Table of Contents

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 September 30, 2026

OR

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

For the transition period from to

Commission File No. 001-35300

UBIQUITI INC.

(Exact name of registrant as specified in its charter)

Delaware	**32-0097377**
(State or other jurisdiction of incorporation or organization)	**(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)

N/A

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

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

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $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 such files). Yes ☒ No ☐

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

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

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

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

As of November 5, 2026, 60,479,485 shares of Common Stock, par value $0.001, were issued and outstanding.

UBIQUITI INC.

INDEX TO

QUARTERLY REPORT ON FORM 10-Q

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2026

PART I: FINANCIAL INFORMATION	**4**
Item 1. Financial Statements (Unaudited)	4
Consolidated Balance Sheets	4
Consolidated Statements of Operations and Comprehensive Income	5
Consolidated Statements of Stockholders' Equity	6
Consolidated Statements of Cash Flows	7
Notes to Consolidated Financial Statements	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	21
Item 3. Quantitative and Qualitative Disclosures about Market Risk	31
Item 4. Controls and Procedures	31
PART II: OTHER INFORMATION	**32**
Item 1. Legal Proceedings	32
Item 1A. Risk Factors	32
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	56
Item 3. Defaults upon Senior Securities	56
Item 4. Mine Safety Disclosures	56
Item 5. Other Information	56
Item 6. Exhibits	57
Signatures	58

PART I: FINANCIAL INFORMATION

Item 1. ***Financial Statements (Unaudited)***

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

	September 30, 2026	June 30, 2026
Assets		
Current assets:		
Cash and cash equivalents	$ 549,351	$ 522,579
Investments — short-term	296,120	88,620
Accounts receivable, net of allowance for doubtful accounts of $13,113 and $12,125 at September 30, 2026 and June 30, 2026, respectively	319,940	301,688
Inventories	779,269	780,440
Vendor deposits	109,505	73,194
Prepaid expenses and other current assets	86,534	67,955
Total current assets	2,140,719	1,834,476
Property and equipment, net	76,465	75,908
Operating lease right-of-use assets, net	71,940	75,854
Deferred tax assets	143,840	143,862
Other long-term assets	67,927	68,090
Total assets	$ 2,500,891	$ 2,198,190
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 366,452	$ 432,221
Income taxes payable	72,829	10,761
Other current liabilities	244,158	183,645
Total current liabilities	683,439	626,627
Income taxes payable — long-term	25,344	24,826
Operating lease liabilities — long-term	61,989	65,268
Deferred tax liability	—	349
Other long-term liabilities	45,739	40,874
Total liabilities	816,511	757,944
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Preferred stock—$0.001 par value; 50,000,000 shares authorized; none issued	—	—
Common stock—$0.001 par value; 500,000,000 shares authorized:		
60,501,732 and 60,522,091 issued and outstanding as of September 30, 2026 and June 30, 2026, respectively	61	61
Additional paid–in capital	7,676	22,396
Accumulated other comprehensive (loss)	(1,084)	(4)
Retained earnings	1,677,727	1,417,793
Total stockholders' equity	1,684,380	1,440,246
Total liabilities and stockholders' equity	$ 2,500,891	$ 2,198,190

See accompanying notes to consolidated financial statements (unaudited).

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

	Three Months Ended September 30,	
	2026	2025
Revenues	$ 1,026,248	$ 733,773
Cost of revenues	540,900	396,364
Gross profit	485,348	337,409
Operating expenses:		
Research and development	53,241	48,543
Sales, general and administrative	40,640	27,144
Total operating expenses	93,881	75,687
Income from operations	391,467	261,722
Interest income (expense) and other, net	6,162	(3,182)
Income before income taxes	397,629	258,540
Provision for income taxes	77,166	50,664
Net income	$ 320,463	$ 207,876
Net income per share of common stock:		
Basic	$ 5.29	$ 3.44
Diluted	$ 5.29	$ 3.43
Weighted average shares used in computing net income per share of common stock:		
Basic	60,524	60,499
Diluted	60,564	60,559
Other comprehensive income:		
Unrealized (losses) gains on available-for-sale securities, net of taxes	$ (1,080)	$ —
Other comprehensive (loss) income	(1,080)	—
Comprehensive income	$ 319,383	$ 207,876

See accompanying notes to consolidated financial statements (unaudited).

UBIQUITI INC.
Consolidated Statements of Stockholders' Equity
(In thousands, except share data)
(Unaudited)

	Three Months Ended September 30, 2026					
	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Amount	Amount	Amount	Amount
Balance at June 30, 2026	60,522,091	$ 61	$ 22,396	$ 1,417,793	$ (4)	$ 1,440,246
Net Income	—	—	—	320,463	—	320,463
Other comprehensive (loss) income	—	—	—	—	(1,080)	(1,080)
Restricted stock units issued, net of tax withholdings	7,050	—	(1,638)	—	—	(1,638)
Repurchases of Common Stock	(27,409)	—	(15,103)	—	—	(15,103)
Share-based compensation expense	—	—	2,021	—	—	2,021
Dividends paid on Common Stock ($1.00 per share)	—	—	—	(60,529)	—	(60,529)
Balance at September 30, 2026	60,501,732	$ 61	$ 7,676	$ 1,677,727	$ (1,084)	$ 1,684,380

	Three Months Ended September 30, 2025				
	Common Stock		Additional Paid-In Capital	Retained Earnings	Total Stockholders' Equity
	Shares	Amount	Amount	Amount	Amount
Balance at June 30, 2025	60,492,105	$ 61	$ 17,075	$ 651,124	$ 668,260
Net Income	—	—	—	207,876	207,876
Restricted stock units issued, net of tax withholdings	7,450	—	(1,178)	—	(1,178)
Share-based compensation expense	—	—	1,884	—	1,884
Dividends paid on Common Stock ($0.80 per share)	—	—	—	(48,398)	(48,398)
Balance at September 30, 2025	60,499,555	$ 61	$ 17,781	$ 810,602	$ 828,444

See accompanying notes to consolidated financial statements (unaudited).

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

	Three Months Ended September 30,	
	2026	**2025**
Cash Flows from Operating Activities:		
Net income	$ 320,463	$ 207,876
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,126	5,089
Amortization of debt issuance costs	50	332
Provision for excess and obsolete inventory	2,116	1,327
Provision for loss on vendor deposits	2,778	4,349
Share-based compensation	2,021	1,884
Deferred taxes	(327)	(318)
Provision for bad debt	988	(26)
Other, net	(405)	(358)
Changes in operating assets and liabilities:		
Accounts receivable	(19,240)	(694)
Inventories	(1,061)	(6,557)
Vendor deposits	(39,089)	1,819
Prepaid expenses and other assets	(18,530)	(175)
Accounts payable	(65,100)	79,337
Income taxes payable	62,586	8,346
Deferred revenues	8,956	8,104
Accrued and other liabilities	57,297	(111,883)
Net cash provided by operating activities	318,629	198,452
Cash Flows from Investing Activities:		
Purchase of property and equipment and other long-term assets	(6,277)	(5,158)
Purchase of investments	(240,630)	—
Proceeds from sale/ maturities of investments (Gross Sale proceeds $8,441 and gross realized loss $10)	32,169	—
Net cash used in investing activities	(214,738)	(5,158)
Cash Flows from Financing Activities:		
Repayment against credit facility- Term	—	(116,250)
Repurchases of common stock	(14,952)	—
Payment of common stock cash dividends	(60,529)	(48,398)
Tax withholdings related to net share settlements of restricted stock units	(1,638)	(1,178)
Net cash used in financing activities	(77,119)	(165,826)
Net increase in cash and cash equivalents	26,772	27,468
Cash and cash equivalents at beginning of period	522,579	149,727
Cash and cash equivalents at end of period	$ 549,351	$ 177,195
Supplemental Disclosure of Cash Flow Information:		
Income taxes paid, net of refunds	$ 14,965	$ 42,751
Interest paid	$ —	$ 3,230
Non-Cash Investing and Financing Activities:		
Right-of-use asset recognized	$ —	$ 484
Unpaid property and equipment and other long-term assets	$ 1,532	$ 711

See accompanying notes to consolidated financial statements (unaudited).

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 technology platforms for high-capacity distributed Internet access, unified information for secure and easily managed network infrastructure, connected sensors, cameras, access devices, appliances and other endpoint devices for enterprises, industrial and service-provider environments.

The Company operates on a fiscal year ending June 30. In these notes, Ubiquiti refers to the fiscal years ending June 30, 2027 and 2026, as fiscal 2027 and fiscal 2026, 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, 2026 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, 2026, included in its Annual Report on Form 10-K, as filed with the SEC on August 21, 2026 (the "Annual Report"). The results of operations for the three months ended September 30, 2026 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, 2026, included in the Annual Report. 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 U.S. 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 estimates and assumptions include, but are not limited to, revenue recognition and deferred revenue; 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. We evaluate our estimates and assumptions based on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ materially from those estimates.

Newly Adopted Accounting Standards

Measurement of Credit Losses for Accounts Receivable and Contract Assets
In July 2025, the FASB issued ASU No. 2025-05, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets ("ASU 2025-05"). The amendments in this update provide a practical expedient permitting a public business entity to assume that conditions at the balance sheet date remain unchanged over the life of the asset when estimating expected credit losses for current classified accounts receivable and contract assets. The Company adopted ASU 2025-05 for its fiscal year beginning July 1, 2026 on a prospective basis. The adoption did not have any material impact on the Company's results of operations, cash flows or financial condition.

Recent Accounting Pronouncements Not Yet Effective

Disaggregation of Expenses
In November 2024, the FASB issued ASU No. 2024-03 Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40), Disaggregation of Income Statement Expenses ("ASU 2024-03") which requires public business entities to disclose in the notes to the financial statements, among other things, specific information about certain costs and expenses including purchases of inventory; employee compensation; and depreciation, amortization and depletion expenses for each caption on the income statement where such expenses are included. The amendments in ASU 2024-03 will become effective for annual disclosures in the Company's fiscal year beginning July 1, 2027, with interim period disclosures required effective with the

Company's fiscal year beginning July 1, 2028. Early adoption is permitted, and the amendments may be applied prospectively to reporting periods after the effective date or retrospectively to all periods presented in the financial statements. We expect this ASU to only impact our disclosures with no impact to our results of operations, cash flows, and financial condition.

