted in increased component delivery lead times and increased costs to obtain components, particularly chipsets, and resulted in delays in product production. We do not stockpile sufficient components, particularly the chipsets, to cover the time it would take to re-engineer our products to replace the components used to manufacture our products. While we are continuing to work closely with our suppliers and contract manufacturers to minimize the potential adverse impacts of the supply shortage, there are many companies seeking to purchase the limited supply of chipsets and other components, many of which have greater resources and larger market share than we have, which may limit the effectiveness of our efforts. We expect that shortages of chipsets and other components will continue and may have an adverse impact on our ability to manufacture our products and meet demand for our products. Should the shortage of chipsets and other components used to manufacture our products continue, there is no assurance that we will be able to obtain sufficient chipsets or other components on acceptable terms, if at all, which could delay or disrupt the supply of our products and affect our business, results of operations and financial condition.

We purchase components, directly or through our contract manufacturers, from third parties that are necessary for the manufacture of our products. Shortages in the supply of components or other supply disruptions, including, without limitation, due to increasing demand for electronics and reductions in supply as a result of COVID-19, may not be predicted in time to design-in different components or qualify other suppliers. Shortages or supply disruptions may also increase the prices of components due to market conditions. While many components are generally available from a variety of sources, we and our contract manufacturers currently depend on a single or limited number of suppliers for several components for our products. For example, we currently rely upon some chipset suppliers, such as Qualcomm Atheros and Broadcom, as single-source suppliers of certain components for some of our products, and a disruption in the supply of those components would significantly disrupt our business.

We and our contract manufacturers generally rely on short-term purchase orders rather than long-term contracts with the suppliers of components for our products, particularly chipsets. As a result, even if the components for our products (including chipsets) are available, we and our contract manufacturers may not be able to procure sufficient components at reasonable prices to build our products in a timely manner. Further, in order to minimize their inventory risk, our manufacturers might not order components from third-party suppliers with adequate lead time, thereby impacting our ability to meet our demand forecast. We may, therefore, be unable to meet customer demand for our products, which would have a material adverse effect on our business, results of operations and financial condition.

Our products, especially new products, sometimes utilize custom components available from only one or limited number of sources. When a component or product uses new technologies, capacity constraints may exist until the suppliers' yields have matured or manufacturing capacity has increased. Many factors may affect the continued availability of these components at acceptable prices,

including if those suppliers decide to concentrate on the production of common components instead of components customized to meet our requirements. There is no assurance that the supply of such components will not be delayed or constrained.

***Our contract manufacturers, logistics centers and certain administrative and research and development operations, as well as our customers and suppliers, are located in areas likely to be subject to natural disasters, public health problems, military conflicts and geopolitical tensions, which could adversely affect our business, results of operations and financial condition.***

The manufacturing or shipping of our products at one or more facilities may be disrupted because our manufacturing and logistics contractors are primarily located in southern China. Our principal executive offices are located in New York, New York and we have operations in Ukraine, Taiwan and their surrounding countries. The risks of earthquakes, extreme storms and other natural disasters, military conflicts or geopolitical tensions in these geographic areas are significant. Any disruption resulting from these events could cause significant delays in product development or shipments of our products until we are able to shift our development, manufacturing or logistics centers from the affected contractor to another vendor, or shift the affected administrative or research and development activities to another location. Our business may be materially adversely affected by public health problems, particularly in China. For example, in the last decade, China has suffered health crises related to the outbreak of avian influenza, severe acute respiratory syndrome and COVID-19. The COVID-19 pandemic, the military conflict between Russia and Ukraine, the escalating tensions between China and Taiwan and resulting global disruptions have caused significant volatility in financial markets and the domestic and global economy. This disruption can contribute to potential payment delays or defaults in our accounts receivable, affect asset valuations resulting in impairment charges, and affect the availability of financing credit as well as other segments of the credit markets. Public health problems may also result in quarantines, business closures, unavailability of key personnel, domestic and international transportation restrictions, import and export complications, and otherwise cause shortages in the supply of components or cause other disruptions within our supply chain. Public health problems currently cause and, along with the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan, may continue to cause disruptions, delays, shortages, and increased costs within our supply chain, and distribution channels. In addition, public health problems may require us to take precautionary measures to minimize the risk to our employees, including requiring our employees to work remotely and suspending non-essential travel, which could negatively affect our business. Additionally, when our suppliers' ability to manufacture or provide key components or services is impacted by supply chain disruptions, such as disruptions caused by COVID-19 related restrictions and shortages, we have incurred, and continue to incur, additional costs to expedite deliveries of components and services. The disruptions in our supply chain have not been fully remediated as of the date of this Quarterly Report on Form 10-Q. As a result of the transition to a remote working environment, we may experience disruptions or inefficiencies in our ability to operate our business. The continuation of these remote working measures also introduces additional operational risk, including increased cybersecurity risk. These cybersecurity risks include greater phishing, social engineering, malware, and other cybersecurity attacks, greater risk of a security breach resulting in the unauthorized release, destruction or misuse of valuable information, and potential impairment of our ability to perform critical functions, all of which could expose us to risks of data or financial loss, litigation and liability and could seriously disrupt our operations, which could materially and adversely affect our business, financial condition or results of operations. Public health problems may expose us to unanticipated liability or require us to change our business practices in a manner materially adverse to our business, results of operations and financial condition. In addition, the outbreak of communicable diseases could result in a widespread health crisis that could adversely affect general commercial activity and the economies and financial markets of many countries which may affect the demand for our products and services and our ability to obtain financing for our business. The extent to which public health problems will impact our business, results of operations and financial conditions will depend on developments that are highly uncertain and cannot be predicted. Such developments may include the geographic spread of the public health problems, the severity of the public health problems, the duration of the outbreak and the type and duration of actions that may be taken by various governmental authorities in response to the outbreak and the impact on the U.S. and the global economy. An outbreak of public health problems, or the perception that such an outbreak could occur, and the measures taken by the government of countries affected, could adversely affect our business, results of operations, liquidity and financial condition.

Additionally, the extent to which the military conflict between Russia and Ukraine or the escalating tensions between China and Taiwan may impact our business or results of operations in future periods will depend on future developments, including the severity and duration of the conflicts, their impact on regional and global economic conditions, as well as their impact on surrounding countries, including their impact on our employees and contractors in Ukraine, Taiwan, China and their surrounding countries, and its impact on global supply chains. A worsening of the conflict between Russia and Ukraine or the tensions between China and Taiwan, or the spread of either conflict to surrounding countries could adversely affect our business, results of operations, liquidity, and financial condition.

***General global economic downturns and macroeconomic trends, including inflation or slowed economic growth, may negatively affect our customers and their ability to purchase our products. A downturn or such other trends may decrease our revenues and increase our costs and may increase credit risk with our customers and impact our ability to collect account receivable and recognize revenue.***

The global macroeconomic environment has been challenging and inconsistent caused by instability in the global credit markets, the impact of uncertainty regarding global central bank monetary policy, the instability in the geopolitical environment in many parts of the world, including the June 2016 referendum by the United Kingdom in which voters approved an exit from the European Union,

commonly referred to as “Brexit”. The United Kingdom ceased to be a member of the European Union on January 31, 2020. An agreement governing the U.K.’s departure from the European Union, Brexit, was agreed to on December 24, 2020, but a “transition period” keeping most pre-departure arrangements in place ended on December 31, 2020. Accordingly, although an agreement on post-Brexit trade and future European Union-United Kingdom relations (the European Union-United Kingdom Trade and Cooperation Agreement) was reached on December 24, 2020, and the formal ratification process was completed in April 2021, there continues to be uncertainty over some of the practical consequences of Brexit and as to its application, including as to the United Kingdom’s trading policies with the European Union and other countries as it issues new rules and regulations. The most significant impact of the new trade agreement is new regulations regarding trade, tax, and employees, among others, in the United Kingdom that resulted in the creation of non-tariff barriers and have increased our shipping and regulatory costs and complexities for moving our products between the United Kingdom and the European Union. The full effects of Brexit will depend on agreements the United Kingdom may make and rules and regulations it may issue concerning trading among the United Kingdom and the European Union. Given the lack of comparable precedent, it is unclear what economic, financial, trade and legal implications the withdrawal of the United Kingdom from the European Union will have generally and how such withdrawal will affect us. The consequences of Brexit have brought legal uncertainty and increased complexity which could continue as national laws and regulations in the United Kingdom differ from the European Union laws and regulations and additional requirements come into effect in the United Kingdom and the European Union relating to testing, authorization, labeling and other requirements that may impact our ability to import, export and otherwise distribute our products, services, and solutions. Brexit could continue to cause disruptions in the markets that we serve. Additionally, we may be adversely affected by the Brexit in ways we do not currently anticipate.

Disruptions in the financial markets have had and may continue to have an adverse effect on the U.S. and world economies, which could adversely and materially impact business spending patterns. Tightening of credit in financial markets could adversely affect the ability of our customers and suppliers to obtain financing for significant purchases and operations and could result in a decrease in or cancellation of orders for our products.

