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, 2024

OR

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

For the transition period from to
Commission File Number 1-11411

POLARIS INC.
(Exact name of registrant as specified in its charter)

Delaware	**41-1790959**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
2100 Highway 55, Medina MN	**55340**
(Address of principal executive offices)	**(Zip Code)**

(763) 542-0500
(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, $.01 par value	PII	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 x 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 x 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	x	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of October 15, 2024, 55,770,308 shares of Common Stock, $.01 par value, of the registrant were outstanding.

POLARIS INC.
FORM 10-Q
For Quarterly Period Ended September 30, 2024

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Part I FINANCIAL INFORMATION
Item 1 – FINANCIAL STATEMENTS

POLARIS INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except per share data)

	September 30, 2024 (Unaudited)	December 31, 2023
Assets		
Current assets:		
Cash and cash equivalents	$ 291.3	$ 367.8
Trade receivables, net	223.7	306.4
Inventories, net	1,998.9	1,810.5
Prepaid expenses and other	156.4	198.0
Income taxes receivable	57.9	9.0
Total current assets	2,728.2	2,691.7
Property and equipment, net	1,199.9	1,201.5
Investment in finance affiliate	140.0	141.1
Deferred tax assets	329.9	295.9
Goodwill and other intangible assets, net	958.1	906.4
Operating lease assets	131.5	143.9
Other long-term assets	142.1	135.8
Total assets	$ 5,629.7	$ 5,516.3
Liabilities and Equity		
Current liabilities:		
Current financing obligations	$ 454.4	$ 54.0
Accounts payable	700.7	713.1
Accrued expenses	1,057.5	1,123.6
Other current liabilities	40.1	43.1
Total current liabilities	2,252.7	1,933.8
Long-term financing obligations	1,725.6	1,854.4
Other long-term liabilities	296.5	297.0
Total liabilities	$ 4,274.8	$ 4,085.2
Deferred compensation	$ 9.4	$ 10.3
Shareholders' equity:		
Preferred stock $0.01 par value per share, 20.0 shares authorized, no shares issued and outstanding	—	—
Common stock $0.01 par value per share, 160.0 shares authorized, 55.8 and 56.5 shares issued and outstanding, respectively	$ 0.6	$ 0.6
Additional paid-in capital	1,254.2	1,231.8
Retained earnings	173.0	243.5
Accumulated other comprehensive loss, net	(86.3)	(57.5)
Total shareholders' equity	1,341.5	1,418.4
Noncontrolling interest	4.0	2.4
Total equity	1,345.5	1,420.8
Total liabilities and equity	$ 5,629.7	$ 5,516.3

The accompanying footnotes are an integral part of these consolidated statements.

POLARIS INC.
CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share data)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Sales	$ 1,722.4	$ 2,248.9	$ 5,420.0	$ 6,645.2
Cost of sales	1,367.8	1,740.1	4,311.1	5,162.2
Gross profit	354.6	508.8	1,108.9	1,483.0
Operating expenses:				
Selling and marketing	127.6	145.1	386.6	415.3
Research and development	84.1	91.8	258.7	281.5
General and administrative	100.9	91.3	310.3	285.9
Total operating expenses	312.6	328.2	955.6	982.7
Income from financial services	24.1	20.5	71.5	57.9
Operating income	66.1	201.1	224.8	558.2
Non-operating expense:				
Interest expense	36.2	32.5	102.7	92.2
Other income, net	(5.1)	(13.1)	(6.5)	(33.6)
Income before income taxes	35.0	181.7	128.6	499.6
Provision for income taxes	7.4	30.2	28.2	100.2
Net income	27.6	151.5	100.4	399.4
Net loss (income) attributable to noncontrolling interest	0.1	0.2	(0.2)	—
Net income attributable to Polaris Inc.	$ 27.7	$ 151.7	$ 100.2	$ 399.4
Net income per share attributable to Polaris Inc. common shareholders:				
Basic	$ 0.49	$ 2.66	$ 1.77	$ 6.98
Diluted	$ 0.49	$ 2.62	$ 1.76	$ 6.90
Weighted average shares outstanding:				
Basic	56.2	57.0	56.6	57.2
Diluted	56.5	57.8	56.9	57.9

The accompanying footnotes are an integral part of these consolidated statements.

POLARIS INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Net income	$ 27.6	$ 151.5	$ 100.4	$ 399.4
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	13.0	(16.8)	(14.9)	3.5
Unrealized (loss) gain on derivative instruments	(11.0)	(0.4)	(13.4)	3.5
Retirement plan and other activity	(0.2)	—	(0.5)	0.2
Comprehensive income	29.4	134.3	71.6	406.6
Comprehensive loss (income) attributable to noncontrolling interest	0.1	0.2	(0.2)	—
Comprehensive income attributable to Polaris Inc.	$ 29.5	$ 134.5	$ 71.4	$ 406.6

The accompanying footnotes are an integral part of these consolidated statements.

POLARIS INC.
CONSOLIDATED STATEMENTS OF EQUITY
(In millions)
(Unaudited)

	Number of Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non Controlling Interest	Total Equity
Balance, June 30, 2024	55.7	$ 0.6	$ 1,243.0	$ 182.6	$ (88.1)	$ 4.7	$ 1,342.8
Employee stock compensation	—	—	10.0	—	—	—	10.0
Deferred compensation	—	—	0.4	(0.7)	—	—	(0.3)
Proceeds from stock issuances under employee plans	0.1	—	0.8	—	—	—	0.8
Cash dividends paid [1]	—	—	—	(36.6)	—	—	(36.6)
Cash dividend to noncontrolling interest	—	—	—	—	—	(0.6)	(0.6)
Net income (loss)	—	—	—	27.7	—	(0.1)	27.6
Other comprehensive income	—	—	—	—	1.8	—	1.8
Balance, September 30, 2024	55.8	$ 0.6	$ 1,254.2	$ 173.0	$ (86.3)	$ 4.0	$ 1,345.5

	Number of Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non Controlling Interest	Total Equity
Balance, June 30, 2023	56.6	$ 0.6	$ 1,186.9	$ 122.1	$ (63.1)	$ 2.7	$ 1,249.2
Employee stock compensation	0.1	—	15.2	—	—	—	15.2
Deferred compensation	—	—	2.2	2.2	—	—	4.4
Proceeds from stock issuances under employee plans	0.3	—	27.1	—	—	—	27.1
Cash dividends paid [1]	—	—	—	(36.7)	—	—	(36.7)
Repurchase and retirement of common shares	(0.5)	—	(9.7)	(48.6)	—	—	(58.3)
Net income (loss)	—	—	—	151.7	—	(0.2)	151.5
Other comprehensive loss	—	—	—	—	(17.2)	—	(17.2)
Balance, September 30, 2023	56.5	$ 0.6	$ 1,221.7	$ 190.7	$ (80.3)	$ 2.5	$ 1,335.2

[1] Polaris Inc. declared and paid a dividend of $ 0.66 per share for the three month period ended September 30, 2024 and a dividend of $ 0.65 per share for the three month period ended September 30, 2023.