Interim Reporting

In December 2025, the FASB issued ASU No. 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements. The ASU clarifies interim disclosure requirements and the applicability of Topic 270. The objective of the amendments is to provide further clarity about the current interim disclosure requirements. The ASU is effective for the Company for interim reporting periods within annual reporting periods beginning July 1, 2028. Adoption of this ASU can be applied using either a prospective or a retrospective approach. Early adoption is permitted. We are currently evaluating the provisions of this ASU and do not expect this ASU to have a material impact on our consolidated financial statements.

Codification Improvements

In December 2025, the FASB issued ASU No. 2025-12, Codification Improvements. The ASU addresses thirty-three items, representing the changes to the ASC that (1) clarify, (2) correct errors, or (3) make minor improvements. Generally, the amendments in this ASU are not intended to result in significant changes for most entities. The ASU is effective for the Company for interim reporting periods within annual reporting periods beginning July 1, 2027. The adoption method of this ASU may vary, on an issue-by-issue basis. Early adoption is permitted. We are currently evaluating the provisions of this ASU and do not expect this ASU to have a material impact on our consolidated financial statements.

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 we expect 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 14, "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 the Company’s 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 September 30, 2026 and June 30, 2026, the Company’s customer deposits were $4.1 million and $1.2 million, respectively.

As of September 30, 2026, the Company’s deferred revenue, included in other current liabilities and other long-term liabilities, was $59.6 million and $45.6 million, respectively.

As of June 30, 2026, the Company’s deferred revenue, included in other current liabilities and other long-term liabilities, was $55.3 million and $40.9 million, respectively.

We expect the majority of our deferred revenue to convert to revenue within three years. For the three months ended September 30, 2026, we recognized revenues amounting to $21.2 million from the deferred revenue balance as of June 30, 2026. For the three months ended September 30, 2025, we recognized revenues amounting to $13.0 million from the deferred revenue balance as of June 30, 2025.

NOTE 4—FAIR VALUE OF FINANCIAL INSTRUMENTS

The following tables summarize the Company's financial instruments' amortized cost, gross unrealized gains and losses, and fair value by significant investment category (in thousands):

	September 30, 2026					
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents (1)	Short-Term Investments
Level 1						
Money market funds	$ 2,676	$ —	$ —	$ 2,676	$ 2,676	$ —
Subtotal	$ 2,676	$ —	$ —	$ 2,676	$ 2,676	$ —
Level 2						
Asset-backed securities	58,850	—	(126)	58,724	—	58,724
Corporate bonds	170,231	—	(739)	169,492	—	169,492
US Government bonds	68,123	—	(219)	67,904	—	67,904
Subtotal	$ 297,204	$ —	$ (1,084)	$ 296,120	$ —	$ 296,120
Total	$ 299,880	$ —	$ (1,084)	$ 298,796	$ 2,676	$ 296,120

(1) Cash and cash equivalents on the Consolidated Balance Sheets includes securities that have a maturity of three months or less at the date of purchase. The carrying amount approximates fair value, primarily due to the short maturity of cash equivalent instruments.

	June 30, 2026					
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash and Cash Equivalents (1)	Short-Term Investments
Level 1						
Money market funds	$ 10,667	$ —	$ —	$ 10,667	$ 10,667	$ —
Subtotal	$ 10,667	$ —	$ —	$ 10,667	$ 10,667	$ —
Level 2						
Asset-backed securities	11,832	—	—	11,832	—	11,832
Corporate bonds	38,906	—	(6)	38,900	—	38,900
US Government bonds	37,886	2	—	37,888	—	37,888
Subtotal	$ 88,624	$ 2	$ (6)	$ 88,620	$ —	$ 88,620
Total	$ 99,291	$ 2	$ (6)	$ 99,287	$ 10,667	$ 88,620

During the three months ended September 30, 2026, interest income on the Company's investment securities was $2.2 million.

The Company did not have any material continuous unrealized loss position from marketable securities as of September 30, 2026 and June 30, 2026.

The following table represents the adjusted costs and fair value of cash equivalents and investments by contractual maturity as of September 30, 2026 (in thousands):

	Available-For-Sale/ Cash Equivalents	
	Amortized Cost	Fair Value
Due within 1 year	$ 109,368	$ 109,127
Due after 1 year through 5 years	190,512	189,669
Total	$ 299,880	$ 298,796

All of the Company's available-for-sale securities are available to the Company for use in current operations. As a result, the Company classified all of its securities as current assets even if the stated maturity of some individual securities may be one year or more beyond the balance sheet date. These investments are recorded in the Consolidated Balance Sheets at fair value using quoted prices in active markets for similar securities and unrealized gains and losses on these investments are included as a separate component of accumulated other comprehensive income (loss) (AOCI), net of tax.

For certain of the Company’s financial instruments, other than those presented in the disclosures above, including cash, accounts receivable, accounts payable and other current liabilities, the carrying amounts approximate fair value due to their short maturities.

NOTE 5—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 September 30,	
	2026	2025
Numerator:		
Net income	$ 320,463	$ 207,876
Denominator:		
Weighted-average shares used in computing basic earnings per share	60,524	60,499
Add—dilutive potential common shares:		
Restricted stock units	40	60
Weighted-average shares used in computing diluted net income per share	60,564	60,559
Net income per share of common stock:		
Basic	$ 5.29	$ 3.44
Diluted	$ 5.29	$ 3.43

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 6—BALANCE SHEET COMPONENTS

Inventories

Inventories consisted of the following (in thousands):

	September 30, 2026	June 30, 2026
Finished goods	$ 689,715	$ 703,361
Raw materials	89,554	77,079
Total	$ 779,269	$ 780,440

Prepaid expenses and other current assets

Prepaid expenses and other current assets consisted of the following (in thousands):

	September 30, 2026	June 30, 2026
Prepaid income taxes	$ 7,943	$ 7,871
Prepaid expenses and other current assets	65,648	48,390
Other taxes	12,943	11,694
Total	$ 86,534	$ 67,955

Property and Equipment, Net

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

	September 30, 2026	June 30, 2026
Testing equipment	$ 22,345	$ 21,970
Tooling equipment	42,024	38,433
Leasehold improvements	29,292	28,968
Computer and other equipment	9,532	9,337
Software	8,582	8,440
Furniture and fixtures	2,805	2,164
Corporate aircraft	65,807	65,807
Property and equipment, gross	180,387	175,119
Less: Accumulated depreciation and amortization	(103,922)	(99,211)
Property and equipment, net	$ 76,465	$ 75,908

Other Long-term Assets

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

	September 30, 2026	June 30, 2026
Hong Kong Tax deposit [(1)]	$ 60,308	$ 60,343
Intangible assets, net [(2)(3)]	1,674	1,738
Other long-term assets, net	5,945	6,009
Total	$ 67,927	$ 68,090

(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 13, "Income Taxes" to the consolidated financial statements for additional details regarding this ongoing tax audit.
(2) Accumulated amortization was $8.6 million and $8.5 million as of September 30, 2026, and June 30, 2026, respectively.
(3) Amortization expense for intangible assets was $0.1 million and $0.4 million for the three months ended September 30, 2026 and 2025, respectively.

The following table presents expected future intangible asset amortization as of September 30, 2026 (in thousands):

Remainder of Fiscal 2027	$ 188
Fiscal 2028	253
Fiscal 2029	245
Fiscal 2030	243
Fiscal 2031	232
Thereafter	513
Total future intangible asset amortization	$ 1,674

Other Current Liabilities

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

	September 30, 2026	June 30, 2026
Deferred revenue — short-term	$ 59,564	$ 55,323
Accrued expenses	45,082	37,157
Lease liability— current	13,967	14,693
Warranty accrual	11,785	11,114
Accrued compensation and benefits	20,560	17,689
Customer deposits	4,051	1,202
Reserve for sales returns	3,529	3,828
Inventory received not billed	53,581	12,457
Other payables	32,039	30,182
Total	$ 244,158	$ 183,645

Other Long-Term Liabilities

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

	September 30, 2026	June 30, 2026
Deferred revenue — long-term	$ 45,588	$ 40,874
Excise taxes on repurchase of shares	$ 151	$ —
Total	$ 45,739	$ 40,874

NOTE 7—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 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 against 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):

	Three Months Ended September 30,	
	2026	2025
Beginning balance	$ 11,114	$ 11,739
Accruals for warranties issued during the period	4,553	3,362
Changes in liability for pre-existing warranties during the period	31	(927)
Settlements made during the period	(3,913)	(2,988)
Ending balance	$ 11,785	$ 11,186

NOTE 8—DEBT

2026 Revolving Facility

On May 7, 2026, the Company, as borrower, and certain domestic subsidiaries, as guarantors, entered into a credit agreement (the "2026 Credit Agreement") with PNC Bank, National Association ("PNC"), the other financial institutions named as lenders therein (collectively with PNC, the "Lenders"), and PNC, as administrative agent for the Lenders, pursuant to which PNC provided the Company with a $250 million senior secured revolving facility (the "2026 Revolving Facility"). In addition, the 2026 Revolving

Facility includes an option to request increases in the amounts of such credit facility by up to an additional $500 million in the aggregate.

As of September 30, 2026, the Company did not have any outstanding borrowings under the 2026 Revolving Facility. There were no borrowings or payments made under the 2026 Revolving Facility during the three months ended September 30, 2026.