Inflation in the United States and the other countries that we operate is currently expected to continue at an elevated level for the near-term. Rising inflation could have an adverse impact on our expenses. Our costs are subject to fluctuations, including due to the costs of raw materials, labor, transportation and energy. Therefore, our business results depend, in part, on our continued ability to manage these fluctuations through pricing actions, cost saving projects and sourcing decisions, while maintaining and improving margins and market share. Failure to manage these fluctuations could adversely impact our results of operations or cash flows.

Unfavorable macroeconomic conditions, such as a recession or continued slowed economic growth, may negatively affect demand for our products and exacerbate some of the other risks that affect our business, results of operations and financial condition. A tighter credit market for consumer, business, and service provider spending may have several adverse effects, including reduced demand for our products, increased price competition or deferment of purchases and orders by our customers. Additional effects may include increased demand for customer finance, difficulties in collection of accounts receivable, higher overhead costs as a percentage of revenue and higher interest expense, risk of supply constraints, risk of excess and obsolete inventories, risk of excess facilities and manufacturing capacity and increased risk of counterparty failures.

An economic downturn or economic uncertainty in our key U.S. and international markets, as well as fluctuations in currency exchange rates, may adversely affect consumer discretionary spending and demand for our consumer products. Factors affecting the level of consumer spending include general market conditions, macroeconomic conditions, fluctuations in foreign exchange rates and interest rates, and other factors such as consumer confidence, the availability and cost of consumer credit, levels of unemployment and tax rates. If global economic conditions are volatile or if economic conditions deteriorate, consumers may delay or reduce purchases of our consumer products resulting in consumer demand for our products that may not reach our sales targets. For example, the Brexit caused significant short-term volatility in global stock markets as well as currency exchange rate fluctuations, resulting in further strengthening of the U.S. dollar. Our sensitivity to economic cycles and any related fluctuation in consumer demand could adversely affect our business, financial condition and results of operations.

***We have been investing and expect to continue to invest in growth areas and in our enterprise and service provider technologies, and if the return on these investments is lower or develops more slowly than we expect, our results of operations may be harmed.***

We have and we may continue to invest and dedicate resources into new growth areas, such as consumer products, while also focusing on our enterprise and service provider technologies. However, the return on our investments may be lower, or may develop more slowly, than we expect. If we do not achieve the benefits anticipated from these investments (including if our selection of areas for investment does not play out as we expect), or if the achievement of these benefits is delayed, our results of operations may be adversely affected. Additionally, as we invest and dedicate resources into new growth areas, there is no assurance that we may succeed at maintaining our competitive position in enterprise and service provider technologies.

***To remain competitive and stimulate customer demand, we must effectively manage product introductions, product transitions and marketing.***

We believe that we must continually develop and introduce new products, enhance our existing products, effectively stimulate customer demand for new and upgraded products, and successfully manage the transition to these new and upgraded products to maintain or increase our revenue. The success of new product introductions depends on a number of factors including, but not limited to, timely and successful research and development, pricing, market and consumer acceptance, the effective forecasting and management of product demand, purchase commitments and inventory levels, the availability of products in appropriate quantities to meet anticipated demand, the management of manufacturing and supply costs, the management of risks associated with new product production ramp-up issues, and the risk that new products may have quality issues or other defects or bugs in the early stages of introduction. Therefore, we may not correctly determine in advance the ultimate effect of new product introductions and transitions. Additionally, if the assumptions on which we based our forecasts and management of product demand, purchase commitments or inventory levels turn out to be incorrect, our financial performance could suffer and we could be required to write-off the value of excess products or components inventory or not fully utilize firm purchase commitments.

In addition, the introduction or announcement of new products or product enhancements may shorten the life cycle of our existing products or reduce demand for our current products, thereby offsetting any benefits of successful product introductions and potentially lead to challenges in managing inventory of existing products. Failure to complete product transitions effectively or in a timely manner could harm our brand and lead to, among other things, lower revenue, excess prior generation product inventory, or a deficit of new product inventory and reduced profitability.

In connection with introduction of new products, and our consumer products, in particular, we may spend significant amount on advertising and other marketing campaigns, such as television, print advertising, social media and others, as well as increased promotional activities, to build brand awareness and acquire new users. While we seek to structure our advertising campaigns in the manner that we believe is most likely to encourage people to use our products and services, we may fail to identify advertising opportunities that satisfy our anticipated return on advertising spend, accurately predict customer acquisition, or fully understand or estimate the conditions and behaviors that drive customer behavior. If for any reason any of our advertising campaigns prove less successful than anticipated in attracting new customers, we may not be able to recover our advertising spend, and our rate of user acquisition may fail to meet our expectations, either of which could have an adverse effect on our business. There can be no assurance that our advertising and other marketing efforts will result in increased sales of our consumer products.

***If we are unable to anticipate consumer preferences and successfully develop desirable consumer products and solutions, we might not be able to maintain or increase revenue and profitability.***

Our success in the consumer product market depends on our ability to identify and originate product trends as well as to anticipate, gauge and react to changing consumer demands in a timely manner. All of our consumer products are subject to changing consumer preferences that cannot be predicted with certainty and lead times for our products may make it more difficult for us to respond rapidly to new or changing product or consumer preferences. If we are unable to introduce appealing new consumer products or novel technologies in a timely manner, or our new consumer products or technologies are not accepted or adopted by consumers, our competitors may increase their market share, which could hurt our competitive position in the consumer product market. It is also possible that competitors could introduce new products and services that negatively impact consumer preference in the type of consumer products that we supply, which could result in decreased sales of our product and a loss in market share. We may not be able to achieve an acceptable return, if any, on our research and development efforts, and our business, results of operations, liquidity and financial condition may be adversely affected. As we continually seek to enhance our consumer products, we will incur additional costs to incorporate new or revised features. We might not be able to, or determine that it is not in our interests to, raise prices to compensate for any additional costs.

***Our strategy for our consumer products depends upon effectively maintaining and further developing our sales channels, including developing and supporting our retail sales channel and distributors.***

We depend upon effective sales channels to reach the consumers who are the ultimate purchasers of our consumer products. In the United States, we primarily sell our consumer products through a mix of retail channels, including, e-commerce, big box, mid-market and specialty retailers, and we reach certain U.S. markets through distributors. In international markets, we primarily sell through distributors who in turn sell to local retailers.

With some of our consumer products, we depend on retailers to provide adequate and attractive space for our products in their stores. We further depend on our retailers to employ, educate and motivate their sales personnel to effectively sell our consumer products. If our retailers do not adequately display our products, choose to reduce the space for our products in their stores or locate them in less than premium positioning, choose not to carry some or all of our consumer products or promote competitors' products over ours, or do not effectively explain to customers the advantages of our consumer products, our sales could decrease and our business could be harmed. Similarly, our business could be adversely affected if any of our large retail customers were to experience financial difficulties, or change the focus of their businesses in a way that de-emphasized the sale of our products.

Our distributors generally offer products from several different manufacturers. Accordingly, we are at risk that these distributors may give higher priority to selling other companies' products. We have limited number of distributors in certain regions, and if we were to lose the services of a distributor, we might need to find another distributor in that area and there can be no assurance of our ability to do so in a timely manner or on favorable terms. Additionally, as a result of the COVID-19 pandemic, certain of our distributors have been forced to temporarily suspend or otherwise reduce operations, which may adversely impact sales of our products. Further, our distributors build inventory in anticipation of future sales, and if such sales do not occur as rapidly as they anticipate, our distributors will decrease the size of their future product orders. We are also subject to the risks of our distributors encountering financial difficulties, which could impede their effectiveness and also expose us to financial risk if they are unable to pay for the products they purchase from us. Additionally, our international distributors buy from us in U.S. dollars and generally sell to retailers in local currency so significant currency fluctuations could impact their profitability, and in turn, affect their ability to buy future products from us. For example, the Brexit, caused significant short-term volatility in global stock markets as well as currency exchange rate fluctuations, resulting in further strengthening of the U.S. dollar.

Any reduction in sales by our current distributors, loss of key distributors or decrease in revenue from our distributors could adversely affect our revenue, results of operations and financial condition.

***We may experience risks in our investments due to changes in the market, which could adversely affect the value or liquidity of our investments.***

From time to time, we may maintain a portfolio of marketable securities in a variety of instruments, which may include, but not be limited to, money market funds, corporate bonds, U.S. agency bonds and commercial papers. These investments are subject to general credit, liquidity, market, and interest rate risks. As a result, we may experience a reduction in value or loss of liquidity of our investments. These market risks associated with our investment portfolio may have a negative adverse effect on our business, results of operations, and financial condition.