	Number of Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non Controlling Interest	Total Equity
Balance, December 31, 2023	56.5	$ 0.6	$ 1,231.8	$ 243.5	$ (57.5)	$ 2.4	$ 1,420.8
Employee stock compensation	0.2	—	38.4	—	—	—	38.4
Deferred compensation	—	—	(0.4)	1.3	—	—	0.9
Proceeds from stock issuances under employee plans	0.1	—	5.4	—	—	—	5.4
Cash dividends paid [2]	—	—	—	(110.7)	—	—	(110.7)
Repurchase and retirement of common shares	(1.0)	—	(21.0)	(61.3)	—	—	(82.3)
Addition of noncontrolling interest	—	—	—	—	—	2.0	2.0
Cash dividend to noncontrolling interest	—	—	—	—	—	(0.6)	(0.6)
Net income	—	—	—	100.2	—	0.2	100.4
Other comprehensive loss	—	—	—	—	(28.8)	—	(28.8)
Balance, September 30, 2024	55.8	$ 0.6	$ 1,254.2	$ 173.0	$ (86.3)	$ 4.0	$ 1,345.5

	Number of Shares	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non Controlling Interest	Total Equity
Balance, December 31, 2022	57.0	$ 0.6	$ 1,152.1	$ 33.8	$ (87.5)	$ 2.5	$ 1,101.5
Employee stock compensation	0.4	—	44.8	—	—	—	44.8
Deferred compensation	—	—	1.7	(0.3)	—	—	1.4
Proceeds from stock issuances under employee plans	0.5	—	50.9	—	—	—	50.9
Cash dividends paid [2]	—	—	—	(110.6)	—	—	(110.6)
Repurchase and retirement of common shares	(1.4)	—	(27.8)	(131.6)	—	—	(159.4)
Net income	—	—	—	399.4	—	—	399.4
Other comprehensive income	—	—	—	—	7.2	—	7.2
Balance, September 30, 2023	56.5	$ 0.6	$ 1,221.7	$ 190.7	$ (80.3)	$ 2.5	$ 1,335.2

[2] Polaris Inc. declared and paid aggregate dividends of $ 1.98 per share for the nine month period ended September 30, 2024 and aggregate dividends of $1.95 per share for the nine month period ended September 30, 2023.

The accompanying footnotes are an integral part of these consolidated statements.

POLARIS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Nine months ended September 30,	
	2024	2023
Operating Activities:		
Net income	$ 100.4	$ 399.4
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	206.8	186.9
Noncash compensation	38.4	44.8
Noncash income from financial services	(41.4)	(29.1)
Deferred income taxes	(34.5)	(36.5)
Other, net	(1.2)	(6.2)
Changes in operating assets and liabilities:		
Trade receivables	81.2	(131.5)
Inventories	(191.3)	(151.9)
Accounts payable	(10.4)	31.4
Accrued expenses	(51.2)	71.8
Income taxes payable/receivable	(48.9)	(18.9)
Prepaid expenses and other, net	14.0	15.8
Net cash provided by operating activities	61.9	376.0
Investing Activities:		
Purchase of property and equipment	(192.7)	(311.7)
Distributions from (investment in) finance affiliate, net	42.4	12.5
Investments in and distributions from other affiliates	(5.2)	(21.6)
Acquisition of developed technology assets	(62.7)	—
Acquisition of business, net of cash acquired	—	(25.1)
Net cash used for investing activities	(218.2)	(345.9)
Financing Activities:		
Borrowings under financing obligations	2,844.3	1,910.5
Repayments under financing obligations	(2,573.3)	(1,752.8)
Repurchase and retirement of common shares	(82.3)	(159.4)
Cash dividends to shareholders	(110.7)	(110.6)
Cash dividend to noncontrolling interest	(0.6)	—
Proceeds from stock issuances under employee plans	5.4	50.9
Net cash provided by (used for) financing activities	82.8	(61.4)
Impact of currency exchange rates on cash balances	(3.0)	2.1
Net decrease in cash, cash equivalents and restricted cash	(76.5)	(29.2)
Cash, cash equivalents and restricted cash at beginning of period	382.9	339.7
Cash, cash equivalents and restricted cash at end of period	$ 306.4	$ 310.5
Supplemental Cash Flow Information:		
Interest paid on financing obligations	$ 111.9	$ 96.6
Income taxes paid	$ 106.4	$ 156.9
Leased assets obtained for operating lease liabilities	$ 10.8	$ 38.6
The following presents the classification of cash, cash equivalents and restricted cash within the consolidated balance sheets:		
Cash and cash equivalents	$ 291.3	$ 295.3
Other long-term assets	15.1	15.2
Total	$ 306.4	$ 310.5

The accompanying footnotes are an integral part of these consolidated statements.

POLARIS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Basis of Presentation and Significant Accounting Policies

Basis of presentation. The accompanying unaudited consolidated financial statements of Polaris Inc. ("Polaris" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and, therefore, do not include all information and disclosures of results of operations, financial position, and changes in cash flow in conformity with accounting principles generally accepted in the United States for complete financial statements. Accordingly, such statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2023 previously filed with the Securities and Exchange Commission ("SEC"). In the opinion of management, such statements reflect all adjustments (which include only normal recurring adjustments) necessary for a fair presentation of the financial position, results of operations, equity, and cash flows for the periods presented. Due to the seasonality trends for certain products and certain changes in production and shipping cycles, results of such periods are not necessarily indicative of the results to be expected for the complete year.

Fair value measurements. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Assets and liabilities measured at fair value are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation as of the measurement date:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In making fair value measurements, observable market data must be used when available. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement. The Company utilizes the market approach to measure fair value for its non-qualified deferred compensation assets and liabilities, and the income approach for foreign currency contracts, interest rate contracts, and commodity contracts. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities, and for the income approach, the Company uses significant other observable inputs to value its derivative instruments used to hedge foreign currency, interest rate transactions, and commodity transactions.

Assets and liabilities measured at fair value on a recurring basis are summarized below (in millions):

	Input Level	September 30, 2024	December 31, 2023
Assets			
Non-qualified deferred compensation assets	Level 1	$ 50.5	$ 46.7
Foreign currency contracts, net	Level 2	$ —	$ 4.6
Interest rate contracts, net	Level 2	$ —	$ 0.9
Liabilities			
Non-qualified deferred compensation liabilities	Level 1	$ (50.5)	$ (46.7)
Foreign currency contracts, net	Level 2	$ (6.1)	$ —
Interest rate contracts, net	Level 2	$ (1.6)	$ —
Commodity contracts, net	Level 2	$ (3.3)	$ (1.3)

Fair value of other financial instruments. The carrying values of the Company's short-term financial instruments, including cash and cash equivalents, trade receivables, accounts payable and current financing obligations, approximate their fair values due to their short-term nature. As of September 30, 2024 and December 31, 2023, the fair value of the Company's financing obligations was approximately $2,231.6 million and $1,954.3 million, respectively, and was determined primarily using Level 2 inputs by discounting projected cash flows based on quoted market rates at which similar amounts of debt could currently be borrowed. The carrying value of financing obligations was $ 2,180.0 million and $1,908.4 million as of September 30, 2024 and December 31, 2023, respectively.

Property and equipment. The Company recorded $68.4 million and $62.0 million of depreciation expense for the three months ended September 30, 2024 and 2023, respectively, and $190.9 million and $173.6 million for the nine months ended September 30, 2024 and 2023, respectively. A majority of the Company's property and equipment is located in North America.

Product warranties. The activity in the warranty reserve during the periods presented was as follows (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Balance at beginning of period	$ 174.1	$ 154.6	$ 181.1	$ 172.9
Additions charged to expense	45.8	49.3	132.7	141.7
Warranty claims paid, net	(44.7)	(40.9)	(138.6)	(151.6)
Balance at end of period	$ 175.2	$ 163.0	$ 175.2	$ 163.0

New accounting pronouncements.

Reportable Segment Disclosures. In November 2023, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2023-07, *"Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures".* ASU 2023-07 is intended to enhance financial reporting by requiring incremental disclosures for significant segment expenses on an annual and interim basis by public entities required to report segment information in accordance with Accounting Standards Codification Topic 280. The amendments in ASU 2023-07 are to be applied retrospectively to all periods presented in the financial statements and early adoption is permitted. This standard will be applicable to the Company for the 2024 annual period and quarterly periods thereafter. The adoption of ASU 2023-07 is not expected to have a material impact on the Company's consolidated financial statements, but will require additional segment expense disclosures when adopted in the Company's Form 10-K for the year ended December 31, 2024 and in periodic reports thereafter.