The 2026 Revolving Facility includes a sub-limit of $50.0 million for letters of credit. The 2026 Revolving Facility is available for working capital, capital expenditures, permitted acquisitions and general corporate purposes that comply with the terms of the 2026 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 2026 Credit Agreement, loans may be borrowed, repaid and reborrowed until May 7, 2031, at which time all amounts borrowed must be repaid. Loans may be prepaid at any time without penalty. Revolving loans 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 0.25% and 1.00%, depending on the Company's consolidated leverage ratio as of the most recently ended fiscal quarter or (ii) a floating per annum rate equal to the applicable Term SOFR Rate (as defined in the 2026 Credit Agreement), or replacement rate, for a specified period, plus a margin of between 1.25% and 2.00%, depending on the Company's consolidated leverage ratio as of the most recently ended fiscal quarter. Base rate is defined as the highest of (i) the Overnight Bank Funding Rate (as defined in the 2026 Credit Agreement), plus 0.5%, (ii) the Prime Rate (as defined in the 2026 Credit Agreement), and (iii) the Daily Simple SOFR (as defined in the 2026 Credit Agreement), plus 1.00%, with a floor of zero. A default interest rate shall apply on all obligations during certain events of default under the 2026 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 0.125% and 0.200%, depending on the Company's consolidated 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 1.25% and 2.00%, depending on the Company's consolidated 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 PNC, as agent, fees customary for a credit facility of this size and type.

The 2026 Credit Agreement requires the Company to maintain during the term of the 2026 Revolving Facility (i) a maximum consolidated leverage ratio of 3.50 to 1.00, (ii) a minimum consolidated interest coverage ratio of 3.00 to 1.00 and (iii) to the extent that the Company's consolidated leverage ratio is greater than 2.50 to 1.00, unrestricted domestic cash and cash equivalents of the Company and its subsidiaries in an amount equal to at least $75.0 million. In addition, the 2026 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 2026 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 2026 Credit Agreement. As of September 30, 2026, the Company was in compliance with all covenants under the 2026 Credit Agreement.

The Company's unamortized balance of debt issuance costs included within Prepaid expenses and other current assets and Other long-term assets is $0.9 million as of September 30, 2026, which are amortized as interest expense over the life of the 2026 Revolving Facility. Amortization of debt issuance costs included in interest expense for the three month periods ended September 30, 2026 and 2025 were $0.1 million and $0.3 million respectively.

NOTE 9—LEASES

The Company has entered 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 2037. 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 September 30, 2026, 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 months ended September 30, 2026 and 2025 (in thousands):

	Financial Statement Classification	Three Months Ended September 30, 2026	2025
Operating lease costs:			
Fixed lease costs	Operating expenses	$ 3,734	$ 2,993
Fixed lease costs	Cost of revenues	1,105	1,089
Variable lease costs	Operating expenses	703	477
Variable lease costs	Cost of revenues	187	70
Total lease costs		$ 5,729	$ 4,629

The operating lease costs in the table above include costs for long-term and short-term leases. Total short-term costs for the three months ended September 30, 2026 and 2025 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 September 30, 2026 and 2025, cash paid for amounts associated with the Company's operating lease liabilities was approximately $4.9 million and $4.1 million, respectively. Cash paid for amounts associated with the Company's operating lease liabilities was 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 September 30, 2026 (in thousands):

Remainder of Fiscal 2027	$ 13,151
Fiscal 2028	15,129
Fiscal 2029	12,849
Fiscal 2030	11,582
Fiscal 2031	9,451
Thereafter	26,563
Total future fixed operating lease payments	$ 88,725
Less: Imputed interest	$ 12,769
Total operating lease liabilities	$ 75,956
Weighted-average remaining lease term - operating leases	7 years
Weighted-average discount rate - operating leases	4.8 %

NOTE 10—COMMITMENTS AND CONTINGENCIES

Purchase Obligations

We subcontract with third parties to manufacture our products and supply key components. As of September 30, 2026, we had $1,776.0 million of purchase commitments with these third parties. 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. There have been no significant liabilities for current or anticipated cancellations recorded as of September 30, 2026. Our consolidated financial position and results of operations could be negatively impacted if we were required to compensate these third parties. In addition, we may be subject to additional purchase obligations to our contract manufacturers for supply agreements and components ordered by them based on manufacturing forecasts we provide them each month.

Other Obligations

As of September 30, 2026, the Company has other obligations of $10.3 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, other than as stated below.

Velocity Communication Litigation

On July 30, 2026, Velocity Communication Technologies, LLC ("Velocity") filed a patent infringement lawsuit against the Company in the District of Delaware, alleging infringement of certain U.S. patents related to Wi-Fi 6 (802.11ax) technology, including U.S. Patent Nos. 8,675,570; 8,260,213; 8,238,832; 8,270,343; 8,213,870; 8,644,765; 9,083,401; 10,200,096; 9,444,577; 8,265,573; and 9,596,648. Velocity seeks compensatory and enhanced damages, as well as attorneys' fees and costs.

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 11—RELATED PARTY TRANSACTIONS AND CERTAIN OTHER TRANSACTIONS

Mr. Robert J. Pera, our Chairman and Chief Executive Officer, is the controlling owner of the Memphis Grizzlies, a team in the National Basketball Association (the "Grizzlies"). From time to time, the Grizzlies purchase our products through our webstore, on terms we believe are no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances. During the three months ended September 30, 2026, we received approximately $129,215 from sales to the Grizzlies, inclusive of sales tax and shipping charges. Additionally, from time to time, the Grizzlies may participate in our product testing and marketing activities.

NOTE 12—SHARE-BASED COMPENSATION

Share-Based Compensation Plans

The Company's 2020 Omnibus Incentive Plan is described in the Annual Report.

As of September 30, 2026, the Company had 4,911,770 authorized shares available for future issuance under all of its stock incentive plans.

Share-Based Compensation

The following table shows total share-based compensation expense included in the consolidated statements of operations for the three months ended September 30, 2026 and 2025 (in thousands):

	Three Months Ended September 30,	
	2026	2025
Cost of revenues	$ 81	$ 70
Research and development	1,345	1,311
Sales, general and administrative	595	503
	$ 2,021	$ 1,884

Stock Options

There were no options exercised under the Company's stock incentive plans during the three months ended September 30, 2026 and 2025.

As of September 30, 2026, the Company had no unrecognized compensation costs related to stock options, and the Company did not grant any employee stock options during the three months ended September 30, 2026 and 2025.

Restricted Stock Units ("RSUs")

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

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Non-vested RSUs, June 30, 2026	76,626	$ 289.61
RSUs granted	5,717	$ 531.29
RSUs vested	(10,101)	$ 207.55
RSUs canceled	(1,870)	$ 285.35
Non-vested RSUs, September 30, 2026	70,372	$ 321.14

The intrinsic value of RSUs vested during the three months ended September 30, 2026 and 2025 was $5.4 million and $4.4 million, respectively.

The total intrinsic value of all outstanding RSUs was $39.9 million as of September 30, 2026.

As of September 30, 2026, there were unrecognized compensation costs related to RSUs of $15.9 million which the Company expects to recognize over a weighted average period of 3.1 years.

NOTE 13—INCOME TAXES

The Company recorded tax provisions of $77.2 million for the three months ended September 30, 2026 as compared to $50.7 million for the three months ended September 30, 2025. Our effective tax rate decreased to 19.4% for the three months ended September 30, 2026 as compared to 19.6% for the three months ended September 30, 2025. The change in effective tax rates for the three months ended September 30, 2026, as compared to the same period in the prior year, was primarily driven by changes in the mix of the income earned in various tax jurisdictions as well as in the mix of income eligible for the Foreign-Derived Deduction Eligible Income ("FDDEI") rules and subject to the Net Controlled-Foreign-Corporation Tested Income ("NCTI") and Pillar Two rules.

The Company's estimated fiscal year 2027 effective tax rate, before discrete items, differs from the U.S. statutory rate primarily due to the income tax benefits from the FDDEI deduction as well as profits earned in jurisdictions where the tax rate is lower than the U.S. tax rate, partially offset by additional Pillar Two top up taxes related to our non-U.S. operations as well as income subject to NCTI.

As of September 30, 2026, the Company had approximately $31.5 million of unrecognized tax benefits, substantially all of which would, if recognized, affect its tax expense. The Company recognizes interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying Consolidated Statements of Operations and Comprehensive Income. Accrued

interest and penalties are included within the related tax liability line in the consolidated balance sheets. As of September 30, 2026, the Company had $7.2 million of 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. The Company is currently undergoing income tax examinations by the U.S. Internal Revenue Service ("IRS") and the IRD. All material consolidated federal, state and local income tax matters have been concluded for fiscal years through 2019 with the exception of federal income tax returns for fiscal year 2015 and fiscal year 2016. The majority of the Company's foreign jurisdictions have been concluded through 2015, with the exception of Hong Kong which is currently under audit for the statutory tax years 2010 to 2020.

In July 2018, the Company received a draft Notice of Proposed Adjustment ("Draft NOPA") from the 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-U.S. 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 NOPA 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 November 8, 2023, the Company filed a Motion for Summary Judgment. The IRS responded to the Company's Motion on December 26, 2023 and filed a Cross-Motion for Summary Judgment. On January 22, 2024, the judge assigned to this case rejected both Motions for Summary Judgment. As such, the Company is awaiting a trial date to be set. The Company continues to believe that its tax position filed with the IRS with regard to this matter is more likely than not to be sustained based on technical merits. 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. The Company estimates 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 paid and 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.

The Hong Kong Inland Revenue Department (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 the 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. Between fiscal years 2018 and 2025, the Company made payments totaling a combined amount of $60.9 million as deposits with the IRD in connection with extending the statute of limitation for the 2010-2019 income tax audits. On March 27, 2026, the Company received notification that the IRD is seeking an additional $0.2 million deposit covering the 2020 statutory tax year. The Company filed a formal protest in response to this notice and the Assessor's office agreed to a reduced immaterial deposit amount covering the 2020 statutory tax year. The refundable deposits are included within other long-term assets on our consolidated balance sheets. The Company expects the $60.3 million (net of foreign currency impact) of deposits made with the 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.

The Organization for Economic Co-operation and Development Inclusive Framework on Base Erosion and Profit Shifting released Pillar Two Model Rules ("Pillar Two") for a global minimum tax. Many countries have enacted certain aspects of the Pillar Two framework with effective dates prior to the conclusion of the Company's fiscal year 2025. Entities operating in countries where Pillar Two has been enacted are required to estimate Pillar Two top-up tax obligations beginning in the first quarter of fiscal year 2025. For the three months ended September 30, 2026, the Company included approximately $2.0 million of Pillar Two top-up tax obligations impacting the Company's estimated annual effective tax rate. The Company will continue to evaluate the impact of proposed and enacted legislation as new guidance becomes available.