### **Risks Related to Our International Operations**

***Our business is susceptible to risks associated with operations outside of the United States.***

We have operations in China, the Czech Republic, Lithuania, Poland, Latvia, Ukraine, Canada, India, Taiwan and elsewhere, with our operations in Taiwan, in particular, increasingly important to our overall business. We also sell to distributors in numerous countries throughout the world. Our operations outside of the United States subject us to risks that we generally do not face in the United States. These include:

- the burdens of complying with a wide variety of foreign laws and regulations, and the risks of non-compliance, including the increased burden of complying with anti-bribery regulations, such as the Foreign Corrupt Practices Act ("FCPA") of the United States, and the risk associated with non-compliance with such laws;
- fluctuations in currency exchange rates;
- import and export license requirements, tariffs, economic sanctions, contractual limitations and other trade barriers;
- increasing labor costs, especially in China;
- difficulties in managing the geographically remote personnel;
- the complexities of foreign tax systems and changes in their tax rates and rules;
- stringent consumer protection and product compliance regulations that are costly to comply with and may vary from country to country;
- limited protection and enforcement regimes for intellectual property rights in some countries;
- business disruptions created by health crises and outbreaks of communicable diseases, especially in China, such as the outbreak of COVID-19;
- increased financial accounting and reporting burdens and complexity; and
- political, social and economic instability in some jurisdictions, including impacts of the military conflict between Russia and Ukraine, the escalating tensions between China and Taiwan and the responses by governments worldwide to such conflicts.

Additionally, changes in the local political, social and economic environment in the countries in which we operate, including Taiwan and Ukraine and its surrounding countries, could adversely affect our operations outside of the United States, as well as our business, results of operations and financial condition.

If any of these risks were to come to fruition, it could negatively affect our business outside the United States and, consequently, our results of operations. Additionally, operating in markets outside the United States requires significant management attention and financial resources. We cannot be certain that the investment and additional resources required to establish, acquire or integrate operations in other countries will produce anticipated levels of revenues or profitability.

***Our third-party logistics and warehousing providers in China and elsewhere may fail to safeguard and accurately manage and report our inventory.***

We use third-party logistics and warehousing providers located in China and other countries to fulfill a portion of our worldwide sales. We also rely on our third-party logistics and warehousing providers to safeguard and manage and report on the status of our products at their warehouse and in transit. These service providers may fail to safeguard our products, fail to accurately segregate and report our inventory, or fail to manage and track the delivery of our products, which could have a material adverse effect on our business, results of operations and financial condition.

***We face significant political risks associated with doing business in mainland China and Taiwan, particularly due to the tense relationship between mainland China and Taiwan, that could negatively affect our business.***

We conduct a portion of our business in mainland China and Taiwan, and our operations in mainland China and Taiwan are critical to our business. Accordingly, our business, financial condition and results of operations and the market price of our shares may be affected by changes in governmental policies, taxation, inflation or interest rates in mainland China and Taiwan and by social instability and diplomatic developments in or affecting mainland China and Taiwan, which are outside of our control. Relations between mainland China and Taiwan and other factors affecting military, political or economic conditions in mainland China and Taiwan, including responses by governments worldwide to the geopolitical tension or conflict between mainland China and Taiwan, could materially and adversely affect our business, financial condition and results of operations.

***To the extent that we develop some of our own manufacturing capacity, we will be subject to various risks associated with such activities.***

We invested in developing our own manufacturing capacity to support our product development and prototyping. To the extent that we may invest in and expand or relocate these manufacturing capabilities, and increasingly rely upon such activities, we will face increased risks associated with:

- bearing the fixed costs of these activities;
- directly procuring components and materials;
- regulatory and other compliance requirements, including import and export license requirements, tariffs, economic
- sanctions, contractual limitations and other trade barriers;
- exposure to casualty loss and other disruptions;
- quality control;
- labor relations; and
- our limited experience in operating manufacturing facilities.

Since these activities are currently conducted in China and could be expanded to other foreign countries, some of these risks may be more significant due to the less predictable legal and political environment. Additionally, changes in the local political, social and economic environment could adversely affect our ability and plans to develop our own manufacturing capacity.

***Our business may be negatively affected by political events and foreign policy responses.***

Geopolitical uncertainties and events could cause damage or disruption to international commerce and the global economy, and thus could have a material adverse effect on us, our suppliers, logistics providers, manufacturing vendors and customers, including our channel partners. Changes in commodity prices may also cause political uncertainty and increase currency volatility that can affect economic activity. For example, escalating tensions between the U.S., China and other countries may result in changes in laws or regulations that will affect our ability to manufacture and sell our products. The vast majority of our products that are imported into the U.S. from China are currently subject to tariffs that range between 7.5% and 25%. These tariffs have already affected our operating results and margins. The progress and continuation of trade negotiations between the U.S. and China continues to be uncertain and a further escalation of the trade war remains a possibility. These tariffs have, and will continue to have, an adverse effect on our results of operations and margins. We can provide no assurance regarding the magnitude, scope or duration of the imposed tariffs or the magnitude, scope or duration from any relief in increases to such tariffs, as well as the potential for additional tariffs or trade barriers by the U.S., China or other countries, nor that any strategies we may implement to mitigate the impact of such tariffs or other trade actions will be successful.

Changes in U.S. social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories and countries where we currently develop and sell products, and any negative sentiments towards the U.S. as a result of such changes, could also adversely affect our business. For example, if the U.S. government withdraws or materially modifies existing or proposed trade agreements, places greater restriction on free trade generally or imposes increases on tariffs on goods imported into the U.S., particularly from China, our business, financial condition and results of operations could be adversely affected. In addition, negative sentiments towards the U.S. among non-U.S. customers and among non-U.S. employees or prospective employees could adversely affect sales or hiring and retention, respectively.

The foreign policies of governments may be volatile and may result in rapid changes to import and export requirements, customs classifications, tariffs, trade sanctions and embargoes or other retaliatory trade measures that may cause us to raise prices, prevent us from offering products or providing services to particular entities or markets, may cause us to make changes to our operations, or create delays and inefficiencies in our supply chain. For example, political unrest and uncertainties in the Middle East, Eastern Europe and Asia Pacific, including the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan, may lead to disruptions in commerce in those regions, which would in turn impact our sales to those regions. Furthermore, if the U.S. government imposes new sanctions against certain countries or entities, such sanctions could sufficiently restrict our ability to market and sell our products and may materially adversely affect our results of operations.

In addition, reports of certain intelligence gathering methods of the U.S. government could affect customers' perception of the products of companies based in the United States. Trust and confidence in us as an equipment supplier is critical to the development and growth of our markets. Impairment of that trust, or foreign regulatory actions taken in response to reports of certain intelligence gathering methods of the U.S. government, could affect the demand for our products from customers outside of the United States and could have an adverse effect on our results of operations.

***Our ability to introduce new products and support our existing products depends on our ability to manage geographically dispersed research and development teams.***

Significant parts of our research and development operations are conducted in geographically dispersed localities. Our success depends on the effectiveness of our research and development activities. We must successfully manage these geographically dispersed teams in order to meet our objectives for new product introduction, product quality and product support. It can be difficult to effectively manage geographically dispersed research and development teams. If we fail to do so, we could incur unexpected costs or delays in product development.

### **Risks Related to Intellectual Property**

***We have limited ability to obtain and enforce intellectual property rights, and may fail to effectively obtain and enforce such rights.***

Our success can depend significantly upon our intellectual property rights. We rely on a combination of patent, copyright, trademark, trade secret laws, and contractual rights to establish, maintain and protect these intellectual property rights, all of which afford only limited protection. Our patent rights, and the prospective rights sought in our pending patent applications, may not be meaningful or provide us with any commercial advantage and they could be opposed, contested, circumvented or designed around by our competitors or be declared invalid or unenforceable in legal proceedings. In addition, patents may not be issued from any of our current or future patent applications. Any failure of our patents or other intellectual property rights to adequately protect our technology might make it easier for our competitors to offer similar products or technologies.

We may fail to apply for patents on important products, services, technologies or designs in a timely fashion, or at all. We may not have sufficient intellectual property rights in all countries where unauthorized third party copying or use of our proprietary technology occurs and the scope of our intellectual property might be more limited in certain countries. Our existing and future patents may not be sufficient to protect our products, services, technologies or designs and/or may not prevent others from developing competing products, services, technologies or designs. We cannot predict the validity and enforceability of our patents and other intellectual property with certainty.

We have registered, and applied to register, certain of our trademarks in several jurisdictions worldwide. In some of those jurisdictions, third party filings exist for the same, similar or otherwise related products or services, which could block the registration of our marks. Even if we are able to register our marks, competitors may adopt or file similar marks to ours, register domain names that mimic or incorporate our marks, or otherwise infringe upon our trademark rights. Although we police our trademark rights carefully, there can be no assurance that we are aware of all third party uses or that we will prevail in enforcing our rights in all such instances. Any of these negative outcomes could impact the strength, value and effectiveness of our brand, as well as our ability to market our products. We have also registered domain names for websites, or URLs, that we use in our business, such as [www.ui.com](http://www.ui.com). If we are unable to protect our domain names, our brand, business, and results of operations could be adversely affected. Domain names similar to ours have already been registered in the United States and elsewhere, and we may be unable to prevent third parties from acquiring and using domain names that infringe, are similar to, or otherwise decrease the value of, our brand or our trademarks. In addition, although we own [www.ui.com](http://www.ui.com) and various other global top-level domains, we might not be able to, or may choose not to, acquire or maintain other country-specific URLs in which we currently conduct or intend to conduct business.