SEC Climate Disclosure Rules. In March 2024, the SEC issued its final climate disclosure rule, which requires the disclosure of material Scope 1 and Scope 2 greenhouse gas emissions and other climate-related topics in annual reports and registration statements. For large accelerated filers, disclosure requirements would begin phasing in for fiscal years beginning on or after January 1, 2025. In April 2024, the SEC announced its decision to voluntarily stay the new rules pending judicial review of certain legal challenges, and thus the timing and scope of the new rules remains unknown. However, the Company is continuing to evaluate the impact these rules will have on its consolidated financial statements and related disclosures.

Apart from the items discussed above and in our Annual Report on Form 10-K for the year ended December 31, 2023, there are no other new accounting pronouncements that are expected to have a significant impact on the Company's consolidated financial statements or related disclosures.

Note 2. Supplemental Balance Sheet Information

In millions	September 30, 2024	December 31, 2023
Inventories		
Raw materials and purchased components	$ 715.2	$ 779.3
Service parts, garments and accessories	348.3	346.9
Finished goods	1,042.2	779.4
Less: reserves	(106.8)	(95.1)
Inventories, net	$ 1,998.9	$ 1,810.5
Property and equipment		
Land, buildings and improvements	$ 689.9	$ 653.4
Equipment and tooling	1,862.3	1,731.8
	2,552.2	2,385.2
Less: accumulated depreciation	(1,352.3)	(1,183.7)
Property and equipment, net	$ 1,199.9	$ 1,201.5
Accrued expenses		
Compensation	$ 164.0	$ 212.7
Warranties	175.2	181.1
Sales promotions and incentives	255.5	230.9
Dealer holdback	159.8	193.2
Other accrued expenses	303.0	305.7
Total accrued expenses	$ 1,057.5	$ 1,123.6
Other current liabilities		
Current operating lease liabilities	$ 29.1	$ 29.5
Income taxes payable	11.0	13.6
Total other current liabilities	$ 40.1	$ 43.1
Other long-term liabilities		
Long-term operating lease liabilities	$ 103.7	$ 115.1
Long-term income taxes payable	13.9	12.1
Deferred tax liabilities	2.6	2.7
Other long-term liabilities	176.3	167.1
Total other long-term liabilities	$ 296.5	$ 297.0

Note 3. Revenue Recognition

The Company recognizes revenue when it satisfies a performance obligation by transferring control of a good or service to a customer. Revenue is measured based on the amount of consideration that the Company expects to be entitled to in exchange for the goods or services transferred. Sales, value add, and other taxes that are collected from a customer concurrent with revenue-producing activities are excluded from revenue. Revenue from goods and services transferred to customers at a point-in-time accounts for the majority of the Company’s revenue. Revenue from products or services transferred over time is discussed in the contract liabilities section below.

The following tables disaggregate the Company's revenue by major product type and geography (in millions):

	Three months ended September 30, 2024			
	Off Road	On Road	Marine	Total
Revenue by product type				
Wholegoods	$ 1,025.2	$ 191.3	$ 85.8	$ 1,302.3
PG&A	374.8	45.2	0.1	420.1
Total revenue	$ 1,400.0	$ 236.5	$ 85.9	$ 1,722.4
Revenue by geography				
United States	$ 1,154.8	$ 117.5	$ 83.8	$ 1,356.1
Canada	106.6	8.6	1.3	116.5
EMEA	78.1	97.1	—	175.2
APLA	60.5	13.3	0.8	74.6
Total revenue	$ 1,400.0	$ 236.5	$ 85.9	$ 1,722.4

	Three months ended September 30, 2023			
	Off Road	On Road	Marine	Total
Revenue by product type				
Wholegoods	$ 1,385.4	$ 221.6	$ 134.2	$ 1,741.2
PG&A	459.0	48.7	—	507.7
Total revenue	$ 1,844.4	$ 270.3	$ 134.2	$ 2,248.9
Revenue by geography				
United States	$ 1,566.1	$ 147.3	$ 132.1	$ 1,845.5
Canada	128.9	9.2	1.9	140.0
EMEA	81.6	96.5	0.1	178.2
APLA	67.8	17.3	0.1	85.2
Total revenue	$ 1,844.4	$ 270.3	$ 134.2	$ 2,248.9

	Nine months ended September 30, 2024			
	Off Road	On Road	Marine	Total
Revenue by product type				
Wholegoods	$ 3,136.6	$ 655.6	$ 343.2	$ 4,135.4
PG&A	1,132.9	151.4	0.3	1,284.6
Total revenue	$ 4,269.5	$ 807.0	$ 343.5	$ 5,420.0
Revenue by geography				
United States	$ 3,532.0	$ 393.7	$ 333.9	$ 4,259.6
Canada	291.9	35.4	7.0	334.3
EMEA	256.8	340.5	0.3	597.6
APLA	188.8	37.4	2.3	228.5
Total revenue	$ 4,269.5	$ 807.0	$ 343.5	$ 5,420.0

	Nine months ended September 30, 2023			
	Off Road	On Road	Marine	Total
Revenue by product type				
Wholegoods	$ 3,905.8	$ 789.7	$ 622.2	$ 5,317.7
PG&A	1,161.8	165.7	—	1,327.5
Total revenue	$ 5,067.6	$ 955.4	$ 622.2	$ 6,645.2
Revenue by geography				
United States	$ 4,189.1	$ 491.8	$ 605.0	$ 5,285.9
Canada	372.3	37.5	15.3	425.1
EMEA	287.8	368.4	0.7	656.9
APLA	218.4	57.7	1.2	277.3
Total revenue	$ 5,067.6	$ 955.4	$ 622.2	$ 6,645.2

For the majority of wholegood vehicles, boats, and parts, garments, and accessories ("PG&A"), the Company transfers control and recognizes a sale when it ships the product from its manufacturing facility, distribution center, or vehicle holding center to the customer. The amount of consideration the Company receives and revenue it recognizes varies with changes in marketing incentives and rebates it offers to its customers. Payment terms vary by customer and most of the Company's sales are financed by the customer under floorplan financing arrangements whereby the Company receives payment within a few days of shipment of the product.

When the right of return exists, the Company adjusts the consideration for the estimated effect of returns. The Company estimates expected returns based on historical sales levels, the timing and magnitude of historical sales return levels as a percent of sales, type of product, type of customer, and a projection of this experience into the future. The Company adjusts its estimate of revenue at the earlier of when the most likely amount of consideration it expects to receive changes or when the consideration becomes fixed.

Depending on the terms of the arrangement, the Company may also defer the recognition of a portion of the consideration received because it has to satisfy a future obligation. The Company uses an observable price to determine the stand-alone selling price for separate performance obligations. The Company has elected to recognize the cost for freight and shipping as an expense in cost of sales when control over vehicles, boats, or PG&A has transferred to the customer.

The Company sells separately-priced extended service contracts ("ESCs") that extend mechanical coverages beyond the base limited warranty as well as prepaid maintenance agreements to vehicle owners. Including the base limited warranty, these separately-priced service contracts have a duration ranging from 12 months to 84 months. The Company typically receives payment at the inception of the contract and recognizes revenue over the term of the agreement in proportion to the costs expected to be incurred in satisfying the obligations under the contract.

Contract Liabilities. Contract liabilities relate to deferred revenue recognized for cash consideration received at contract inception in advance of the Company's performance under the respective contract and generally relate to the sale of separately-priced ESCs. The Company finances its self-insured risks related to ESCs. The premiums for ESCs are primarily recognized in income over the term of the agreement in proportion to the costs expected to be incurred in satisfying the obligations under the contract. Warranty costs are recognized as incurred.