On July 4, 2025, the United States enacted tax reform legislation through the One Big Beautiful Bill Act ("OBBBA"). Included in this legislation are provisions that allow for the immediate expensing of domestic United States research and development expenses, immediate expensing of certain capital expenditures, and changes to the U.S. taxation of profits derived from foreign operations. Accounting Standards Codification 740, "Income Taxes", requires the effects of changes in tax rates and laws on deferred tax balances to be recognized in the period in which the legislation is enacted. The legislation has multiple effective dates, with certain provisions effective in 2025 (our fiscal year 2026) and others implemented through 2027 (our fiscal year 2028). The Company has evaluated the OBBBA provisions and believes it has reflected the impact of all relevant legislation in calculations to determine income taxes.

NOTE 14—SEGMENT INFORMATION, REVENUES BY GEOGRAPHY AND SIGNIFICANT CUSTOMERS

We have one reportable segment, which reflects how the chief operating decision maker ("CODM"), our Chief Executive Officer, reviews and assesses performance of the business. The CODM assesses the performance of the Company and decides how to allocate resources based on consolidated net income reported in the consolidated statement of operations. The CODM uses consolidated net income in deciding whether to reinvest profits into certain parts of the business or return a portion of such profits to shareholders through dividends and stock repurchases. Significant expense categories regularly provided to and reviewed by the CODM are those presented in the consolidated statement of operations.

Revenue

The Company presents its revenue 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 September 30,			
	2026		2025	
Enterprise technology	$ 941,344	92%	$ 657,147	90%
Service provider technology	84,904	8%	76,626	10%
Total revenues	$ 1,026,248	100%	$ 733,773	100%

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

	Three Months Ended September 30,			
	2026		2025	
North America [(1)]	$ 541,689	53%	$ 382,824	52%
Europe, the Middle East and Africa ("EMEA")	378,134	37%	263,120	36%
Asia Pacific	67,103	6%	53,124	7%
South America	39,322	4%	34,705	5%
Total revenues	$ 1,026,248	100%	$ 733,773	100%

(1) Revenue for the United States was $493.9 million and $351.3 million for the three months ended September 30, 2026 and 2025, respectively.

Customers with an accounts receivable balance of 10% or greater of total accounts receivable are presented below for the periods indicated:

	Percentage of Accounts Receivable	
	September 30, 2026	June 30, 2026
Customer A	12 %	10 %
Customer B	*	11 %

* *Denotes less than 10%*

For all periods presented, there were no customers representing 10% or more of total revenues.

NOTE 15—COMMON STOCK AND TREASURY STOCK

Common Stock Repurchases

On August 21, 2025, the Company's Board of Directors approved a $500 million stock repurchase program (the "Repurchase Program"), which authorized the Company to repurchase up to $500 million of its common stock through the expiration of the program on September 30, 2026. On August 20, 2026, the Company's Board of Directors extended the expiration date of the Repurchase Program to September 30, 2027. During the three months ended September 30, 2026, under the Repurchase Program, the Company repurchased and retired 27,409 shares of common stock at an average price per share of $545.55 for an aggregate amount of approximately $15 million. As of September 30, 2026, the Company had $485 million available for share repurchases under the Repurchase Program. The following table provides information with respect to the Company's Repurchase Program during the three months ended September 30, 2026 (in millions, except share and per share amounts):

Date of Publicly Announced Program	Amount of Publicly Announced Program (in millions)	Total number of shares purchased	Average Price Paid per share [a]	Total Aggregate Amount Paid [b] (in millions)	Period of Purchases	Estimated Remaining Balance Available for Share Repurchases (in millions)	Expiration date of program
August 21, 2025 and August 20, 2026	$ 500	27,409	$ 545.55	$ 15	September 1- September 30	$ 485	September 30, 2027

(a) Average price per share excludes accrued excise tax

(b) The total aggregate amount paid excludes $0.15 million of accrued excise tax imposed on the net value of the stock repurchases which has been disclosed under long term liabilities on our Balance sheet.

NOTE 16—SUBSEQUENT EVENTS

Dividends

On November 6, 2026, the Company's Board of Directors approved a quarterly cash dividend of $1.00 per share payable on November 23, 2026 to shareholders of record at the close of business on November 16, 2026. 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 Consolidated Financial Statements (unaudited) and related notes that are included elsewhere in this Quarterly Report on Form 10-Q, as well as our audited consolidated financial statements and related notes for the fiscal year ended June 30, 2026 contained in our Annual Report on Form 10-K for the fiscal year ended June 30, 2026 (the "2026 Annual 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 on Form 10-Q, particularly in Note 10, "Commitments and Contingencies" to our consolidated financial statements and Part II. Item 1. Legal Proceedings and Item 1A. Risk Factors, in this Quarterly Report on Form 10-Q. We assume no obligation to update any of these forward-looking statements.

Overview

We develop technology platforms for high-capacity distributed internet access, unified information for secure and easily managed network infrastructure, connected sensors, cameras, access devices, appliances and other endpoint devices for enterprise, industrial and service-provider environments. We categorize our solutions into two main categories: high performance networking technology for enterprises and service providers. 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.

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 complementary WLAN products along with a unique software platform, which enables users to control their network from one simple, easy to use software interface. 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.

Tariff and Trade Tensions – The U.S. government issued several executive orders imposing significant tariffs on imports from China, and tariffs on most imports from other countries, including Vietnam. The U.S. government has made numerous changes to the tariff rates including temporary pauses with a reduction in rates and product exclusions and continues to impose new tariffs and implement additional changes to international trade agreements. Further, recent judicial rulings have nullified certain tariffs imposed by the Trump administration. These actions have increased the cost of importing products containing certain raw materials and have affected our operating results and margins and have increased our product costs. For so long as such tariffs are in effect, we expect such tariffs and related trade policy uncertainty will continue to affect our product costs, 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 geopolitical events and foreign policy responses" for additional information.

Supply Constraints and Risks – We have experienced in the past, and are currently experiencing volatility in the supply of components used to manufacture our products. This volatility has resulted in supply constraints and corresponding increases in component delivery lead times and costs to obtain components, and resulted in delays in product production. 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, we have limited visibility into future sales, which makes it difficult to forecast our future results of operations. These mitigation efforts have caused our inventory and vendor deposit balances to increase in the past, and they may cause such increases in the future. These mitigation efforts therefore significantly increase the risks of future material excess, obsolete inventory and related losses. We believe that we have taken the right actions to mitigate these supply constraints; however, we recognize the associated risks.

Russia-Ukraine Military Conflict - We are monitoring the ongoing military conflict between Russia and Ukraine, associated 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 1A. 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 1A. 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 14, "Segment Information, Revenues by Geography and Significant Customers" to our Consolidated Financial Statements (unaudited). 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 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 Cloud Gateways, UniFi WiFi, UniFi Switches, UniFi Protect, UniFi Access and UniFi Talk.

- **Service Provider Technology** includes our airMAX, UFiber, Wave, GPON and airFiber platforms, as well as embedded radio products and other 802.11 standard products including base stations, radios, backhaul equipment and customer premise equipment ("CPE").

We sell our products and solutions globally to enterprises and service providers primarily through our extensive network of distributors and through direct sales through our webstores. Sales to distributors accounted for 56% of our revenues during the three

months ended September 30, 2026. Webstore sales accounted for 44% of our revenue during the three months ended September 30, 2026.

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 share-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 Vietnam, Panama 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, and trade disputes, 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. Recent changes in U.S. trade policy have resulted in significant tariffs on imports from China, and tariffs on most imports from other countries, including Vietnam. The U.S. government has made numerous changes to the tariff rates including temporary pauses with a reduction in rates and product exclusions. In addition, the U.S. government has recently and may in the future propose and implement additional changes to international trade agreements and tariffs. These actions have increased the cost of importing products containing certain raw materials and have affected our operating results and margins. The recent changes have increased and we expect will continue to significantly increase our product costs. For so long as such tariffs are in effect, we expect such tariffs, and related trade policy uncertainty 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 geopolitical 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 share-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 and facilities. 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 share-based compensation, for employees and costs for contractors engaged in sales, marketing and general and administrative activities, credit card processing fees, 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.

Provision 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 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—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.” 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 2026 Annual Report, and there have been no material changes other than as disclosed in Note 2, "Summary of Significant Accounting Policies" to our consolidated financial statements herein. As events continue to evolve our estimates may change materially in future periods. We believe that the accounting policies discussed in our 2026 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 Months Ended September 30, 2026 and 2025

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 September 30,			
	2026		2025	
		% of Revenues		% of Revenues
Revenues	$ 1,026,248	100%	$ 733,773	100%
Cost of revenues [1]	540,900	53%	396,364	54%
Gross profit	485,348	47%	337,409	46%
Operating expenses:				
Research and development [1]	53,241	5%	48,543	7%
Sales, general and administrative [1]	40,640	4%	27,144	4%
Total operating expenses	93,881	9%	75,687	11%
Income from operations	391,467	38%	261,722	35%
Interest income (expense) and other, net	6,162	1%	(3,182)	—%
Income before income taxes	397,629	39%	258,540	35%
Provisions for income taxes	77,166	8%	50,664	7%
Net income	$ 320,463	31%	$ 207,876	28%
(1) Includes share-based compensation as follows:				
Cost of revenues	81		70	
Research and development	1,345		1,311	
Sales, general and administrative	595		503	
Total share-based compensation	$ 2,021		$ 1,884	

Revenues

Total revenues increased by $292.5 million, or 40%, from $733.8 million in the three months ended September 30, 2025 to $1,026.2 million in the three months ended September 30, 2026.

The increase in revenues for the three months ended September 30, 2026, as compared to the same period in the prior year, was driven by an increase in revenue from both our Enterprise Technology and Service Provider Technology Platforms. We experienced an increase in both direct sales through our webstores as well as sales through distributors during the three months ended September 30, 2026 as compared to the three months ended September 30, 2025.