Confidentiality agreements with our employees, licensees, independent contractors and others may not effectively prevent disclosure of our trade secrets, and may not provide an adequate remedy in the event of unauthorized use or disclosure of our trade secrets. We may also fail or have failed to obtain such agreements from such persons due to administrative oversights or other reasons. Monitoring unauthorized use of our intellectual property is difficult and costly. Unauthorized use of our intellectual property, such as the production of counterfeits of our products, and unauthorized registration and use of our trademarks by third parties, is a matter of ongoing concern. The steps we have taken may not prevent unauthorized use of our intellectual property. We may fail to detect



infringements of, or take appropriate steps to enforce, our intellectual property rights. Our competitors might independently develop similar technology without infringing our intellectual property rights. Our inability or failure to effectively protect our intellectual property could reduce the value of our technology and could impair our ability to compete. Any inability or failure by us to meaningfully protect our intellectual property could result in competitors offering products that incorporate our most technologically advanced features.

We have initiated and may continue to initiate legal proceedings to enforce our intellectual property rights. Litigation, whether we are a plaintiff or a defendant, can be expensive and time-consuming, may place our intellectual property at risk of being invalidated or narrowed in scope, and may divert the efforts of our technical staff and managerial personnel.

***Enforcement of our intellectual property rights abroad, particularly in China and South America, is limited.***

The intellectual property protection and enforcement regimes in certain countries outside the United States are generally not as comprehensive as in the United States, and may not adequately protect our intellectual property. The legal regimes relating to the recognition and enforcement of intellectual property rights in China and South America are particularly limited. Legal proceedings to enforce our intellectual property in these jurisdictions may progress slowly, during which time infringement may continue largely unimpeded. Countries that have relatively inefficient intellectual property protection and enforcement regimes represent a significant portion of the demand for our products. These factors may make it more challenging for us to enforce our intellectual property rights against infringement. The infringement of our intellectual property rights, particularly in these jurisdictions, may materially harm our business in these markets and elsewhere by reducing our sales, and adversely affecting our results of operations, and diluting our brand or reputation.

***Our contract manufacturers may not respect our intellectual property, and may produce products that compete with ours.***

Our contract manufacturers operate primarily in China, where the prosecution of intellectual property infringement and trade secret theft is more difficult than in the United States. In the past, our contract manufacturers, their affiliates, their other customers or their suppliers have attempted to participate in efforts to misappropriate our intellectual property and trade secrets to manufacture our products for themselves or others without our knowledge. Even if the agreements with our contract manufacturers, and applicable laws, prohibit them from misusing our intellectual property and trade secrets, we may be unsuccessful in monitoring and enforcing our intellectual property rights against them. We have in the past, and may continue to discover, counterfeit goods being sold as our products or as other brands.

***We operate in an industry with extensive intellectual property litigation.***

Our commercial success depends in part upon us and our component suppliers not infringing intellectual property rights owned by others, and being able to resolve intellectual property claims without major financial expenditures. Our key component suppliers are often targets of intellectual property claims, and we are subject to claims as well.

There are numerous patents and patent applications in the United States and other countries relating to communications technologies. It can be difficult or impossible to conduct meaningful searches for patents relating to our technologies, or to approach third parties to seek a license to their patents. Even extensive searches for patents that may be relevant to our products may not uncover all relevant patents and patent applications. Because of the existence of a large number of patents in the networking field, the secrecy of some pending patents, and the rapid rate of issuance of new patents, it is not economically practical or even possible to determine in advance whether a product or any of its components infringes or will infringe on the patent rights of others. The asserted claims and/or initiated litigation can include claims against us or our manufacturers, suppliers, or customers, alleging infringement of their proprietary rights with respect to our existing or future products or components of those products. Regardless of the merit of these claims, they can be time-consuming, result in costly litigation and diversion of technical and management personnel, or require us to develop a non-infringing technology or enter into license agreements. Where claims are made by customers, resistance even to unmeritorious claims could damage customer relationships.

We cannot determine with certainty whether any existing or future third-party intellectual property rights would require us to alter our technologies, obtain licenses or cease certain activities. There can be no assurance that licenses will be available on acceptable terms and conditions, if at all, or that our suppliers will indemnify us, or that any indemnification will be adequate to cover our costs if a claim were brought directly against us or our customers. Furthermore, because of the potential for high court awards that are not necessarily predictable, it is not unusual to find even arguably unmeritorious claims settled for significant amounts.

We have received, and may in the future receive, claims from third parties, including competitors and non-practicing entities, asserting intellectual property infringement and other related claims. We expect to continue to receive such intellectual property claims in the future. As our revenues grow and our profile increases, the frequency and significance of these claims may increase.

Whether or not there is merit to a given claim, it can be time consuming and costly to defend against, and could:

- adversely affect our relationships with our current or future users, customers and suppliers;

- cause delays or stoppages in the shipment of our products;
- cause us to modify or redesign our products;
- cause us to rebrand our products or services;
- subject us to a temporary or permanent injunction;
- divert management's attention and resources;
- subject us to significant damages or settlements;
- cause us to give up some of our intellectual property;
- require us to enter into costly licensing agreements; or
- require us to cease offering certain of our products or services.

Some of our competitors may have substantially greater resources than we do and may be able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time than we could. In addition, patent holding companies and other third-party non-practicing entities that focus on extracting royalties and settlements by enforcing patent rights may target our component suppliers, manufacturers, us, our distributors, members of our sales channels, our network operators and service providers, or other purchasers of our products. These companies typically have little or no product revenues and therefore our patents may provide little or no deterrence against such companies filing patent infringement lawsuits against our component suppliers, manufacturers, us, our distributors, members of our sales channels, network operators and service providers, or other purchasers of our products.

In addition to liability for monetary damages against us or, in certain circumstances, against end users of our products, we may be prohibited from developing, commercializing or continuing to provide certain of our products unless we obtain licenses from the holders of the patents or other intellectual property rights. We cannot assure you that we will be able to obtain any such licenses on commercially reasonable terms, or at all. If we do not obtain licenses, our business, results of operations and financial condition could be materially affected and we could, for example, be required to cease offering our products or be required to materially alter our products, which could involve substantial costs and time to develop.

***The production of counterfeit versions of our products may reduce our sales levels and damage our brand.***

We have in the past and continue to discover counterfeit versions of our products. Although we have taken steps to combat counterfeiting, it is difficult or impossible to detect or prevent all instances of counterfeiting. Particularly if the quality of counterfeit products is poor, damage could be done to our brand. Combating counterfeiting is difficult and expensive, and may not be successful, especially in countries that have a relatively weak legal regime for the protection of intellectual property.

***We use open source software in our products that may subject source code to public release or require us to re-engineer our products.***

We use open source software in certain of our products, and may use more open source software in the future.

There have been claims challenging the ownership of software and claims of copyright infringement against companies that use open source software in the development of their products. We could become subject to claims regarding the ownership of what we believe to be our proprietary software and claims of copyright infringement.

Usage of open source software can also lead to greater risks than the use of third-party commercial software, because open source licensors generally do not provide warranties or controls on origin of the software.

Some open source licenses contain requirements that users make available and license the source code for the modifications or derivative works that they create based upon the open source software. If we combine our proprietary software with open source software we could, in some circumstances, be required to release our proprietary source code publicly or license such source code on unfavorable terms or at no cost. That could significantly diminish the value of some of our products and negatively affect our business.

## **Risks Related to Our Management and Structure**

***We are reliant on our founder and Chief Executive Officer, Robert J. Pera, and the departure or loss of Mr. Pera or other key personnel would disrupt our business.***

Our success and future growth depend on the skills, working relationships and continued services of our founder, Chairman and Chief Executive Officer, Robert J. Pera, as well as the other members of our management team. We do not maintain any significant key person insurance with regard to any of our personnel. Mr. Pera, in particular, is central to our product development efforts and overall strategic direction. The departure or loss of Mr. Pera or any of the other members of our management team and the inability to identify and hire a qualified replacement timely would adversely affect our business, results of operations and financial condition. Our business model relies in part on leanly staffed, independent and efficient research and development teams. Our research and development teams are organized around small groups or individual contributors for a given platform, and there is little overlap in knowledge and responsibilities. In the event that we are unable to retain the services of any key contributors or are unable to identify and attract

additional contributors, we may be unable to bring our products or product improvements to market in a timely manner, if at all, due to disruption in our development activities.

Our future success also depends on our ability to attract, retain and motivate our management and skilled personnel. Competition for personnel exists in the industries in which we participate, particularly for persons with specialized experience in areas such as antenna design and radio frequency equipment. If we are unable to attract and retain the necessary personnel our business, results of operations and financial condition could be materially adversely affected.