The activity in the deferred revenue reserve for ESCs during the periods presented was as follows (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Balance at beginning of period	$ 107.6	$ 108.7	$ 110.3	$ 111.1
New contracts sold	10.7	9.9	36.0	35.2
Revenue recognized on existing contracts	(10.2)	(11.4)	(38.2)	(39.1)
Balance at end of period	$ 108.1	$ 107.2	$ 108.1	$ 107.2

The Company expects to recognize approximately $ 34.6 million of the unearned amount over the 12 months following September 30, 2024, compared to $34.3 million as of September 30, 2023. These amounts were recorded in accrued expenses in the consolidated balance sheets. The amount recorded in other long-term liabilities totaled $73.5 million and $72.9 million as of September 30, 2024 and 2023, respectively.

Note 4. Share-Based Compensation

Total share-based compensation expenses were as follows (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Option awards	$ 2.2	$ 2.0	$ 9.8	$ 9.7
Other share-based awards	5.6	7.9	18.5	24.7
Total share-based compensation before tax	7.8	9.9	28.3	34.4
Tax benefit	1.9	2.4	6.9	8.2
Total share-based compensation expense included in net income	$ 5.9	$ 7.5	$ 21.4	$ 26.2

In addition to the above share-based compensation expenses, the Company sponsors a qualified non-leveraged employee stock ownership plan (“ESOP”). Shares allocated to eligible participants’ accounts vest at various percentage rates based on years of service and require no cash payments from the recipient.

As of September 30, 2024, there was $ 63.5 million of total unrecognized share-based compensation expense related to unvested share-based equity awards. Unrecognized share-based compensation expense is expected to be recognized over a weighted-average period of 1.6 years. Included in unrecognized share-based compensation expense was approximately $7.3 million related to stock options and $ 56.2 million for restricted stock.

Note 5. Financing Agreements

The carrying value of financing obligations and the average related interest rates were as follows (in millions):

	Average interest rate as of September 30, 2024	Maturity	September 30, 2024	December 31, 2023
Incremental term loan facility	6.20%	July 2025	$ 400.0	$ —
Revolving loan facility	4.79%	June 2026	141.6	228.2
Term loan facility	6.20%	June 2026	744.0	780.0
Private senior notes	4.23%	July 2028	350.0	350.0
Public senior notes	6.95%	March 2029	500.0	500.0
Finance lease obligations	5.23%	Various through 2029	9.2	10.3
Notes payable and other	4.28%	Various through 2033	47.2	54.2
Unamortized debt issuance costs and discounts			(12.0)	(14.3)
Total financing obligations			$ 2,180.0	$ 1,908.4
Less: Current financing obligations			454.4	54.0
Total long-term financing obligations			$ 1,725.6	$ 1,854.4

Debt issuance costs and discounts are recognized as a reduction in the carrying value of the related long-term debt in the consolidated balance sheets and are being amortized to interest expense in the consolidated statements of income over the expected remaining terms of the related debt.

As of September 30, 2024, the Company had open letters of credit totaling $ 48.6 million. The amounts are primarily related to inventory purchases and are reduced as the purchases are received.

Private senior notes. In December 2010, the Company entered into an unsecured Master Note Purchase Agreement, which has been amended and supplemented, under which it has issued senior notes. In July 2018, the Company issued $350 million of unsecured senior notes that remain outstanding as of September 30, 2024 and are due in full in July 2028.

Unsecured credit facility. The Company maintains an unsecured credit facility which consists of a term loan facility (the “Term Loan Facility”) and a revolving loan facility (the “Revolving Loan Facility”). In July 2018, the Company amended the credit facility to increase its Term Loan Facility to $1,180 million, of which $744.0 million was outstanding as of September 30, 2024. The Company is required to make principal payments under the Term Loan Facility totaling $45.0 million over the next 12 months. In June 2021, the Company further amended the credit facility to increase its Revolving Loan Facility to $1.0 billion, of which $141.6 million was outstanding as of September 30, 2024, and extend the maturity date to June 2026. Interest is charged at rates based on Adjusted Term SOFR plus the applicable add-on percentage, as defined in the agreements governing the credit facility.

In November 2023, the Company amended the credit facility to terminate all guarantees provided by subsidiaries of the Company under the credit facility, remove the requirement for subsidiaries of the Company to provide guarantees of the obligations under the credit facility, and remove certain subsidiaries of the Company as co-borrowers.

In July 2024, the Company further amended the credit facility to provide for a new incremental 364-day term loan in the amount of $ 400 million (the “Incremental Term Loan Facility”). The Incremental Term Loan Facility is unsecured and has a term ending on July 25, 2025. As with other borrowings under the credit facility, interest is charged at rates based on Adjusted Term SOFR plus the applicable add-on percentage, as defined in the agreements governing the credit facility. Net proceeds from the Incremental Term Loan Facility were used to repay amounts outstanding under the Company’s Revolving Loan Facility.

The agreements governing the credit facility and the Master Note Purchase Agreement contain covenants that require the Company to maintain certain financial ratios, including minimum interest coverage and maximum leverage ratios. The agreements require the Company to maintain an interest coverage ratio of not less than 3.00 to 1.00 and a leverage ratio of not more than 3.50 to 1.00 on a rolling four quarter basis. The Company was in compliance with all such covenants as of September 30, 2024.

Public senior notes. In November 2023, the Company issued $ 500 million aggregate principal amount of 6.95% Senior Notes pursuant to a public offering. The Company received approximately $492 million in net proceeds from the notes offering after deducting the underwriting discount and other fees and expenses. The notes bear interest at a rate of 6.95% per year, with interest payable semi-annually in arrears in March and September of each year. The notes mature in March of 2029. The indenture governing the notes is subject to customary covenants and make-whole provisions upon early redemption.

Acquisition-related deferred payments. On July 2, 2018, pursuant to the Agreement and Plan of Merger dated May 29, 2018, the Company completed the acquisition of Boat Holdings, LLC, a privately held Delaware limited liability company, headquartered in Elkhart, Indiana that manufactures boats ("Boat Holdings"). As a component of the Boat Holdings merger agreement, the Company has committed to make a series of deferred payments to the former owners following the closing date of the merger through July 2030. The original discounted payable was for $76.7 million, of which $43.2 million was outstanding as of September 30, 2024. The outstanding balance is included in long-term financing obligations and current financing obligations in the consolidated balance sheets.

Note 6. Goodwill and Other Intangible Assets

Goodwill and other intangible assets, net of accumulated amortization, as of September 30, 2024 and December 31, 2023 were as follows (in millions):

	September 30, 2024	December 31, 2023
Goodwill	$ 399.1	$ 394.4
Other intangible assets, net	559.0	512.0
Total goodwill and other intangible assets, net	$ 958.1	$ 906.4

The changes in the carrying amount of goodwill by reportable segment for the nine months ended September 30, 2024 and 2023 were as follows (in millions):

	Off Road	On Road	Marine	Total
Balance as of December 31, 2023	$ 116.6	$ 50.7	$ 227.1	$ 394.4
Goodwill acquired and related adjustments	0.4	—	3.5	3.9
Currency translation effect on foreign goodwill balances	—	0.8	—	0.8
Balance as of September 30, 2024	$ 117.0	$ 51.5	$ 230.6	$ 399.1

	Off Road	On Road	Marine	Total
Balance as of December 31, 2022	$ 110.7	$ 48.4	$ 227.1	$ 386.2
Goodwill acquired and related adjustments	4.2	—	—	4.2
Currency translation effect on foreign goodwill balances	(0.3)	(0.7)	—	(1.0)
Balance as of September 30, 2023	$ 114.6	$ 47.7	$ 227.1	$ 389.4

The components of other intangible assets were as follows ($ in millions):

		September 30, 2024		
	Weighted-average useful life (years)	Cost	Accumulated amortization	Net
Amortizable - dealer/customer related	19	$ 341.1	$ (110.4)	$ 230.7
Amortizable - developed technology	10	62.7	(2.6)	60.1
Non-amortizable - brand/trade names		268.2	—	268.2
Total other intangible assets, net	18	$ 672.0	$ (113.0)	$ 559.0

		December 31, 2023		
	Weighted-average useful life (years)	Cost	Accumulated amortization	Net
Amortizable - dealer/customer related	19	$ 341.2	$ (97.2)	$ 244.0
Non-amortizable - brand/trade names		268.0	—	268.0
Total other intangible assets, net		$ 609.2	$ (97.2)	$ 512.0

The Company acquired certain developed technology assets during the second quarter of 2024, which resulted in the recording of a developed technology intangible asset for $62.7 million that is being amortized over an expected useful life of 10 years. All consideration for the assets was paid as of September 30, 2024.