Revenues by Product Type

	Three Months Ended September 30,			
	2026		2025	
	(in thousands, except percentages)			
Enterprise technology	$ 941,344	92%	$ 657,147	90%
Service provider technology	84,904	8%	76,626	10%
Total revenues	$ 1,026,248	100%	$ 733,773	100%

Enterprise Technology revenue increased by $284.2 million, or 43%, from $657.1 million in the three months ended September 30, 2025 to $941.3 million in the three months ended September 30, 2026.

The increase in Enterprise Technology revenue during the three months ended September 30, 2026, as compared to the same period in the prior year, was primarily driven by our Enterprise Technology platform across all regions.

Service Provider Technology revenue increased by $8.3 million, or 11%, from $76.6 million in the three months ended September 30, 2025 to $84.9 million in the three months ended September 30, 2026.

The increase in Service Provider Technology in the three months ended September 30, 2026, as compared to the same period in the prior year, was primarily due to an increase in revenues in all regions except North America.

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 months ended September 30, 2026 and 2025 (in thousands, except percentages):

	Three Months Ended September 30,			
	2026		2025	
	(in thousands, except percentages)			
North America[(1)]	$ 541,689	53%	$ 382,824	52%
Europe, the Middle East and Africa ("EMEA")	378,134	37%	263,120	36%
Asia Pacific	67,103	6%	53,124	7%
South America	39,322	4%	34,705	5%
Total revenues	$ 1,026,248	100%	$ 733,773	100%

(1) Revenue for the United States was $493.9 million and $351.3 million for the three months ended September 30, 2026 and 2025, respectively.

North America

Revenues in North America increased by $158.9 million, or 41%, from $382.8 million in the three months ended September 30, 2025 to $541.7 million in the three months ended September 30, 2026.

The increase in North America revenues during the three months ended September 30, 2026, as compared to the same period in the prior year, was driven by increased revenue from our 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 by $115.0 million, or 44%, from $263.1 million in the three months ended September 30, 2025 to $378.1 million in the three months ended September 30, 2026.

The increase in EMEA revenues during the three months ended September 30, 2026, as compared to the same period in the prior year, was driven by increased revenue from both our Enterprise Technology products and Service Provider Technology products.

Asia Pacific

Revenues in the Asia Pacific region increased by $14.0 million, or 26%, from $53.1 million in the three months ended September 30, 2025 to $67.1 million in the three months ended September 30, 2026.

The increase in Asia Pacific revenues during the three months ended September 30, 2026, as compared to the same period in the prior year, was driven by increased revenue from both our Enterprise Technology products and Service Provider Technology products.

South America

Revenues in South America increased by $4.6 million, or 13%, from $34.7 million in the three months ended September 30, 2025 to $39.3 million in the three months ended September 30, 2026.

The increase in South America revenues during the three months ended September 30, 2026, as compared to the same period in the prior year, was driven by increased revenue from both our Enterprise Technology products and Service Provider Technology products.

Gross Profit Margin- Gross Profit as a percentage of Revenue

Gross profit margin increased to 47.3% in the three months ended September 30, 2026, compared to 46.0% in the three months ended September 30, 2025. The increase in gross profit margin as compared to the comparable prior year period was primarily driven by lower indirect costs, offset in part by higher component costs.

Operating Expenses

Research and Development

Research and development ("R&D") expenses increased by $4.7 million, or 10%, from $48.5 million in the three months ended September 30, 2025 to $53.2 million in the three months ended September 30, 2026. As a percentage of revenues, R&D expenses decreased from 7% for the three months ended September 30, 2025 to 5% for the three months ended September 30, 2026.

The increase in R&D expenses during the three months ended September 30, 2026, as compared to the comparable prior year period, was primarily driven by software expenses, employee-related expenses and facility costs.

Sales, General and Administrative

Sales, general and administrative ("SG&A") expenses increased by $13.5 million, or 50%, from $27.1 million in the three months ended September 30, 2025 to $40.6 million in the three months ended September 30, 2026. As a percentage of revenues, SG&A expenses remained consistent at 4% for the three months ended September 30, 2026, compared to the three months ended September 30, 2025.

The increase in SG&A expenses for the three months ended September 30, 2026, as compared to the comparable prior year period, was primarily driven by higher professional fees, credit card processing fees arising from incremental webstore sales, employee-related expenses and provision for credit losses on accounts receivable.

Interest income (expense) and other, net

During the three months ended September 30, 2026, the Company reported Interest income (expense) and other, net ("I&O") income of $6.2 million. In the comparable prior year period, the Company had reported I&O expense of $3.2 million.

The increase in I&O income as compared to the comparable prior year period was primarily attributable to higher interest income on invested cash and lower interest expense driven by a decrease in outstanding debt.

Provision for Income Taxes

Our provision for income taxes increased by $26.5 million, or 52%, from $50.7 million for the three months ended September 30, 2025 to $77.2 million for the three months ended September 30, 2026. Our effective tax rate decreased to 19.4% for the three months ended September 30, 2026 as compared to 19.6% for the three months ended September 30, 2025.

The change in effective tax rates for the three months ended September 30, 2026, as compared to the same period in the prior year, was primarily driven by a change in the mix of income earned in various tax jurisdictions as well as in the mix of income eligible for the Foreign-Derived Deduction Eligible Income ("FDDEI") rules and subject to the Net Controlled-Foreign-Corporation Tested Income ("NCTI") and Pillar Two rules.

Liquidity and Capital Resources

Sources and Uses of Cash

Our principal sources of liquidity are cash and cash equivalents, short term investments, cash generated by operations, the availability of additional funds under the. 2026 Revolving Facility (as defined in Note 8, Debt of the Notes to our Consolidated Financial Statements). The following summarizes our cash and cash equivalents and investments (in thousands):

	September 30, 2026	June 30, 2026
Cash and cash equivalents	$ 549,351	$ 522,579
Investments — short-term	296,120	88,620
Total	$ 845,471	$ 611,199

Consolidated Cash Flow Data

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

	Three Months Ended September 30,	
	2026	2025
	(in thousands)	
Net cash provided by operating activities	$ 318,629	$ 198,452
Net cash used in investing activities	(214,738)	(5,158)
Net cash used in financing activities	(77,119)	(165,826)
Net increase in cash and cash equivalents	$ 26,772	$ 27,468

Cash Flows from Operating Activities

Net cash provided by operating activities during the three months ended September 30, 2026 was $318.6 million, primarily due to net income of $320.5 million, an increase in Income taxes payable of $62.6 million and non-cash adjustments of $12.3 million, partially offset by other changes in operating assets and liabilities that resulted in net cash outflows of $76.8 million. This net change in operating assets and liabilities consisted primarily of a $39.1 million increase in vendor deposits, a $19.2 million increase in Accounts receivable, an $18.5 million increase in Prepaid expenses and other assets, $7.8 million decrease in net accounts payable and accrued liabilities, a $1.1 million increase in inventories, partially offset by an $8.9 million increase in deferred revenue.

Net cash provided by operating activities during the three months ended September 30, 2025 consisted primarily of net income of $207.9 million, and non-cash adjustments of $12.3 million, partially offset by other changes in operating assets and liabilities that resulted in net cash outflows of $21.7 million. This net change in operating assets and liabilities consisted primarily of a $32.5 million decrease in net accounts payable and accrued liabilities, a $6.6 million increase in inventories, partially offset by an $8.3 million increase in taxes payable, an $8.1 million increase in deferred revenue, and a $1.8 million decrease in vendor deposits.

Cash Flows from Investing Activities

We used $214.7 million of cash in investing activities during the three months ended September 30, 2026. Our investing activities consisted primarily of $208.4 million of net purchase of available for sale securities and $6.3 million of capital expenditures.

We used $5.2 million of cash in investing activities during the three months ended September 30, 2025. Our investing activities consisted primarily of $5.2 million of capital expenditures.

Cash Flows from Financing Activities

We used $77.1 million of cash in financing activities during the three months ended September 30, 2026. During the three months ended September 30, 2026, we paid $60.5 million for dividends on our common stock and used $15.0 million for repurchases of our common stock.

We used $165.8 million of cash in financing activities during the three months ended September 30, 2025. During the three months

ended September 30, 2025, we repaid $116.3 million under the Company's credit facility and used $48.4 million related to dividends paid on our common stock.

Liquidity

We believe our existing cash and cash equivalents, short term investments in addition to the ability to draw cash under the 2026 Revolving Facility, will be sufficient to meet our near-term working capital requirements, pay quarterly dividends, make repurchases of our common stock and meet capital expenditure needs for the next twelve months. 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 2026 Revolving Facility 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, management of inventory and vendor deposits, the availability of additional funds under the 2026 Revolving Credit Facility and overall economic conditions. Inflation and the current geopolitical environment have caused and may continue to cause significant volatility in financial markets and the domestic and global economy. This volatility may 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, 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" and "Part II-Item 1A. Risk Factors – Risks Related to Our Business and Industry – 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 accounts receivable and recognize revenue," for additional information. We expect to continue to maintain financing flexibility in the current market conditions. However, due to the rapidly evolving global economic and geopolitical situation, it is not possible to predict whether unanticipated consequences of global economic downturns and macroeconomic trends are reasonably likely to materially affect our liquidity and capital resources in the future.

Warranties and Indemnifications

We offer warranties on certain products generally for a period of one to two years, 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, original equipment manufacturer 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 September 30, 2026.

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 September 30, 2026.

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 credit facilities.

Purchase Obligations

We subcontract with third parties to manufacture our products and supply key components. As of September 30, 2026, we had $1,776.0 million of purchase commitments with these third parties. 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. There have been no significant liabilities for current or anticipated cancellations recorded as of September 30, 2026. Our consolidated financial position and results of operations could be negatively impacted if we were required to compensate these third parties. In addition, we may be subject to additional purchase obligations to our contract manufacturers for supply agreements and components ordered by them based on manufacturing forecasts we provide them each month.

Other Obligations

As of September 30, 2026, we have other obligations of $10.3 million which consisted primarily of commitments related to research and development projects.

Unrecognized Tax Benefits

As of September 30, 2026, we had $31.5 million of unrecognized tax benefits and an additional $7.2 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 to the Consolidated Financial Statements.