***We may fail to manage our growth effectively and develop and implement appropriate control systems.***

We have substantially expanded our business and operations in recent periods, including increases in the number of our distributors, contract manufacturers, headcount locations and facilities. This rapid expansion places a significant strain on our managerial, administrative, and operational resources. Our business model reflects our decision to operate with streamlined infrastructure, with lower support and administrative headcount. This may increase the risks associated with managing our growth, and we may not have sufficient internal resources to adapt or respond to unexpected challenges and compliance requirements.

***Our profitability may decline as we expand into new product areas.***

We receive a substantial majority of our revenues from the sale of outdoor wireless networking equipment and enterprise WLAN. As we expand into other products and services, such as video surveillance equipment, voice communication equipment, security access equipment, wireless backhaul, consumer electronics, and machine-to-machine communications, we may not be able to compete effectively with existing market participants and may not be able to realize a positive return on the investment we have made in these products or services. Entering these markets may result in increased product development costs, and our new products may have extended time to market relative to our current products. If our introduction of a new product is not successful, or if we are not able to achieve the revenues or margins we expect, our results of operations may be harmed and we may not recover our product development and marketing expenditures.

We may also be required to add a traditional direct sales force and customer support personnel to market and support new or existing products, which would cause us to experience substantially lower product margins or increase our operating expenses. Adding a traditional direct sales force or customer support personnel would reduce our operating income and may not be successful.

***Our operating expenses are increasing as we make expenditures to enhance and expand our operations.***

Over the past several years, we have increased our expenditure on infrastructure to support our anticipated growth. We are continuing to make significant investments in information systems, hiring more administrative personnel, using more professional services and expanding our operations outside the United States. We intend to make additional investments in systems and personnel and continue to expand our operations to support anticipated growth in our business. As a result, we expect our operating expenses to increase.

In addition, we may need in the future to build a traditional direct sales force to market and sell our products or provide additional resources or cooperative funds to our distributors. Such changes to our existing sales model would likely result in higher selling, general and administrative expenses as a percentage of our revenues.

***Compliance with conflict mineral disclosure requirements necessitates additional compliance cost and may create reputational challenges.***

Pursuant to Section 1502 of the Dodd-Frank Act, United States publicly-traded companies are required to disclose use or potential use of certain minerals and their derivatives, including tantalum, tin, gold and tungsten, that are mined from the Democratic Republic of Congo and adjoining countries and deemed conflict minerals.

These requirements necessitate due diligence efforts to assess whether such minerals are used in our products in order to make the relevant required annual disclosures. There are, and will be, ongoing costs associated with complying with these disclosure requirements, including diligence to determine the sources of those minerals that may be used or necessary to the production of our products. Accordingly, our ability to determine with certainty the origin and chain of custody of these raw materials is limited. We may face reputational challenges that could impact future sales if we determine that certain of our products contain minerals not determined to be conflict free or if we are unable to verify with sufficient accuracy the origins of all conflict minerals used in our products.

***We rely on third-party software and services to conduct our enterprise resource planning, financial planning and analysis, and financial reporting. We also rely on third party software and service for our computing, storage, bandwidth, and other services. Any disruption of or interference with these services would negatively affect our operations and seriously harm our business.***

We currently use NetSuite and other software and services to conduct our order management and financial processes. The availability of this service is essential to the management of our business. As we expand our operations, we expect to utilize additional systems and service providers that may also be essential to managing our business. Although the systems and services that we require are typically available from a number of providers, it is time consuming and costly to qualify and implement these relationships.

We rely on third party service providers, such as G-Suite, Google Cloud and Amazon Web Services, to provide distributed computing infrastructure platforms for business operations, or what is commonly referred to as a “cloud” computing service. Any transition of the cloud services currently provided by these service providers to another cloud provider would be difficult to implement and will cause us to incur significant time and expense. If our existing cloud service providers experience interruptions in service regularly or for a prolonged basis, or other similar issues, our business would be seriously harmed. Additionally, our existing cloud service providers have broad discretion to change and interpret its terms of service and other policies with respect to us, and they may take actions beyond our control that could harm our business.

Our ability to manage our business would suffer if one or more of our providers suffer an interruption in their business, or experience delays, disruptions or quality control problems in their operations, or we have to change or add additional systems and services. We may not be able to control the quality of the systems and services we receive from third party service providers, which could impair our financial reporting and may negatively impact our business, results of operations and financial condition.

***Our debt levels could adversely affect our ability to raise additional capital to pay dividends, repurchase our shares of common stock and fund our operations or limit our ability to react to changes in our industry or the economy.***

As of December 31, 2022, our balance outstanding under the Third Amended and Restated Credit Agreement for our Term Facility and Revolving Facility (each as defined herein), was \$456.3 million and \$440.0 million, respectively. In the future we may need to raise additional capital to finance our payment of dividends or repurchase shares of our common stock and fund our growth and operational goals. If additional financing is not available when required or on acceptable terms, we may not be able to pay dividends, repurchase shares of common stock, expand our business, develop or enhance our products, take advantage of business opportunities or respond to competitive pressures, which could result in lower revenues and reduce the competitiveness of our products.

In addition, any potential debt level increases could have important consequences, including:

- requiring a substantial portion of cash flows from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flows to fund our operations and capital expenditures, pay dividends, repurchase shares of our common stock and pursue business opportunities;
- increasing our vulnerability to general industry and economic conditions;
- limiting our ability to make strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to competitors who are less highly leveraged or have access to more capital.

***If we are unable to integrate future acquisitions successfully, our business, results of operations and prospects could be harmed.***

We may make acquisitions to improve or expand our product offerings. Our future acquisition strategy will depend on our ability to identify, negotiate, complete and integrate acquisitions. These transactions involve numerous risks, including:

- difficulties in integrating and managing the operations, technologies and products of the companies we acquire, particularly in light of our lean organizational structure;
- diversion of our management’s attention from normal daily operation of our business;
- our inability to maintain the key business relationships and the brand equity of the businesses we acquire;
- our inability to retain key personnel of the acquired business, particularly in light of the demands we place on individual contributors;
- uncertainty of entry into markets in which we have limited or no prior experience and in which competitors have stronger market positions;
- our dependence on unfamiliar affiliates and partners of the companies we acquire;
- insufficient revenues to offset our increased expenses associated with acquisitions;
- our responsibility for the liabilities of the businesses we acquire, including those which we may not anticipate; and
- our inability to maintain internal standards, controls, procedures and policies, particularly in light of our lean organizational structure.

We may be unable to secure the equity or debt funding necessary to finance future acquisitions on terms that are acceptable to us. Completing acquisitions could consume significant amounts of cash. If we finance acquisitions by issuing equity or convertible debt securities, our existing stockholders will likely experience dilution, and if we finance future acquisitions with debt funding, we will incur interest expense and may have to comply with covenants and secure that debt obligation with our assets.

***Our investments in new businesses, products, services, technologies, joint ventures and other strategic transactions are inherently risky, and could disrupt our current operations.***

We have invested and expect to continue to invest in new businesses, products, services, technologies, joint ventures and other strategic initiatives. These investments may involve significant risks and uncertainties, including insufficient revenues from such investments to offset any new liabilities assumed and expenses incurred in connection with these new investments, inadequate return of or loss of our investments, distraction of management from current operations, and unidentified issues not discovered in our due diligence of such investments that could cause us to fail to realize the anticipated benefits of such investments and incur unanticipated costs, expenses and liabilities. Because these investments are inherently risky, no assurance can be given that such investments will be successful and will not adversely affect our reputation, business prospects, results of operation and financial condition.

***We may be adversely affected by changes in LIBOR reporting practices or the index used to replace LIBOR.***

Our Term Facility and Revolving Facility primarily use the London Interbank Offered Rate (“LIBOR”) to calculate interest due to our lenders. On July 27, 2017, the United Kingdom’s Financial Conduct Authority, which regulates LIBOR, announced that it intends to phase out LIBOR by the end of 2021. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, is considering replacing U.S. dollar LIBOR with a newly created index, calculated by reference to short-term repurchase agreements backed by U.S. Treasury securities, called the Secured Overnight Financing Rate (“SOFR”). Whether SOFR will become a widely accepted benchmark in place of LIBOR, however, remains in question. As such, the future of LIBOR and potential alternative reference rates are uncertain at this time. If LIBOR is discontinued, the terms of our Third Amended and Restated Credit Agreement provide for the use of an alternative rate. Such an event would not affect our ability to borrow or maintain already outstanding borrowings, but the alternative rate could be higher and more volatile than LIBOR prior to its discontinuance and may result in interest obligations which are higher or lower or that do not otherwise correlate over time with the interest payments that would have been made on such debt if LIBOR remained in its current form. Accordingly, the potential effects of the foregoing on our cost of capital cannot yet be determined. Further, the same costs and risks that may lead to the unavailability of LIBOR may make one or more of the alternative rate methods impossible or impracticable to determine. Any of these proposals or consequences could materially and adversely affect our financing costs, and as a result, our financial condition, operating results and cash flows.