Amortization expense for other intangible assets was $ 6.0 million and $4.4 million for the three months ended September 30, 2024 and 2023, respectively, and $15.9 million and $13.3 million for the nine months ended September 30, 2024 and 2023, respectively. Estimated future amortization expense for identifiable other intangible assets during the next five years is as follows (in millions):

	Remainder 2024	2025	2026	2027	2028	2029
Estimated amortization expense	$ 6.0	$ 23.9	$ 23.9	$ 23.9	$ 23.9	$ 23.9

The preceding expected amortization expense is an estimate and actual amounts could differ due to additional other intangible asset acquisitions, changes in foreign currency rates, or impairments of other intangible assets.

Note 7. Shareholders’ Equity

Share repurchase program. During the nine months ended September 30, 2024, the Company paid $ 82.3 million to repurchase approximately 1.0 million shares of its common stock. As of September 30, 2024, the Board of Directors has authorized the Company to repurchase up to an additional $1,109.3 million of the Company’s common stock.

Dividends. Cash dividends declared and paid per common share for the three and nine months ended September 30, 2024 and 2023 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Cash dividends declared and paid per common share	$ 0.66	$ 0.65	$ 1.98	$ 1.95

Net income per share. Basic net income per share was computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during each period, including shares earned under the Deferred Compensation Plan for Directors ("Director Plan"), the ESOP and deferred stock units under the 2007 Omnibus Incentive Plan ("Omnibus Plan"). Diluted net income per share was computed under the treasury stock method and was calculated to compute the dilutive effect of outstanding stock options and certain share-based awards issued under the Omnibus Plan. Reconciliations of these amounts are as follows (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Weighted average number of common shares outstanding	55.8	56.6	56.1	56.8
Director Plan and deferred stock units	0.2	0.2	0.3	0.2
ESOP	0.2	0.2	0.2	0.2
Common shares outstanding—basic	56.2	57.0	56.6	57.2
Dilutive effect of restricted stock units	0.2	0.4	0.2	0.4
Dilutive effect of stock option awards	0.1	0.4	0.1	0.3
Common and potential common shares outstanding—diluted	56.5	57.8	56.9	57.9

During the three and nine months ended September 30, 2024, the number of options that were not included in the computation of diluted net income per share because the option exercise price was greater than the market price, and therefore the effect would have been anti-dilutive, was 2.9 million and 2.7 million, compared to 1.0 million and 1.4 million for the comparable periods in 2023.

Accumulated other comprehensive loss. Changes in the accumulated other comprehensive loss balance were as follows (in millions):

	Foreign Currency Translation	Cash Flow Hedging Derivatives	Retirement Plan Activity	Accumulated Other Comprehensive Loss
Balance as of December 31, 2023	$ (62.6)	$ 1.7	$ 3.4	$ (57.5)
Reclassification to the statement of income	—	(10.7)	(0.5)	(11.2)
Change in fair value	(14.9)	(2.7)	—	(17.6)
Balance as of September 30, 2024	$ (77.5)	$ (11.7)	$ 2.9	$ (86.3)

See Note 10 for the amount of gains and losses, net of tax, reclassified from accumulated other comprehensive loss into the statements of income for cash flow derivatives designated as hedging instruments.

Note 8. Financial Services Arrangements

Polaris Acceptance, a joint venture between the Company and Wells Fargo Commercial Distribution Finance Corporation, a direct subsidiary of Wells Fargo Bank, N.A., which is supported by a partnership agreement between their respective wholly owned subsidiaries, finances substantially all of the Company's United States sales of off-road vehicles, snowmobiles, motorcycles, boats, and related PG&A, whereby the Company receives payment within a few days of shipment of the product.

The Company's subsidiary has a 50 percent equity interest in Polaris Acceptance. The Company's allocable share of the income of Polaris Acceptance has been included as a component of income from financial services in the consolidated statements of income. The partnership agreement is effective through February 2027.

The Company's total investment in Polaris Acceptance was $ 140.0 million as of September 30, 2024 and is accounted for under the equity method and recorded in investment in finance affiliate in the consolidated balance sheets. As of September 30, 2024, the outstanding amount of net receivables financed for dealers under this arrangement was $1,889.2 million.

The Company has agreed to repurchase products repossessed by Polaris Acceptance up to an annual maximum of 15 percent of the aggregate average month-end outstanding Polaris Acceptance receivables and Securitized Receivables during the prior calendar year. For calendar year 2024, the potential 15 percent aggregate repurchase obligation with respect to products repossessed by Polaris Acceptance is approximately $ 219.1 million.

Polaris Acceptance began financing substantially all of the Company's United States sales of boats in the third quarter of 2024. This financing was previously completed by a subsidiary of Huntington Bancshares Incorporated ("Huntington") and the Company may still be required to repurchase products repossessed by Huntington up to a maximum of 100 percent of the aggregate outstanding Huntington receivables balance. As of September 30, 2024, the potential aggregate repurchase obligation with respect to products repossessed by Huntington was approximately $145.2 million.

The Company has other financing arrangements related to its foreign subsidiaries in which it has agreed to repurchase repossessed products. For calendar year 2024, the potential aggregate repurchase obligations are approximately $43.1 million.

The Company's financial exposure under these repurchase agreements is limited to the difference between the amounts unpaid by the dealer or distributor with respect to the repossessed product plus costs of repossession and the amount received on the resale of the repossessed product. No material losses have been incurred under these agreements during the periods presented.

The Company has agreements with third-party financing companies to provide financing options to end consumers of the Company's products. The Company has no material contingent liabilities for residual value or credit collection risk under these agreements. The Company's income generated from these agreements has been included as a component of income from financial services in the consolidated statements of income.

Note 9. Commitments and Contingencies

Product liability. The Company is subject to product liability claims in the normal course of business. The Company purchases excess insurance coverage annually for product liability claims, which is subject to self-insured retention and aggregate limits. The estimated costs resulting from any losses are charged to operating expenses when it is probable a loss has been incurred and the amount of the loss is reasonably estimable. The Company utilizes historical trends and actuarial analysis, along with an analysis of current claims, to assist in determining the appropriate loss reserve levels. As of September 30, 2024, the Company had an accrual of $159.9 million for the probable payment of pending claims related to product liability litigation associated with the Company's products. This accrual is included as a component of accrued expenses in the consolidated balance sheets. Amounts due from insurance carriers, to the extent applicable, reduce our financial exposure to product liability claims and are included as a component of prepaid expenses and other in the consolidated balances sheets.

Litigation. The Company is subject to lawsuits and claims arising in the normal course of business, including matters related to intellectual property, commercial matters, employment, product liability claims and putative class actions. Additional details about certain of the pending putative class actions are provided in Part II, Item 1 – Legal Proceedings.

In the opinion of management, it is presently unlikely that any legal proceedings pending against or involving the Company will have a material adverse effect on the Company's financial position, results of operations, or cash flows. However, in many of these matters, it is inherently difficult to determine whether a loss is probable or reasonably possible or to estimate the size or range of the possible loss given the variety of potential outcomes of actual and potential claims, including legal proceedings resulting in verdicts that exceed policy limits for a given year or seeking punitive damages for certain policy years for which we may not be insured, the uncertainty of future rulings, possible class certification, the behavior or incentives of adverse parties, and other factors outside of the control of the Company. Accordingly, the Company's loss reserve may change from time to time, and actual losses could exceed the amounts accrued by an amount that could be material to the Company's consolidated financial position, results of operations, or cash flows in any particular reporting period.