Note About Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q are 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, our growth strategies, future prices, our competitive status, our efforts to mitigate shortages of components used to manufacture our products, our dependence on our senior management and our ability to attract and retain key personnel, our dependence 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 sources of liquidity to meet such needs, our ability to access new sources of liquidity, future acquisitions of and investments in complementary businesses, the expected impact of various accounting policies and rules adopted by the Financial Accounting Standards Board, the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan 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, our limited visibility into end customer demand and channel inventory levels, the impact of the global shortage of components and pricing inflation and supply chain constraints, associated therewith, the impact of U.S. tariffs on results of operations, our ability to procure products, 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 markets that we compete and fluctuations in general economic conditions, the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan on our business, results and liquidity, 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 $549.4 million and $522.6 million as of September 30, 2026 and June 30, 2026, 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.

Investments

Our available-for-sale investments are primarily invested in U.S. government bonds, high grade corporate bonds, asset backed securities and money market funds, and we do not enter into investments for trading or speculative purposes. The principal objectives of our investment activities are to preserve principal, provide liquidity and maximize income consistently with minimizing risk of material loss. We are exposed to market risk related to changes in interest rates where a decline in interest rates would reduce our interest income and conversely, an increase in interest rates would have an adverse impact on the fair value of our investment portfolio. The effect of a hypothetical 100 basis points increase or decrease in overall interest rate would not materially change the total fair value of the portfolio due to the conservative and short-term nature of these investments. As of September 30, 2026, the Company held $298.8 million in total investments, which consists of money market funds and various fixed income marketable securities as available-for-sale investments.

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 $5.1 million for the three months ended September 30, 2026.

We have certain bank accounts outside the U.S., which 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 bank accounts as of September 30, 2026 are denominated would result in a charge or benefit to our income before income taxes of approximately $5.7 million for the three months ended September 30, 2026.

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 September 30, 2026. 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 September 30, 2026, our Chief Executive Officer and Chief Accounting and Finance Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

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 September 30, 2026, 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 10, "Commitments and Contingencies" of the notes to consolidated financial statements for a discussion of our legal proceedings.

Item 1A. ***Risk Factors***

Our business, operations and financial results are subject to various risks and uncertainties that could materially adversely affect our business, financial condition, results of operations and the trading price of our common stock. This Quarterly Report on Form 10-Q also 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 the risk factors set forth below. We operate in a competitive and rapidly changing environment and new risks emerge from time to time. 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

Risks Related to Our Business and Industry

- 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 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 and increases of vendor deposits;
- 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 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 maintain or enhance the strength of our brand;
- our inability to manage our growth and expand our operations;
- 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, our inability to predict shortages in components, price increases or other supply disruptions and 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, 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 and adverse macroeconomic trends;
- the ineffective management of product introductions, product transitions and marketing or our inability to remain competitive and stimulate customer demand for our products;
- our growth depends in part on the success of our strategic relationships with third parties and our ability to integrate with third-party applications and services;
- our inability to anticipate customer preferences and develop desirable products and solutions, or to execute our strategy for our products or develop our sales channels;
- our use of artificial intelligence (“AI”) technologies which may present business, compliance, and reputational risks;
- general credit, liquidity, market, and interest rate risks to our investment securities;
- exposure to adverse developments affecting financial institutions at which we maintain deposits;

Risks Related to Our International Operations

- 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;
- changes or uncertainty in tariffs and global trade policies;
- 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;

Risks Related to Intellectual Property

- 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;

Risks Related to Our Management and Structure

- our reliance on our founder and chief executive officer, who owns a majority of our common stock;
- the risks of expanding our product offerings or our operations or increases in our operating expenses;
- our reliance on third-party software and services for certain aspects of our operations, including, without limitation, our financial reporting functions;
- our debt levels and the impact our debt levels may have on our ability to raise capital or otherwise finance our business;
- lower than expected returns and exposure to increased operational risks from our investments in business lines, products, services, technologies, joint ventures and other strategic transactions;

Risks Related to 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;

Risks Related to Regulatory, Legal and Tax Matters

- potential liability under trade protection, anti-corruption, and other laws resulting from our global operations;
- changes in laws and regulations relating to privacy, data security, data access, cybersecurity and data protection;
- the reliance of our products on unlicensed radio frequency spectrum, and of other products on the same spectrum or from the introduction of regulation of such spectrum;
- the adverse impact from litigation matters;
- the adverse impact to our results of operations from successful warranty and product liability claims, product losses or recalls;
- indemnification claims against us for intellectual property infringement, defective products, systems failures 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 as a result of our reliance on distributors, which may increase volatility in our results and 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 customers, 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 build excess inventory, increase vendor deposits and we may not be able to decrease our expenses in time to offset any shortfall in revenues and we may be required to record write-downs for excess or obsolete inventory, 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 may impair our distributor relationships, would reduce our revenues and could harm our ability to achieve or sustain expected results of operations.

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.

In addition, 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 that we use to manufacture our products, as well as longer shipping lead times and delays.

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 serve (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 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 and/or increased vendor deposits.
The Company must order components for its products, build inventory, both of finished products and components, and in certain cases, pay vendor deposits in advance of new product announcements and shipments. Decisions to build inventory for new products or to increase or maintain higher inventory levels and vendor deposit 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 changes, price changes, shortages and other disruptions, 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, increase vendor deposits 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 characterized by rapid technological change, evolving industry standards, frequent new product introductions and short product life cycles. The markets for enterprise networking equipment and other products possess similar characteristics of rapid technological updates, evolving industry standards, frequent changes in customer 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 to 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, development of sales channels, our ability to manage the risks associated with new product forecast, 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, including the maintenance of compatibility between older and newer versions of our products. In addition, new products may have lower selling prices or higher costs than existing products and may be more prone to technical problems and expose us to additional liabilities, 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, door access, VoIP, wireless backhaul, machine-to-machine communications and alarm monitoring 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 as our market continues to develop and expand, 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 customer 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. 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 reviews of our products, which are increasingly becoming a significant factor in the success of our new product launches. 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 or our service providers' products, services and systems, in our distribution channel, or supply chain 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. Because we use our products in our own operations, any security vulnerabilities in our products could be disruptive to our business and harm our reputation. Some of our products and services also involve the storage and transmission of end users' personally identifiable and proprietary information which may be the target of cyber-attacks. Hardware and software that we produce or procure from third parties also may contain manufacturing or design defects, including bugs and other problems, which could compromise their ability to withstand cyber-attacks. In addition, end users not deploying security updates in a timely manner or deciding not to upgrade products, services or solutions could result in claims of liability against us, damage our reputation or otherwise materially harm our business. Even when we prioritize a security vulnerability, it could take time for us to develop a remedy and the remedy may ultimately be insufficient to fully fix the issue. Security vulnerabilities can persist even after we have issued security updates if we have not identified and addressed the root cause of a particular vulnerability, if end users have not installed the most recent updates, if the attackers exploited the vulnerabilities before a security update is applied to install additional malware to further compromise end users' systems, or if a previously patched vulnerability is inadvertently reintroduced during future development. Furthermore, the emergence and maturation of AI capabilities designed to circumvent controls, avoid detection and remove or obfuscate forensic evidence, and the utilization of these techniques by attackers, has led to new and more effective methods of cyber-attacks.

Additionally, our sales to end users 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. In addition, certain of our security products require us to collect video, images, sensor and location data as well as audio recordings of telephone calls and personally identifiable information such as names, addresses and phone numbers. Such webstore sales and personal data collection require us to transmit this confidential information securely over public networks. Third parties may have the technology or knowledge to breach the security of customer transaction data. Although we, our service providers and third parties whose systems are interconnected with ours have security measures related to our systems and the privacy of our end 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 and our service providers 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 customers against identity theft. These laws and regulations will likely increase the costs of doing business and if we or our service providers 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 General Data Protection Regulation and China Cybersecurity Law, could adversely affect our financial condition, results of operations, and our brand."

We and certain of our vendors and third parties whose systems are interconnected with ours have experienced cyber-attacks in the past, and we, our vendors, suppliers, distributors and other commercial partners may experience cyber-attacks in the future. As a result, unauthorized parties have obtained, and may in the future obtain, access to our systems, our confidential business information and data and may have obtained, and may in the future obtain, our end users' or commercial customers' data. Our security measures have in the past, and may in the future, be breached due to human 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 end users' or commercial 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. Any such breach or unauthorized access could also lead customers to stop using our products and services, deter new customers from using our products and services, and otherwise negatively impact our ability to grow and operate our business. 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 did not do and the party responsible was ultimately prosecuted. 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 in our products, services and system 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 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 and AI, 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. As of March 2021, the Company has recovered $18.6 million. No additional recoveries have been made since March 31, 2021. Any additional recoveries are likely remote and therefore cannot be assured.

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 users. 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 our customers and the end 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 business partners we engage with, 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 this expansion. 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 Vietnam and China, 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 health crises or pandemics, have had, and may 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 the inability of our contract manufacturers to procure adequate supplies of the components to manufacture our products. 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, 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:

- changes or uncertainty in tariffs, economic sanctions, and other trade barriers;
- labor strikes or shortages;
- 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; 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. The cost, quality and availability of these components are essential to the production and sale of all of our products. Disruptions in the supply of components could delay or disrupt the supply of our products, increase our costs and affect our business, results of operations and financial condition. For example, in 2020 and through most of 2023, we experienced reduced availability of components used to manufacture our products, especially the chipsets, which impacted our ability and costs to manufacture our products. These supply shortages 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. If there are shortages of chipsets or other components used to manufacture our products, there are many companies seeking to purchase the same components, many of which have greater resources and larger market share than we have, which may limit the effectiveness of our efforts to minimize the potential adverse impacts of such supply shortages. There is also 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 unforeseen events such as health crises or pandemics, tariffs and other trade barriers, economic sanctions, geopolitical conditions (including China-Taiwan relations) or commercial disputes with the

suppliers, 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 and reduce our gross margin and profitability if we are unable to pass these price increases through to our customers. 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 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 Vietnam, China and Panama. 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 (including as a result of climate change), military conflicts or geopolitical tensions in these geographic areas are significant. In addition, global climate change may result in significant natural disasters occurring more frequently or with greater intensity, such as drought, wildfires, storm, sea-level rise, changing precipitation and flooding. 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 past, China has suffered health crises related to the outbreak of avian influenza, severe acute respiratory syndrome and COVID-19. 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 have caused and, along with the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan, may cause in the future 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, we have incurred, and may incur in the future, additional costs to expedite deliveries of components and services. 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, ransomware 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 may 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 accounts receivable and recognize revenue.