### **Risks Related to Our Common Stock**

***Our Chief Executive Officer owns a majority of our common stock.***

Robert J. Pera, our founder, Chairman, and Chief Executive Officer, is able to exercise voting rights with respect to a majority of the voting power of our outstanding stock and therefore has the ability to control the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation, or sale of all or substantially all of our assets. This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support, or conversely this concentrated control could result in the consummation of such a transaction that our other stockholders do not support. This concentrated control could also discourage certain potential investors from acquiring our common stock and might harm the trading price of our stock. In addition, Mr. Pera has the ability to control the management and major strategic investments of our company as a result of his position as our Chief Executive Officer and his ability to control the election or replacement of our directors. In the event of his death, the shares of our stock that Mr. Pera owns will be transferred to his successors. As a board member and officer, Mr. Pera owes a fiduciary duty to our stockholders and must act in good faith in a manner he reasonably believes to be in the best interests of our stockholders. As a stockholder, even a controlling stockholder, Mr. Pera is entitled to vote his shares in his own interests, which may not always be in the interests of our stockholders generally.

As of February 3, 2023, Mr. Pera beneficially owned 56,278,181 shares of our common stock. These shares are eligible for resale into the public market within the restrictions imposed by Rule 144 under the Securities Act of 1933. Sales of a significant amount of Mr. Pera’s shares could adversely affect the market price for our common stock. Mr. Pera had informed us he has entered into arrangements under which he has pledged up to 25% of the shares of our common stock that he beneficially owns to secure loans with financial institutions. Mr. Pera had also indicated these loans have or will have various requirements to repay all or a portion of the loan upon the occurrence of various events, including when the price of the common stock goes below certain specified levels. Mr. Pera may need to sell shares of our common stock to meet these repayment requirements. Upon a default under one or more of these loans, the lender could sell the pledged shares into the market without limitation on volume or manner of sale. Sales of shares by Mr. Pera to reduce his loan balance or the lenders upon foreclosure are likely to adversely affect our stock price. Mr. Pera has also indicated to us that he may in the future from time to time pledge additional shares of common stock as collateral for margin or other loans, enter into derivative transactions based on the value of our common stock, dispose of shares of common stock, otherwise monetize shares of his common stock and/or engage in other transactions relating to shares of our common stock and/or other securities of the company. Any of these activities by Mr. Pera may adversely affect the price of our common stock. However, Mr. Pera has also indicated that he intends to continue to own at least a majority of our outstanding shares of common stock.

***Not paying cash dividends to our stockholders, or repurchasing shares of our common stock pursuant to our previously announced stock repurchase program, could cause the market price for our common stock to decline.***

Our payment of cash dividends is subject to, among other things, declaration by the Board of Directors of the Company, our financial position and results of operations, available cash and cash flow, capital requirements, our obligations, contingent liabilities, applicable corporate legal requirements, and other factors. If the Company fails to meet expectations related to dividends, its stock price may decline, which could have a material adverse impact on investor confidence and employee retention. These and other factors may also affect the continuation of, or activity under, our previously announced stock repurchase program. Failure to pay cash dividends could cause the market price of our common stock to decline. The discontinuance of, or lack of activity under, our previously announced stock repurchase program could also result in a lower market price of our common stock.

***Fluctuations in our results of operations could cause the market price of our common stock to decline.***

Our quarterly results of operations fluctuate significantly due to a variety of factors, many of which are outside of our control and are difficult or impossible to predict. We expect our results of operations will continue to fluctuate. You should not rely on our past results as an indication of our future performance. If our revenues or results of operations fall below the expectations of investors or securities analysts, or below any estimates we may provide to the market, the price of our common stock would likely decline substantially, which could have a material adverse impact on investor confidence and employee retention. Our common stock has experienced substantial price volatility since our initial public offering. In addition, the stock market as a whole has experienced major price and volume fluctuations that have affected the stock price of many technology companies in ways that may have been unrelated to these companies' operating performance.

Factors that could cause our results of operation and stock price to fluctuate include:

- varying demand for our products due to the financial and operating condition of our distributors and their customers, distributor inventory management practices and general economic conditions;
- shifts in our fulfillment practices including increasing inventory levels as part of efforts to decrease our delivery lead times;
- failure of our suppliers to provide chips or other components;
- failure of our contract manufacturers and suppliers to meet our demand;
- success and timing of new product introductions by us, and our competitors;
- increased warranty costs;
- announcements by us or our competitors regarding products, promotions or other transactions;
- costs related to legal proceedings or responding to government inquiries;
- our ability to control and reduce product costs; and
- expenses of our entry into new markets.

In addition, our business may be subject to seasonality, although our recent growth rates and timing of product introductions may have historically masked our seasonal changes in demand. For example, our consumer products may be subject to general seasonal spending trends associated with holidays.

### **Risks Related to Regulatory, Legal and Tax Matters**

***We are subject to export control and economic sanctions laws in the United States and elsewhere which could impair our ability to compete in international markets and subject us to liability if we do not comply with applicable laws.***

A substantial majority of our sales are into countries outside of the United States. Sales of our products into certain countries are restricted or prohibited under U.S. export control and economic sanctions laws. In addition, certain of our products incorporate encryption components that are subject to export control regulations.

In May 2011, we filed a self-disclosure statement with the U.S. Commerce Department, Bureau of Industry and Security's ("BIS") Office of Export Enforcement ("OEE") relating a review conducted by us regarding certain export transactions from 2008 through March 2011 in which products may have been later sold into Iran by third parties. In June 2011, we also filed a self-disclosure statement with the U.S. Department of the Treasury's Office of Foreign Asset Control ("OFAC") regarding these compliance issues. We resolved the matters described in our self-disclosures with the BIS and OFAC, and have taken significant steps towards ensuring our compliance with export control regulations and embargoes. It is, however, possible that violations may occur in the future. If violations should occur in the future, the response of regulators may be more severe in light of prior compliance concerns.

In addition to U.S. export regulations, various other countries regulate the import of certain encryption technology and products, and these laws could limit our ability to distribute our products or our customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations may create delays in the introduction of our products in other countries, prevent our customers with international operations from deploying our products or, in some cases, prevent the transfer of our products to certain countries altogether. Any change in export or import regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could

negatively impact our ability to sell our products to existing customers or the ability of our current and potential distributors, network operators and service providers outside the United States.

Even though we take precautions to prevent our products from being provided to targets of U.S. sanctions, our products, including our firmware updates, could be provided by our distributors, resellers and/or end users despite such precautions. Any such provision could have negative consequences, including government investigations, penalties and reputational harm. Our failure or inability to obtain required import or export approval for our products could harm our international and domestic sales and adversely affect our revenue.

***Existing and new regulations, changes in existing regulations, or the enforcement of any regulations related to our products may result in unanticipated burdens, costs and liabilities and could materially and adversely affect our financial condition, results of operations, and our brand.***

Our products are subject to governmental regulations in a variety of jurisdictions. In order to achieve and maintain market acceptance, our products must continue to comply with these regulations as well as a significant number of industry standards. For example, our wireless communication products operate through the transmission of radio signals, and radio emissions are subject to regulation in the United States and in other countries in which we do business. In the United States, various federal agencies including the Center for Devices and Radiological Health of the Food and Drug Administration, the Federal Communications Commission, the Occupational Safety and Health Administration and various state agencies have promulgated regulations that concern the use of radio/electromagnetic emissions standards. Member countries of the European Union and other countries have enacted similar standards concerning electrical safety and electromagnetic compatibility and emissions, and chemical substances and use standards.

As these regulations and standards evolve, and if new regulations or standards are implemented, we will be required to modify our products or develop and support new versions of our products, and our compliance with these regulations and standards may become more burdensome. The failure of our products to comply, or delays in compliance, with the various existing and evolving industry regulations and standards could prevent or delay introduction of our products, which could harm our business. End customer uncertainty regarding future policies may also affect demand for communications products, including our products. If existing laws or regulations regarding the use of our products or services are enforced in a manner not previously contemplated by us, our channel partners or our end customers, it could expose us or them to liability and could have a material adverse effect on our financial condition, results of operations, and our brand. Moreover, channel partners or end customers may require us, or we may otherwise deem it necessary or advisable, to alter our products to address actual or anticipated changes in the regulatory environment. Our inability to alter our products to address these requirements and any regulatory changes may have a material adverse effect on our financial condition, results of operations, and our brand. Further, the enforcement of laws and regulations may force us to withdraw one or more of our products from sale in certain jurisdictions or to recall one or more of our products in certain jurisdictions. We may incur costs and expenses relating to a withdrawal from a particular market or a recall of one or more of our products. The process of identifying products that have been widely distributed for withdrawals and recalls may be lengthy and require significant resources and we may incur significant replacement costs, damage claims and harm to our reputation. We are and expect to continue to be the subject of investigations, inquiries, data requests, actions, orders, and audits by government authorities and regulators in the United States, the European Union, and around the world. Orders issued by, or inquiries or enforcement actions initiated by, government or regulatory authorities could cause us to incur substantial costs, expose us to unanticipated liability or penalties or require us to change our business practices in a manner materially adverse to our financial condition, results of operations, and our brand.