Regulatory. In the normal course of business, the Company's products are subject to extensive laws and regulations relating to safety, environmental, and other regulations promulgated by the United States federal government and individual states, as well as international regulatory authorities. Failure to comply with applicable regulations could result in fines, penalties, or other costs.

Note 10. Derivative Instruments and Hedging Activities

The Company is exposed to certain risks from fluctuations in foreign currency exchange rates, interest rates, and commodity prices. To reduce its exposure to such risks, the Company selectively uses derivative financial instruments. The decision of whether and when to execute derivative instruments, along with the duration of the instrument, may vary from period to period depending on market conditions, the relative costs of the instruments and capacity to hedge. The duration is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored. The Company does not use any financial contracts for trading purposes. The derivative contracts contain credit risk to the extent that our bank counterparties may be unable to meet the terms of the agreements. The amount of such credit risk is generally limited to the unrealized gains, if any, in such contracts. Such risk is minimized by limiting those counterparties to major financial institutions of high credit quality and spreading the risk among such financial institutions.

The Company conducts business in various locations throughout the world and is subject to market risk associated with certain product sourcing activities and intercompany cash flows due to changes in the value of foreign currencies in relation to its reporting currency, the U.S. dollar. The Company's foreign currency management objective is to mitigate the potential impact of currency fluctuations on the value of its U.S. dollar cash flows and to reduce the variability of certain cash flows at the subsidiary level. The Company actively manages certain forecasted foreign currency exposures and uses a centralized currency management operation to take advantage of potential opportunities to naturally offset foreign currency exposures. The Company utilizes foreign currency exchange contracts to mitigate the effects of foreign currency exchange rate fluctuations related to the Australian dollar, Canadian dollar, and Mexican peso. The Company's foreign currency exchange contracts, with maturities through December 2025, met the criteria to be accounted for as cash flow hedges during the periods presented.

The Company mitigates its interest rate risk by managing its exposure to fixed and variable rates while attempting to optimize its interest costs. The Company enters into interest rate swap transactions to hedge the variable interest rate payments for the Term Loan Facility. In connection with these contracts, the Company pays interest based upon a fixed rate and receives variable rate interest payments based on Adjusted Term SOFR plus the applicable add-on percentage, as defined in the agreements governing the credit facility. These contracts, with maturities through February 2026, met the criteria to be accounted for as cash flow hedges during the periods presented.

Commodity hedging contracts are entered into in order to manage fluctuating market prices of certain purchased commodities and raw materials that are integrated into the Company's end products. The Company's commodity contracts, with maturities of less than one year, met the criteria to be accounted for as cash flow hedges during the periods presented.

The notional and fair values of the Company's derivative financial instruments designated as cash flow hedges were as follows (in millions):

	September 30, 2024			December 31, 2023		
	Notional Value (in U.S. Dollars)	Fair Value — Assets	Fair Value — Liabilities	Notional Value (in U.S. Dollars)	Fair Value — Assets	Fair Value — Liabilities
Foreign currency contracts	$ 306.2	$ 1.3	$ (7.4)	$ 250.3	$ 6.5	$ (1.9)
Interest rate contracts	400.0	—	(1.6)	400.0	0.9	—
Commodity contracts	63.1	0.2	(3.5)	84.6	2.1	(3.4)
Total	$ 769.3	$ 1.5	$ (12.5)	$ 734.9	$ 9.5	$ (5.3)

Assets are included in prepaid expenses and other and liabilities are included in accrued expenses in the consolidated balance sheets. Assets and liabilities are offset in the consolidated balance sheet if the right of offset exists.

The amounts of gains and losses related to the Company's derivative financial instruments designated as cash flow hedges were as follows (in millions):

Derivatives Designated as Cash Flow Hedges	Location of Gain (Loss) Reclassified from Accumulated OCI into Income	Three months ended September 30, 2024		Nine months ended September 30, 2024	
		Gain (Loss) Reclassified from AOCI into Income	Loss Recognized in OCI	Gain (Loss) Reclassified from AOCI into Income	Loss Recognized in OCI
Foreign currency contracts	Cost of sales	$ (2.4)	$ (3.1)	$ 6.5	$ (7.3)
Interest rate contracts	Interest expense	1.5	(4.9)	4.5	(1.9)
Commodity contracts	Cost of sales	0.8	(3.0)	(0.3)	(4.2)
Total		$ (0.1)	$ (11.0)	$ 10.7	$ (13.4)

Derivatives Designated as Cash Flow Hedges	Location of Gain (Loss) Reclassified from Accumulated OCI into Income	Three months ended September 30, 2023		Nine months ended September 30, 2023	
		Gain Reclassified from AOCI into Income	Gain (Loss) Recognized in OCI	Gain Reclassified from AOCI into Income	Gain Recognized in OCI
Foreign currency contracts	Other income, net	$ 13.2	$ (1.2)	$ 17.7	$ 0.7
Interest rate contracts	Interest expense	2.3	1.0	7.4	1.6
Commodity contracts	Cost of sales	0.9	(0.2)	0.1	1.2
Total		$ 16.4	$ (0.4)	$ 25.2	$ 3.5

The unrealized gains or losses, after tax, are recorded as a component of accumulated other comprehensive loss in shareholders' equity. Gains and losses on derivative instruments representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized currently in the consolidated statements of income and were not material for the periods presented.

The net amount of the existing gains or losses as of September 30, 2024 that is expected to be reclassified into the statements of income within the next 12 months is not expected to be material.

Note 11. Segment Reporting

The Company's reportable segments are based on the Company's method of internal reporting and are comprised of various product offerings that serve multiple end markets. These results are not necessarily indicative of the results of operations that would have occurred had each segment been an independent, stand-alone entity during the periods presented. The internal reporting of these operating segments is based, in part, on the reporting and review process used by the Company's Chief Executive Officer. The Company has three operating segments: 1) Off Road, 2) On Road, and 3) Marine, which are all reportable segments. The Corporate amounts include costs that are not allocated to segments, including certain unallocated manufacturing costs and the impacts from certain foreign currency transactions.

Segment sales and gross profit data is summarized as follows (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Sales				
Off Road	$ 1,400.0	$ 1,844.4	$ 4,269.5	$ 5,067.6
On Road	236.5	270.3	807.0	955.4
Marine	85.9	134.2	343.5	622.2
Total sales	$ 1,722.4	$ 2,248.9	$ 5,420.0	$ 6,645.2
Gross profit				
Off Road	$ 297.4	$ 425.5	$ 852.6	$ 1,122.6
On Road	39.9	57.7	161.4	208.7
Marine	10.6	24.3	56.9	143.3
Corporate	6.7	1.3	38.0	8.4
Total gross profit	$ 354.6	$ 508.8	$ 1,108.9	$ 1,483.0

Item 2 – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion pertains to the results of operations and financial position of Polaris Inc., a Delaware corporation, for the three and nine month period ended September 30, 2024 compared to the three and nine month period ended September 30, 2023. The terms “Polaris,” the “Company,” “we,” “us,” and “our” as used herein refer to the business and operations of Polaris Inc., its subsidiaries and its predecessors, which began doing business in 1954. We design, engineer, manufacture and market powersports vehicles which include: off-road vehicles (“ORV”), including all-terrain vehicles (“ATV”) and side-by-side vehicles; military and commercial ORVs; snowmobiles; motorcycles; moto-roadsters; quadricycles; and boats. We also design and manufacture or source parts, garments and accessories (“PG&A”), which includes aftermarket accessories and apparel. Due to the seasonal trends for certain products and certain changes in production and shipping cycles, results of such periods are not necessarily indicative of the results to be expected for the complete year. Unless otherwise noted, all “quarter” comparisons are from the third quarter of 2024 to the third quarter of 2023 and all “year-to-date” comparisons are from the nine month period ended September 30, 2024 to the nine month period ended September 30, 2023. Estimates related to industry retail sales are unaudited and based on internally-generated management estimates, including estimates based on extrapolations from third-party surveys of the industries in which we compete, and are subject to change.