The global macroeconomic environment has been challenging and inconsistent caused by inflation, instability in the global credit markets, the impact of uncertainty regarding global central bank monetary policy and global trade policies, and the instability in the geopolitical environment in many parts of the world.

Inflation in the United States and the other countries that we operate has remained volatile and has shown recent signs of acceleration. 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, tariffs, 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 financial conditions. These risks may be exacerbated by changes in global tariff policies and escalating global trade tensions, which pose uncertainties for supply chains, material costs and customer demand.

Unfavorable macroeconomic conditions, such as a recession, increasing tariffs, uncertainty over global trade policies, 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. Factors affecting the level of customer spending include general market conditions, macroeconomic conditions, fluctuations in foreign exchange rates and interest rates, and other factors such as customer confidence, the availability and cost of customer credit, levels of unemployment and tax rates. A tighter credit market for customer, 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. If global economic conditions are volatile or if economic conditions deteriorate, the customer demand for our products may not reach our sales targets. Additional effects of unfavorable macroeconomic conditions 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. Our sensitivity to economic cycles and any related fluctuation in customer 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 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 expansion in our enterprise and service provider technologies and subscription services. 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 existing 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 customer acceptance, the effective forecasting and management of product demand, purchase commitments, inventory levels and vendor deposit levels, 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, inventory levels or vendor deposit 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, increase the vendor deposit levels, 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, 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.

Our growth depends in part on the success of our strategic relationships with third parties and our ability to integrate with third-party applications and software.

We believe that the success of our business depends, in part, on our ability to integrate with third party data, software and other functionalities into our products and services, and we anticipate that the growth of our business will continue to depend on these third-party relationships, including with payment processors, telecommunication providers, cloud storage providers, technology licensors, cybersecurity providers, monitoring centers, and other technology partners. Integrating third-party content, data and technology requires significant time and resources, and, in certain circumstances, third-party providers could alter the terms of their agreement or terminate their relationships with us, compete directly against us, partner with our competitors or make material changes to their businesses, solutions or services that could harm our business. We may also be adversely affected by features, changes or alterations to the underlying technologies developed by third parties, or we may fail to maintain our relationship with certain third parties which could hinder our ability to integrate with, or transfer data from, their offerings into our platform. Third parties also may refuse to partner with us or choose to limit or restrict our access to their offerings. If we cannot continue integrating existing, or fail to integrate new, third-party offerings and technologies into our platform and solutions, then we may lose existing customers to competitors or be unable to successfully compete for new business opportunities. In addition, if we lose access to certain solutions or capabilities from a particular partner or experience a significant reduction or disruption in the supply of such solutions or capabilities, then our business and operating results could be adversely impacted.

Our strategy for our 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 customers who are the ultimate purchasers of our products. We sell our products through a mix of retail channels, including our webstores, distributors, e-commerce, big box, mid-market and specialty retailers.

With some of our products, we depend on third party retailers to provide adequate and attractive placement for our products in their stores, both physical and online. We further depend on these retailers to employ, educate and motivate their sales personnel to effectively sell our 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 products or promote competitors' products over ours, or do not effectively explain to customers the advantages of our products, our sales could decrease and our business could be harmed. Similarly, our business could be adversely affected if any of our distributors and other retail partners 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 a 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. 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.

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.

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

Our success depends on our ability to identify and originate product trends as well as to anticipate, gauge and react to changing customer demands in a timely manner. All of our products are subject to changing 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 customer preferences. If we are unable to introduce appealing new products or novel technologies in a timely manner, or our new products or technologies are not accepted or adopted by customers, our competitors may increase their market share, which could hurt our competitive position. It is also possible that competitors could introduce new products and services that negatively impact customer preference in the type of 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 the introduction of new products into our portfolio, and our business, results of operations, liquidity and financial condition may be adversely affected. As we continually seek to enhance our 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.

We are incorporating artificial intelligence technologies into our products, services and processes. These technologies may present business, compliance, and reputational risks.

Recent technological advances in AI and machine-learning technology both present opportunities and pose risks to us. If we fail to keep pace with rapidly evolving technological developments in AI, our competitive position and business results may suffer. At the same time, use of AI has recently become the source of significant media attention and political debate. The introduction of these technologies, particularly generative AI, into our internal processes, and new and existing offerings may result in new or expanded risks and liabilities, including due to enhanced governmental or regulatory scrutiny, litigation, compliance issues, ethical concerns, confidentiality or security risks, as well as other factors that could adversely affect our business, reputation, and financial results. In addition, our personnel could, unbeknownst to us, improperly utilize AI and machine learning-technology while carrying out their responsibilities. The use of AI can lead to unintended consequences, including generating content that appears correct but is factually inaccurate, misleading or otherwise flawed, or that results in unintended biases and discriminatory outcomes, which could harm our reputation and business and expose us to risks related to inaccuracies or errors in the output of such technologies. We also face risks of competitive disadvantage if our competitors more effectively use AI to create new or enhanced products or services that we are unable to compete against. As we increase our investment in technology, software and systems to adopt AI into our internal processes, products and services, such investments may not increase productivity, result in more efficient operations or deliver better products, services and customer experiences.

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 paper. 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 an adverse effect on our business, results of operations, and financial condition.

We maintain cash deposits in excess of federally insured limits. Adverse developments affecting financial institutions, including bank failures, could adversely affect our liquidity and financial performance.

We maintain domestic cash deposits in Federal Deposit Insurance Corporation ("FDIC") insured banks that exceed the FDIC insurance limits. We also maintain cash deposits in foreign banks where we operate, some of which are not insured or are only partially insured by the FDIC or similar agencies. Bank failures, events involving limited liquidity, defaults, non-performance, or other adverse developments that affect financial institutions, or concerns or rumors about such events, may lead to liquidity constraints. The failure of a bank, or other adverse conditions in the financial or credit markets impacting financial institutions at which we maintain balances, could adversely impact our liquidity and financial performance. There can be no assurance that our deposits in excess of the FDIC or other comparable insurance limits will be backstopped by the U.S. or applicable foreign government, or that any bank or financial institution with which we do business will be able to obtain needed liquidity from other banks, government institutions, or by acquisition in the event of a failure or liquidity crisis.

Our reputation and/or business could be negatively impacted by sustainability matters and/or our reporting of such matters.

There is an increasing focus from regulators, certain investors, and other stakeholders concerning sustainability matters, both in the United States and internationally. Sustainability-related initiatives, goals, and/or commitments such as those regarding environmental matters, responsible sourcing and social investments, and other matters, could be difficult to achieve and costly to implement. The achievement of any goals that we may announce may rely on the accuracy of our estimates and assumptions supporting those goals. We could fail to achieve, or be perceived to fail to achieve, sustainability-related initiatives, goals or commitments that we might set, and the timing, scope or nature of these initiatives, goals, or commitments, or for any revisions to them may not be acceptable to the regulators or stakeholders, including our shareholders. Our actual or perceived failure to adopt or achieve any sustainability-related

initiatives, goals, or commitments that we make could negatively impact our reputation or otherwise materially harm our business. At the same time, "anti-ESG" sentiment has recently gained momentum with a number of stakeholders, government entities, regulators and lawmakers. The proposal or enactment of anti-ESG legislation, regulation, policies and enforcement priorities may result in increased scrutiny, reputational risk, lawsuits or market access restrictions.

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, India, Taiwan, Vietnam and elsewhere, with our operations in Taiwan and Vietnam, 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;
- impact of inflation on local economies;
- import and export license requirements, economic sanctions, contractual limitations and other trade barriers;
- tariffs, the threat of new or increased tariffs, and ongoing trade tensions and related uncertainty;
- changes in local tax and customs duty laws or changes in the enforcement, application or interpretation of such laws (including potential responses to the higher U.S. tariffs on certain imported products implemented by the U.S.);
- increasing labor costs, especially in Vietnam and China;
- difficulties in managing the geographically remote personnel;
- the complexities of foreign tax systems and changes in their tax rates and rules;
- stringent customer 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, pandemics 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 business may be negatively affected by geopolitical 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 distributors and other channel partners. For example, ongoing tensions between the U.S., China and other countries have resulted in, and may result in the future, further changes in laws or regulations that will affect our ability and/or increase our costs to manufacture and sell our products. Recently, the U.S. government has altered its approach to international trade policy and in some case renegotiated, or potentially terminated, certain existing bilateral or multi-lateral trade agreements and treaties with foreign countries. The current U.S. administration has imposed significant increases to tariffs on goods imported into the U.S., including from China and Vietnam, and has raised the possibility of imposing significant, additional tariff increases or expanding the tariffs to capture additional countries, types of goods and bases for such tariffs. Some foreign governments, including China, have instituted retaliatory tariffs on certain U.S. goods. While the U.S. administration has negotiated tariff rates with several countries, the negotiation with many countries is ongoing. Due to the numerous actions by the current U.S. administration, the overall determination of duties on imports has become complex. Further, recent judicial rulings have introduced significant additional uncertainty regarding the legal basis for U.S. tariff policy. On February 20, 2026, the U.S. Supreme Court issued a ruling striking down certain tariffs previously imposed under the International Emergency Economic Powers Act ("IEEPA") but did not address potential refunds for tariffs paid under IEEPA. The ultimate availability, timing, and amount of any potential refunds of such tariffs remain highly uncertain and are subject to further legal, regulatory, and administrative developments. Following the Supreme Court's decision, the U.S. presidential

administration announced its intention to invoke other laws to collect tariffs and announced certain new tariffs in addition to existing non-IEEPA tariffs. There remains substantial uncertainty regarding the duration of existing and newly announced tariffs, potential changes or pauses to such tariffs.