***Our failure to comply with U.S. and foreign laws related to privacy, data security, cybersecurity and data protection, such as the E.U. Data Protection Directive and China Cybersecurity Law, could adversely affect our financial condition, results of operations, and our brand.***

We are or may become subject to a variety of laws and regulations in the United States and abroad regarding privacy, data security, cybersecurity and data protection. These laws and regulations are continuously evolving and developing. The scope and interpretation of the laws that are or may be applicable to us and our business, including our webstore sales, are often uncertain and may be conflicting, particularly with respect to foreign laws.

In particular, there are numerous U.S. federal, state, and local laws and regulations and foreign laws and regulations regarding privacy and the collection, sharing, use, processing, disclosure, and protection of personal information and other user data. Such laws and regulations often have changes in scope, may be subject to differing interpretations, and may be inconsistent among different jurisdictions. For example, in April 2016, the E.U. Parliament approved a new data protection regulation, known as the General Data Protection Regulation (“GDPR”), which came into force on May 25, 2018. The GDPR includes operational requirements for companies that receive or process personal data of residents of the European Union that are different than those previously in place in the European Union, and that include significant penalties for non-compliance. Another example, in November 2016, the Standing Committee of China’s National People’s Congress passed China’s first Cybersecurity Law (“CSL”), which took effect in June 2017. The CSL is the first Chinese law that systematically lays out the regulatory requirements on cybersecurity and data protection, subjecting many previously under-regulated or unregulated activities in cyberspace to government scrutiny. More recently, the Personal Information Security Specification went into effect in October 2020, which has broad but uncertain applications and imposes a number of new privacy and data security obligations. China is also implementing new legislation on the protection of privacy and

personal data, including a Personal Information Protection Law and a Data Security Law, each of which went into effect in September 2021 and may impose new obligations on us.

Additionally, California enacted the California Consumer Privacy Act (the “CCPA”) that, among other things, requires covered companies to provide new disclosures to California consumers, and afford such consumers new abilities to opt-out of certain sales of personal information. The CCPA took effect on January 1, 2020 with the privacy provisions enforceable by the California Attorney General as of July 1, 2020, and the regulations becoming enforceable as of August 1, 2020. Given the recent implementation of the regulations, we cannot yet predict the impact of the CCPA on our business or operations. The costs of compliance with, and other burdens imposed by, the GDPR, CSL and CCPA may limit the use and adoption of our products and services and could have an adverse impact on our business, results of operations and financial condition. Further, it is anticipated that the California Privacy Rights Act, or CPRA, effective January 1, 2023, will significantly expand the CCPA, creating obligations relating to consumer data beginning on January 1, 2023, with implementing regulations expected in the third or fourth quarter of 2022, and enforcement beginning July 1, 2023. It will also create a new California Privacy Protection Agency authorized to issue substantive regulations and enforce the CPRA, which could result in increased privacy and information security enforcement. Other states have enacted data privacy laws as well. For example, Virginia passed the Consumer Data Protection Act, Colorado passed the Colorado Privacy Act, Utah passed the Utah Consumer Privacy Act and Connecticut passed the Act Concerning Personal Data Privacy and Online Monitoring, each of which become effective in 2023. In addition, data privacy and security laws have been proposed at the federal, state, and local levels in recent years, which could further complicate compliance efforts.

We strive to comply with all applicable laws, policies and legal obligations relating to privacy, data security, cybersecurity and data protection. However, given that the scope, interpretation, and application of these laws and regulations are often uncertain and may be conflicting, it is possible that these obligations may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Any failure or perceived failure by us or third-party service-providers to comply with our privacy or security policies or privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other user data, may result in governmental enforcement actions, litigation, or negative publicity, and could have an adverse effect on our brand, results of operations and financial condition.

Governments are continuing to focus on privacy, cybersecurity, data protection and data security and it is possible that new privacy or data security laws will be passed or existing laws will be amended in a way that is material to our business. Any significant change to applicable laws, regulations, or industry practices regarding our employees’ and users’ data could require us to modify our business, services and products features, possibly in a material manner, and may limit our ability to develop new products, services, and features. Although we have made efforts to design our policies, procedures, and systems to comply with the current requirements of applicable state, federal, and foreign laws, changes to applicable laws and regulations in this area could subject us to additional regulation and oversight, any of which could significantly increase our operating costs.

***Government regulations designed to protect personal privacy may make it difficult for us to sell our products.***

Our products may transmit and store personal information. The handling of such information is increasingly subject to regulations in numerous jurisdictions around the world. These regulations are typically intended to protect the privacy and security of personal information that is collected, stored and transmitted in or from the governing jurisdiction. In addition, because various foreign jurisdictions have different regulations concerning the storage and transmission of personal information, we may face unknown requirements that pose compliance challenges in new geographic markets that we seek to enter. Our efforts to protect the privacy of information may also fail if our encryption and security technology is inadequate or fails to operate as expected. The difficulties in complying with privacy and data protection regulations could subject us to costs, delayed product launches, liabilities or negative publicity that could impair our ability to maintain or expand our operations into some countries and therefore limit our future growth.

***The vast majority of our products rely on the availability of specific unlicensed radio frequency spectrum.***

The vast majority of our products operate in unlicensed radio frequency (“RF”) spectrum, which is used by a wide range of devices such as cordless phones, baby monitors, and microwave ovens, and is becoming increasingly crowded. If such spectrum usage continues to increase through the proliferation of consumer electronics and products competitive with ours, and others, the resultant higher levels of clutter and interference in the frequency bands used by our products could decrease the usage of our products. Our business could be further harmed if currently unlicensed RF spectrum becomes subject to licensing in the United States or elsewhere. Network operators and service providers that use our products may be unable to obtain licenses for RF spectrum at reasonable prices or at all. Even if the unlicensed spectrum remains unlicensed, existing and new government regulations may require we make changes in our products. For example, to provide products for network operators and service providers who utilize unlicensed RF spectrum, we may be required to limit their ability to use our products in licensed RF spectrum. The operation of our products by network operators or service providers in the United States or elsewhere in a manner not in compliance with local law could result in fines, operational disruption, or harm to our reputation. In addition, if new spectrums, either licensed or unlicensed, are made available by government regulatory agencies for broadband wireless communication that may disrupt the competitive landscape of our industry and impact our business.



***We could be adversely affected by unfavorable results in litigation.***

We may be involved, from time to time, in a variety of claims, lawsuits, investigations, and proceedings relating to contractual disputes, intellectual property rights, employment matters, regulatory compliance matters, consumer or securities class-actions and other litigation matters relating to various claims that arise in the normal course of business and otherwise. It can be difficult or impossible to predict the outcome of legal proceedings with any degree of certainty, particularly given that laws may be ambiguous and factual findings can often be the result of incomplete evidence, opinions, varying standards or proof, and extraneous factors. Any such proceedings or matters may adversely affect how we operate the business, divert the attention of management from the operation of the business, have an adverse effect on our reputation, result in additional costs and adversely affect our results of operations. If one or more of the legal proceedings to which we may be or become a party are resolved against us, our results of operations and financial condition could be adversely affected.

***We may become subject to warranty claims, product liability and product recalls.***

We have received, and may in the future receive, warranty or product liability claims that may require us to make significant expenditures to defend these claims or pay damage awards. In the event of a successful warranty claim, we may also incur costs if we compensate the affected network operator or service provider. Such claims may require a significant amount of time and expense to resolve and defend against, and could also harm our reputation by calling into question the quality of our products. We also may incur costs and expenses relating to a recall of one or more of our products. The process of identifying recalled products that have been widely distributed may be lengthy and require significant resources and we may incur significant replacement costs, contract damage claims and harm to our reputation.

***Our customers and the users of our products may expect us to indemnify them against claims for intellectual property infringement, defective products and other losses.***

Our customers, users and other parties may expect us to indemnify them for losses incurred in connection with our products, including as a result of intellectual property infringement, defective products, and security vulnerabilities, even if our agreements with them do not require us to provide this indemnification. In some instances, we may decide to defend and indemnify them, irrespective of whether we believe that we have an obligation to do so. The expenses associated with providing indemnification can be substantial. We may also reject demands for indemnification, which may lead to disputes with a customer or other party and may negatively impact our relationships with them.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial condition or results of operations or safeguard our assets.***

Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with other controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting obligations, and prevent us from producing accurate and timely financial statements to manage our business. If we fail to do so, our business could be negatively affected and our independent registered public accounting firm may be unable to attest to the fair presentation of our consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q in accordance with accounting principles generally accepted in the United States of America ("GAAP") and the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. If we cannot provide reliable financial reports and effectively prevent fraud, our reputation and results of operations could be harmed. Even effective internal controls have inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. The preparation of consolidated financial statements also requires us to make estimates and assumptions. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. Additionally, as the COVID-19 pandemic continues to develop, many of our estimates could require increased judgment and carry a higher degree of variability and volatility. As events continue to evolve our estimates may change materially in future periods. In addition, projections of any evaluation of effectiveness of internal control over financial reporting in future periods are subject to the risk that the control may become inadequate because of changes in conditions or a deterioration in the degree of compliance with the policies or procedures. We have in the past and may in the future fail to maintain adequate internal controls. For example, as reported in the Annual Reports on Form 10-K for the years ended June 30, 2015 and 2016, management of the Company determined that the Company did not maintain an effective control environment, which contributed to three material weaknesses in internal control over financial reporting. As described in more detail in the Annual Report on Form 10-K for the fiscal year ended June 30, 2017, under Item 9A. "Controls and Procedures", the Company completed the remediation efforts of such material weakness, completed testing of the controls to address such material weaknesses and concluded that the previously reported material weaknesses in internal controls over financial reporting have been satisfactorily remediated as of June 30, 2017. Any such failure (including any failure to implement new or improved controls, difficulties in the execution of such implementation or deterioration of our current control practices) may result in an inability to prevent fraud, or cause us to fail to meet our reporting obligations. Any such failures may cause a material adverse effect on our business and financial results, and investor confidence and the market price of our stock may be adversely affected.