Overview

Third quarter sales totaled $1,722.4 million, a decrease of 23 percent from last year’s third quarter sales of $2,248.9 million. The decrease in sales for the quarter was primarily due to decreased shipments in all segments, product mix, and lower net pricing driven by higher promotional costs.

Our gross profit of $354.6 million decreased 30 percent from $508.8 million in the comparable prior year third quarter. Gross profit, as a percentage of sales, decreased primarily due to product mix, lower net pricing driven by higher promotional costs, and decreased leverage of fixed costs as a result of reduced sales volumes. These decreases were partially offset by favorable operational costs.

Net income attributable to Polaris was $27.7 million, or $0.49 per diluted share, compared to 2023 third quarter net income attributable to Polaris of $151.7 million, or $2.62 per diluted share. These decreases were primarily the result of decreased shipments in all segments, product mix, lower net pricing driven by higher promotional costs, and decreased leverage of fixed costs as a result of reduced sales volumes, partially offset by favorable operating costs. We reported third quarter Adjusted EBITDA of $159.1 million, compared to 2023 third quarter Adjusted EBITDA of $282.6 million. For information on how we define and calculate Adjusted EBITDA, and a reconciliation from net income to Adjusted EBITDA, see “Non-GAAP Financial Measures”.

Consolidated Results of Operations

The consolidated results of operations were as follows:

($ in millions except percentages and share data)	Three months ended September 30, 2024	Three months ended September 30, 2023	Change 2024 vs. 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023	Change 2024 vs. 2023
Sales	$ 1,722.4	$ 2,248.9	(23) %	$ 5,420.0	$ 6,645.2	(18) %
Cost of sales	$ 1,367.8	$ 1,740.1	(21) %	$ 4,311.1	$ 5,162.2	(16) %
Gross profit	$ 354.6	$ 508.8	(30) %	$ 1,108.9	$ 1,483.0	(25) %
Percentage of sales	20.6 %	22.6 %	-204 bps	20.5 %	22.3 %	-186 bps
Operating expenses:						
Selling and marketing	$ 127.6	$ 145.1	(12) %	$ 386.6	$ 415.3	(7) %
Research and development	84.1	91.8	(8) %	258.7	281.5	(8) %
General and administrative	100.9	91.3	11 %	310.3	285.9	9 %
Total operating expenses	$ 312.6	$ 328.2	(5) %	$ 955.6	$ 982.7	(3) %
Percentage of sales	18.1 %	14.6 %	+355 bps	17.6 %	14.8 %	+284 bps
Income from financial services	$ 24.1	$ 20.5	18 %	$ 71.5	$ 57.9	23 %
Operating income	$ 66.1	$ 201.1	(67) %	$ 224.8	$ 558.2	(60) %
Non-operating expense:						
Interest expense	$ 36.2	$ 32.5	11 %	$ 102.7	$ 92.2	11 %
Other income, net	$ (5.1)	$ (13.1)	(61) %	$ (6.5)	$ (33.6)	(81) %
Income before income taxes	$ 35.0	$ 181.7	(81) %	$ 128.6	$ 499.6	(74) %
Provision for income taxes	$ 7.4	$ 30.2	(75) %	$ 28.2	$ 100.2	(72) %
Effective income tax rate	20.9 %	16.6 %	+426 bps	21.9 %	20.1 %	+184 bps
Net income	$ 27.6	$ 151.5	(82) %	$ 100.4	$ 399.4	(75) %
Net loss (income) attributable to noncontrolling interest	0.1	0.2	(50) %	(0.2)	—	NM
Net income attributable to Polaris Inc.	$ 27.7	$ 151.7	(82) %	$ 100.2	$ 399.4	(75) %
Percentage of sales	1.6 %	6.7 %	-514 bps	1.8 %	6.0 %	-416 bps
Adjusted EBITDA	$ 159.1	$ 282.6	(44) %	$ 467.2	$ 786.2	(41) %
Adjusted EBITDA Margin	9.2 %	12.6 %	-333 bps	8.6 %	11.8 %	-321 bps
Diluted net income per share attributable to Polaris Inc. shareholders	$ 0.49	$ 2.62	(81) %	$ 1.76	$ 6.90	(74) %
Weighted average diluted shares outstanding	56.5	57.8	(2) %	56.9	57.9	(2) %
NM = not meaningful						

Sales:

The decrease in sales for the quarter was due to decreased shipments, product mix, and lower net price driven by higher promotional costs. The decrease in sales for the year-to-date period was due to decreased shipments and lower net pricing driven by higher promotional costs, partially offset by product mix.

The components of the consolidated sales change were as follows:

	Percent change in total Company sales compared to corresponding period of the prior year	
	Three months ended September 30, 2024	Nine months ended September 30, 2024
Volume	(17) %	(19) %
Product mix and price	(6)	1
Currency	—	—
	(23) %	(18) %

The volume decrease for the quarter and year-to-date periods was the result of decreased shipments in all segments. Product mix and price was unfavorable for the quarter as a result of a lower sales mix of ORVs and motorcycles and lower net pricing driven by higher promotional costs. Product mix and price was favorable for the year-to-date period as a result of a higher sales mix of ORVs.

Sales by geographic region were as follows:

	Three months ended September 30,					Nine months ended September 30,				
($ in millions)	2024	Percent of Total Sales	2023	Percent of Total Sales	Percent Change 2024 vs. 2023	2024	Percent of Total Sales	2023	Percent of Total Sales	Percent Change 2024 vs. 2023
United States	$ 1,356.1	*79 %*	$ 1,845.5	*82 %*	(27) %	$ 4,259.6	*79 %*	$ 5,285.9	*80 %*	(19) %
Canada	116.5	*7 %*	140.0	*6 %*	(17) %	334.3	*6 %*	425.1	*6 %*	(21) %
Other countries	249.8	*14 %*	263.4	*12 %*	(5) %	826.1	*15 %*	934.2	*14 %*	(12) %
Total sales	$ 1,722.4	*100 %*	$ 2,248.9	*100 %*	(23) %	$ 5,420.0	*100 %*	$ 6,645.2	*100 %*	(18) %

Sales in the United States decreased during the quarter and year-to-date periods primarily as a result of lower shipments in all segments.

Sales in Canada decreased during the quarter and year-to-date periods primarily as a result of decreased snowmobile shipments. Currency rate movements had an unfavorable impact of one percentage point on both quarter and year-to-date sales.

Sales in other countries decreased during the quarter and year-to-dates periods, primarily as a result of lower ORV and motorcycle shipments. Currency rate movements had an unfavorable impact of one percentage point on quarter sales and no impact on year-to-date sales.

Cost of Sales:

The following table reflects our cost of sales in dollars and as a percentage of sales:

	Three months ended September 30,					Nine months ended September 30,				
($ in millions)	2024	Percent of Total Cost of Sales	2023	Percent of Total Cost of Sales	Percent Change 2024 vs. 2023	2024	Percent of Total Cost of Sales	2023	Percent of Total Cost of Sales	Percent Change 2024 vs. 2023
Purchased materials and services	$ 1,114.9	*82 %*	$ 1,442.1	*83 %*	(23) %	$ 3,526.7	*82 %*	$ 4,299.6	*83 %*	(18) %
Labor and benefits	149.1	*11 %*	195.7	*11 %*	(24) %	492.6	*11 %*	573.5	*11 %*	(14) %
Depreciation and amortization	58.0	*4 %*	53.0	*3 %*	9 %	159.1	*4 %*	147.4	*3 %*	8 %
Warranty costs	45.8	*3 %*	49.3	*3 %*	(7) %	132.7	*3 %*	141.7	*3 %*	(6) %
Total cost of sales	$ 1,367.8	*100 %*	$ 1,740.1	*100 %*	(21) %	$ 4,311.1	*100 %*	$ 5,162.2	*100 %*	(16) %
Percentage of sales	79.4 %		77.4 %		+204 bps	79.5 %		77.7 %		+186 bps

Cost of sales decreased during the quarter and year-to-date periods primarily as a result of reduced sales volumes driving lower purchased materials and decreased labor costs.