The tariffs and related policy changes have significantly affected our business, financial condition and results of operations, and we may not be able to plan for alternative sources for our supply chain and manufacturing operations or effectively mitigate the adverse impacts from such measures. Additional trade restrictions could be adopted with little to no advance notice, which could further increase the cost of our products, disrupt our supply chain, reduce the demand for our products, and impair our ability to effectively operate and compete in the countries where we do business. We are closely monitoring this evolving situation but there can be no assurance that we will be able to mitigate the impacts of any trade measures, which could be material to our operating results or harm our competitive position.

The imposition of tariffs is dependent upon the classification of items under the Harmonized Tariff System ("HTS"), the value determination of the item and the country of origin of the item. Determination of the HTS, the value and the origin of the item is a technical matter that can be subjective in nature. Accordingly, although we believe our valuation determinations and classifications of HTS and origin are appropriate, there is no certainty that government agencies will agree with us. If these agencies do not agree with our determinations, we could be subject to investigation and could be required to pay additional amounts, including potential penalties which could have a material adverse effect on our business, results of operations and financial condition.

We also face uncertainty in the interpretation of new tariffs and their applicability, including with respect to customs valuation, product classification and country-of-origin determinations. Although we seek to comply with applicable customs laws and regulations, the application of rules regarding new tariffs can be subject to varying interpretations or future re-interpretations. U.S. Customs and Border Protection is currently challenging, and may continue to challenge, the valuation, rules of origin and classification methods that we apply to certain products imported into the U.S. Any such disagreement could result in the retroactive assessment of additional duties with interest, the imposition of penalties, or other enforcement actions without the ability to mitigate such penalties, thereby adversely affecting our operations and financial results.

The progress and continuation of trade negotiations between the U.S., China, Vietnam and other countries continues to be uncertain. Trade tensions have intensified and could continue to intensify, or new trade disputes could arise, in the future, which could reduce trade volume, investment, technological exchange, and other economic activities between major international economies, resulting in a material adverse effect on global economic conditions and the stability of global financial markets, which could in turn have a material adverse impact on our business, financial condition and the results of operations. We can provide no assurance regarding the magnitude, scope or duration of the imposed tariffs and trade restrictions or the magnitude, scope or duration from any relief in increases to such tariffs, as well as the potential for additional tariffs, quotas, duties, taxes or trade barriers by the U.S., China, Vietnam 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, 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, conflicts 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 third-party logistics and warehousing providers in Vietnam and China and elsewhere may fail to safeguard and accurately manage and report our inventory.

We use third-party logistics and warehousing providers located in Vietnam, 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. For example, we currently operate significant R&D activities and a warehousing facility in Taiwan. Accordingly, our product development, supply chain operation and overall 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. In addition, both China and Taiwan are leading manufacturers of the world's semiconductor supply. Conflict between China and Taiwan might lead to trade sanctions, technology disputes, or supply chain disruptions, which could, in particular, affect the semiconductor industry, which might result in reduced availability of components used to manufacture our products, especially chipsets, which may impact our ability and costs to manufacture our products.

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 Taiwan 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 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. 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 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, Russia 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, Russia 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 Vietnam and 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. Counterfeit sales, to the extent they replace otherwise legitimate sales, could also

adversely affect our operating results. 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 enterprise WLAN and outdoor wireless networking equipment. As we expand into other products and services, such as video surveillance equipment, voice communication equipment, alarm monitoring, security access equipment, wireless backhaul, consumer electronics, and Software-as-a-Service, 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 that 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.

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 period, or other similar issues, our business would be seriously harmed. Our reliance on such third parties exposes us to cybersecurity risks and vulnerabilities if such third parties or their partners are targeted by cyber-attack or other sources of compromise. 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.
Subject to the limits contained in the 2026 Credit Agreement (as defined in *Note 8, Debt* of the Notes to our Consolidated Financial Statements) that governs the 2026 Revolving Facility, we may be able to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisition, or for other purposes. If we do so, the risks related to our debt level could increase. Specifically, our debt level could impair our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes. 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 other 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 borrow additional funds or to refinance debt; 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 or delays in integrating and managing the operations, systems, technologies, personnel 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.

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 common 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, who may desire or be required to sell a significant portion of such shares. 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 November 5, 2026, 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 has indicated to us that he may in the future from time to time pledge 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. In the event Mr. Pera pledges shares of common stock as collateral for margin or other loans, Mr. Pera may need to sell shares of our common stock to meet applicable repayment requirements. Upon a default under such loans, the lender could sell the pledged shares into the market without limitation on volume or manner of sale. 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 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, because a substantial majority of our outstanding common stock is held by our Chief Executive Officer, our public float is relatively limited, which may contribute to greater volatility in the trading price of our common stock compared to other companies with a market capitalization similar to ours. Finally, 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 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 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 portion 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 Assets 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, reduced demand, 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. For example, changes in government regulations providing funding for capital investment in new industries, products or services, such as any government funding of products supporting wireline connectivity rather than wireless connectivity, could adversely impact products that are purchased by our end customers and adversely impact our business, results of operations and financial condition. Further, government requirements around the world requiring or providing preference to, domestically produced goods may limit our ability to sell our products to customers in such jurisdictions, impacting our ability to grow our sales in such jurisdictions, adversely impacting our revenues, operations and financial condition.

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, data access, cybersecurity and data protection, such as the General Data Protection Regulation 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, data access, 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. The costs of compliance with, and other burdens imposed by, these regulations 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.

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. As 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 has also implemented 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, as amended (the "CCPA") that, among other things, requires covered companies to provide new disclosures to California customers, and afford such customers 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. The CCPA was significantly expanded on January 1, 2023, when the California Privacy Rights Act ("CPRA") became effective. The CPRA amendments, among other things, give California residents the ability to limit use of certain sensitive personal information, further restrict the use of cross-contextual advertising, establish restrictions on the retention of personal information, expand the types of data breaches subject to the CCPA's private right of action, provide for increased penalties for CCPA violations concerning California residents under the age of 16, and establish a new California Privacy Protection Agency to implement and enforce the new law. 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. For example, states such as Alabama, Colorado, Connecticut, Delaware, Florida, Indiana, Iowa, Kentucky, Louisiana, Maryland, Minnesota, Montana, Nebraska, New Hampshire, New Jersey, Oklahoma, Oregon, Rhode Island, Tennessee, Texas, Virginia, Vermont and Utah have enacted their own data privacy laws. Given the recent implementation of these regulations, we cannot yet predict the impact of these regulations on our business or operations.

We strive to comply with all applicable laws, policies and legal obligations relating to privacy, data security, data access, 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, additional reporting requirements and/or oversight, bans or restrictions on processing personal data, orders to destroy or not use personal data, loss of customers, interruptions or stoppages in our business operations, inability to process personal data or operate in certain jurisdictions, limited ability to develop or commercialize our products and services, expenditure of time and resources to defend against claims or inquiries, changes to our business model or operation, 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, data security, data access, cybersecurity and data protection 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. For example, the E.U. Data Act, which became effective in late 2025, imposes requirements relating to access to and use of data generated by connected products and related services, which may require us to modify our products, services, contracts or data practices and could increase our compliance costs. The E.U. Cyber Resilience Act also imposes vulnerability and incident reporting obligations and will introduce additional product cybersecurity requirements, which may increase our development, support and compliance costs or delay product introductions. 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 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. These matters may relate to contractual disputes, including disputes regarding limitations of liability clauses and liability disclaimers contained within our contracts with end users, customer claims, including claims relating to pricing, tariffs or other changes, intellectual property rights, employment matters, regulatory compliance matters, and securities class-actions. We may also become involved in 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 of 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 and have an adverse effect on our reputation. In addition, management may not adequately reserve for a contingent liability, or we may suffer unforeseen liabilities, which could 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 commercial customers, end users, service providers 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, systems failures, 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 in our Annual Reports on Form 10-K 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. 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 interpretation of tax laws and tax estimates are reasonable, there can be no assurance that any final determination by taxing authorities 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. We record a liability for unrecognized tax benefits associated with uncertain tax positions which often involves significant management judgment as to the interpretations of applicable tax laws in the jurisdictions in which we file. The final determination of our income tax liabilities by taxing authorities may be materially different than what is reflected in our income tax provisions and accruals which could materially affect our tax obligations and effective tax rate.

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 to address base erosion and profit shifting, including a Pillar Two framework that imposes a minimum tax rate of 15% in each taxing jurisdiction for multinational enterprises, 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 share-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 has increased. In July 2025, the U.S. government enacted the One Big Beautiful Bill Act (the "OBBBA"). The OBBBA extended or made permanent many of the corporate tax changes arising under the Tax Cuts and Jobs Act. 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 program and the activity under the available share repurchase program during the three months ended September 30, 2026 (in millions, except share and per share amounts):

Period	Total Number of Shares Purchased	Average Price Paid per Share (2)	Total Number of shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
July 1 -July 31	—	$—	—	$ 500
August 1- August 31	—	$—	—	$ 500
September 1- September 30	27,409	$545.55	27,409	$ 485
Total	27,409		27,409	

(1) On August 21, 2025, the Company's Board of Directors approved a $500 million stock repurchase program (the "Repurchase Program"), which was scheduled to expire on September 30, 2026. On August 20, 2026, the Company's Board of Directors extended the expiration date of the Repurchase Program to September 30, 2027.

(2) Average price per share excludes accrued excise tax.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number		Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed	Filed/Furnished Herewith
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				X
101.SCH	Inline XBRL Taxonomy Schema Linkbase Document				X
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document				X
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document				X
101.LAB	Inline XBRL Taxonomy Labels Linkbase Document				X
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document				X
104	Cover Page Interactive Data File - (formatted as Inline XBRL and contained in Exhibit 101)				X

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: November 6, 2026

By: /s/ Robert J. Pera

Robert J. Pera

Chief Executive Officer and Director (Principal Executive Officer)

Dated: November 6, 2026

By: /s/ Kevin Radigan

Kevin Radigan

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

Exhibit 31.1

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: November 6, 2026

/s/ Robert J. Pera

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

Exhibit 31.2

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: November 6, 2026

/s/ Kevin Radigan

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

Exhibit 32.1

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 September 30, 2026 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: November 6, 2026

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 September 30, 2026 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: November 6, 2026

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