***Failure to comply with the FCPA and similar laws could subject us to penalties and other adverse consequences.***

We face significant risks if we fail to comply with the FCPA and other laws (such as the U.K. Bribery Act of 2010) that prohibit improper payments or offers of payment to foreign governments and their officials and political parties by us and other business entities acting on our behalf for the purpose of obtaining or retaining business, particularly as our foreign operations, such as in Taiwan, become increasingly important to our business.

In many foreign countries, particularly in countries with developing economies, which represent our principal markets, it may be a local custom that businesses operating in such countries engage in business practices that are prohibited by the FCPA or other laws and regulations. Although we have implemented a company policy requiring our employees and consultants to comply with the FCPA and similar laws, there can be no assurance that all of our employees, and agents, as well as those companies to which we outsource certain of our business operations, will not take actions in violation of our policies, for which we may be ultimately held responsible. Any violation of FCPA or similar laws could result in severe criminal or civil sanctions and suspension or debarment from U.S. government contracting, which could have a material and adverse effect on our reputation, business, results of operations and financial condition.

***Our results could be adversely affected by unfavorable tax law changes, an unfavorable government review of our tax returns, or changes in our geographic earnings mix.***

We are subject to periodic audits or other reviews by tax authorities in the jurisdictions in which we conduct our activities. Tax authorities could challenge our assertions with respect to how we have conducted our business operations which might result in a claim for larger tax payments from us, including, but not limited to, income and withholding taxes and potential fines or penalties. The expense of defending and resolving such audits may be significant. The amount of time to resolve such audits is also unpredictable and may divert management's attention from our business operations. We regularly assess the likelihood of favorable or unfavorable outcomes resulting from these audits or other reviews to determine the adequacy of our provision for income taxes. Although we believe our tax estimates are reasonable, there can be no assurance that any final determination will not be materially different from the treatment reflected in our historical income tax provisions and accruals, which could materially and adversely affect our business, results of operations and financial condition.

In the ordinary course of our business, there are many instances where the determination of tax implications is uncertain. Our calculations of income taxes may be based on our interpretations of applicable tax laws in the jurisdictions in which we file. The final determination of our income tax liabilities may be materially different than what is reflected in our income tax provisions and accruals.

The legislative bodies in many jurisdictions regularly consider proposed legislation that, if adopted, could affect our tax rate in such jurisdictions, and the carrying value of our deferred tax assets or our tax liabilities. Multi-jurisdictional changes enacted in response to the guidelines provided by the Organization for Economic Cooperation and Development ("OECD") to address base erosion and profit shifting ("BEPS"), and additional amendments or guidance regarding comprehensive U.S. tax reform, among other things, may change certain U.S. tax rules impacting the way U.S. multinationals are taxed, increase tax uncertainty and adversely impact our provision for income taxes.

As a global company, we conduct operations in multiple jurisdictions, and therefore our effective tax rate is influenced by the amounts of income and expense attributed to each such jurisdiction and the amount and type of presence in each such jurisdiction. If such amounts were to change so as to increase the amounts of our net income subject to taxation in higher tax jurisdictions, or if we were to increase our operations in jurisdictions assessing relatively higher tax rates, our effective tax rate could be adversely affected. Additionally, withholding taxes vary by jurisdiction and any changes to our operations in each jurisdiction could result in greater taxation to the company. A number of factors may affect our future effective tax rates including, but not limited to:

- the interpretation of country-by-country reports and outcome of discussions with various tax authorities regarding intercompany transfer pricing arrangements;
- changes that involve Ubiquiti's supply chain outside of the United States;
- changes in the composition of earnings in countries or states with differing tax rates;
- the resolution of issues arising from tax audits with various tax authorities,
- changes to tax laws regarding R&D tax credits;
- changes in stock-based compensation; and
- changes in tax law and/or generally accepted accounting principles.

From time to time the United States, foreign and state governments make substantive changes to tax laws and regulations. For example, in 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act, which made a number of changes, including changing the taxation of certain foreign earnings and the requirement to capitalize and amortize research and development expenditures. Further, in 2022, the U.S. government enacted the Inflation Reduction Act, which made a number of changes, including adding a 1% excise tax on stock buybacks by publicly-traded corporations and a 15% corporate

minimum tax for companies with higher than \$1 billion of certain adjusted financial statement income. As a result of the 1% excise tax, the cost to us of making repurchases will increase and the number of shares repurchased pursuant to our stock repurchase programs will be reduced. Changes in tax laws and regulations and interpretations of such laws and regulations, including taxation of earnings outside of the U.S., may materially and adversely affect our business, results of operations and financial condition.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

### Issuer Purchases of Equity Securities

The following table provides information with respect to the Company's share repurchase programs and the activity under the available share repurchase programs during the six months ended December 31, 2022 (in millions, except share and per share amounts):

Date of Publicly Announced Program	Amount of Publicly Announced Program	Total Number of Shares Purchased as Part of Publicly Announced Programs	Average Price Paid per Share	Total Aggregate Amount Paid	Period of Purchases	Estimated Remaining Balance Available for Share Repurchases under the Program	Expiration date of Program
May 6, 2022	\$200	—	\$—	\$—	N/A	\$200	9/30/2023

There was no Common Stock repurchase activity under the share repurchase programs during the six months ended December 31, 2022.

### Item 3. Defaults upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

None.

### Item 5. Other Information

None.

**Item 6.****Exhibits**

<b>Exhibit Number</b>		<b>Incorporated by Reference from Form</b>	<b>Incorporated by Reference from Exhibit Number</b>	<b>Date Filed</b>	<b>Filed Herewith</b>
31.1	Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.				X
31.2	Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.				X
32.1	Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.				X
101.INS	Inline XBRL Instance Document				
101.SCH	Inline XBRL Taxonomy Schema Linkbase Document				
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document				
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document				
101.LAB	Inline XBRL Taxonomy Labels Linkbase Document				
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document				
104	Cover Page Interactive Data File - (formatted as Inline XBRL and contained in Exhibit 101)				

### Signatures

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

#### UBIQUITI INC.

Dated: February 3, 2023

By: /s/ Robert J. Pera  
Robert J. Pera  
*Chief Executive Officer and Director*  
*(Principal Executive Officer)*

Dated: February 3, 2023

By: /s/ Kevin Radigan  
Kevin Radigan  
*Chief Accounting and Finance Officer and*  
*Principal Accounting Officer*  
*(Principal Financial Officer)*

## Exhibit Index

Exhibit Number		Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed	Filed Herewith
<a href="#"><u>31.1</u></a>	<a href="#"><u>Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.</u></a>				X
<a href="#"><u>31.2</u></a>	<a href="#"><u>Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.</u></a>				X
<a href="#"><u>32.1</u></a>	<a href="#"><u>Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.</u></a>				X
101.INS	Inline XBRL Instance Document				
101.SCH	Inline XBRL Taxonomy Schema Linkbase Document				
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document				
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document				
101.LAB	Inline XBRL Taxonomy Labels Linkbase Document				
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document				
104	Cover Page Interactive Data File - (formatted as Inline XBRL and contained in Exhibit 101)				

**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**

I, Robert J. Pera, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ubiquiti Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 3, 2023

/s/ Robert J. Pera

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Robert J. Pera  
Chief Executive Officer and Director  
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL 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**

I, Kevin Radigan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ubiquiti Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 3, 2023

/s/ Kevin Radigan

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Kevin Radigan  
Chief Accounting and Finance Officer  
(Principal Financial Officer)



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

I, Robert J. Pera, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Ubiquiti Inc. on Form 10-Q for the fiscal quarter ended December 31, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Ubiquiti Inc.

Date: February 3, 2023

By: /s/ Robert J. Pera  
Name: Robert J. Pera  
Title: Chief Executive Officer and Director  
(Principal Executive Officer)

I, Kevin Radigan, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Ubiquiti Inc. on Form 10-Q for the fiscal quarter ended December 31, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Ubiquiti Inc.

Date: February 3, 2023

By: /s/ Kevin Radigan  
Name: Kevin Radigan  
Title: Chief Accounting and Finance Officer  
(Principal Financial Officer)