Gross Profit:

Gross profit for the quarter, as a percentage of sales, decreased primarily due to product mix, lower net pricing driven by higher promotional costs, decreased leverage of fixed costs as a result of reduced sales volumes, and higher finance interest, partially offset by favorable operational costs. Gross profit for the year-to-date period, as a percentage of sales, decreased primarily due to lower net pricing driven by higher promotional costs, decreased leverage of fixed costs as a result of reduced sales volumes, product mix, and higher finance interest, partially offset by favorable operational costs.

Operating Expenses:

Operating expenses for the quarter and year-to-date periods, in absolute dollars, decreased due to reduced selling and marketing and research and development expenses, partially offset by increased general and administrative expenses. As a percentage of sales, operating expenses increased for both the quarter and year-to-date periods due to decreased leverage of fixed costs as a result of reduced sales volumes.

Income from Financial Services:

Income from financial services increased for the quarter and year-to-date periods, primarily due to higher wholesale financing income from Polaris Acceptance driven by higher dealer inventory levels.

Interest Expense:

Interest expense increased for the quarter and year-to-date periods primarily as a result of higher interest rates.

Other income, net:

Other income is primarily the result of currency exchange rate movements and the corresponding effects on currency transactions related to our international subsidiaries.

Provision for income taxes:

The increase in the effective income tax rate for the quarter was primarily due to unfavorable impacts related to research and development credits and Foreign Derived Intangible Income (“FDII”) on lower pre-tax income.

The increase in the effective tax rate for the year-to-date period was primarily due to unfavorable impacts related to research and development credits, FDII, and share-based compensation adjustments on lower pre-tax income.

Adjusted EBITDA:

Adjusted EBITDA, in absolute dollars and as a percentage of sales, decreased during the quarter and year-to-date periods primarily as a result of decreased shipments, lower net pricing driven by higher promotional costs and product mix. These decreases were partially offset by favorable operating costs.

Weighted average diluted shares outstanding:

Over the time period within and between the comparable periods, weighted average diluted shares outstanding decreased compared to the comparable prior year periods, primarily due to share repurchases and a reduction in the dilutive effect of share-based equity awards.

Cash Dividends:

We paid a regular cash dividend of $0.66 per common share on September 16, 2024 to holders of record at the close of business on September 3, 2024. We paid aggregate cash dividends of $1.98 per common share for the nine months ended September 30, 2024.

Segment Results of Operations

The summary that follows provides a discussion of the results of operations of each of our three reportable segments, Off Road, On Road, and Marine. Each of these segments is comprised of various product offerings that serve multiple end markets. We evaluate performance based on sales and gross profit. The Corporate amounts include costs that are not allocated to segments, including certain unallocated manufacturing costs and the impacts from certain foreign currency transactions.

Our sales and gross profit by reporting segment, which includes the respective PG&A, were as follows:

	Three months ended September 30,					Nine months ended September 30,				
($ in millions)	2024	Percent of Sales	2023	Percent of Sales	Percent Change 2024 vs. 2023	2024	Percent of Sales	2023	Percent of Sales	Change 2024 vs. 2023
Off Road	$ 1,400.0	*81 %*	$ 1,844.4	*82 %*	(24) %	4,269.5	*79 %*	$ 5,067.6	*76 %*	(16) %
On Road	236.5	*14 %*	270.3	*12 %*	(13) %	807.0	*15 %*	955.4	*15 %*	(16) %
Marine	85.9	*5 %*	134.2	*6 %*	(36) %	343.5	*6 %*	622.2	*9 %*	(45) %
Total sales	$ 1,722.4	*100 %*	$ 2,248.9	*100 %*	(23) %	$ 5,420.0	*100 %*	$ 6,645.2	*100 %*	(18) %

	Three months ended September 30,					Nine months ended September 30,				
($ in millions)	2024	Percent of Sales	2023	Percent of Sales	Percent Change 2024 vs. 2023	2024	Percent of Sales	2023	Percent of Sales	Change 2024 vs. 2023
Off Road	$ 297.4	*21.2 %*	$ 425.5	*23.1 %*	(30) %	$ 852.6	*20.0 %*	$ 1,122.6	*22.2 %*	(24) %
On Road	39.9	*16.9 %*	57.7	*21.3 %*	(31) %	161.4	*20.0 %*	208.7	*21.8 %*	(23) %
Marine	10.6	*12.2 %*	24.3	*18.1 %*	(56) %	56.9	*16.6 %*	143.3	*23.0 %*	(60) %
Corporate	6.7		1.3			38.0		8.4		
Total gross profit	$ 354.6		$ 508.8		(30) %	$ 1,108.9		$ 1,483.0		(25) %
Percentage of sales	20.6 %		22.6 %		-204 bps	20.5 %		22.3 %		-186 bps

Off Road:

Off Road sales, inclusive of PG&A sales, decreased for the quarter and year-to-date periods primarily due to decreased ORV and snowmobile shipments, as well as decreased PG&A sales. The average per unit sales price for the Off Road segment decreased approximately nine percent and one percent for the quarter and year-to-date periods, respectively. These decreases were primarily due to lower net pricing driven by higher promotional costs and product mix.

Sales to customers outside of North America decreased 7 percent and 12 percent for the quarter and year-to-date periods, respectively. The sales decrease for the quarter was primarily due to lower ORV shipments. The sales decrease for the year-to-date period was primarily due to lower ORV and snowmobile shipments.

Gross profit, as a percentage of sales, decreased for the quarter and year-to-date periods primarily due to lower net pricing driven by higher promotional costs, decreased leverage of fixed costs as a result of reduced sales volumes, product mix, and higher finance interest, partially offset by favorable operational costs.

Additional information on our end markets for the quarter:

- Polaris North America Utility unit retail sales down low-single digits percent
- Polaris North America Recreation unit retail sales down low-single digits percent
- Total Polaris North America ORV unit retail sales down low-single digits percent
- Estimated North America industry ORV unit retail sales down low-single digits percent
- Total Polaris North America ORV dealer inventories up approximately 15 percent

On Road:

On Road sales, inclusive of PG&A sales, decreased for the quarter and year-to-date periods primarily due to decreased shipments across the product portfolio. The average per unit sales price for the On Road segment decreased approximately 11 percent and five percent for the quarter and year-to-date periods, respectively. The decrease for the quarter was due to product mix. The decrease for the year-to-date period was due to product mix and lower net pricing driven by higher promotional costs.

Sales to customers outside of North America decreased 3 percent and 11 percent for the quarter and year-to-date periods, respectively, primarily as a result of lower Indian Motorcycle shipments.

Gross profit, as a percentage of sales, decreased for the quarter primarily due to product mix and higher warranty expense, partially offset by favorable operational costs. Gross profit, as a percentage of sales, decreased for the year-to-date period due to product mix, lower net pricing driven by higher promotional costs, and higher warranty expense, partially offset by favorable operational costs.

Additional information on our end markets for the quarter:

- Indian Motorcycle North America unit retail sales down low-double digits percent
- Estimated North America industry 900cc cruiser, touring, and standard motorcycles unit retail sales down high-single digits percent
- Polaris North America motorcycle dealer inventories up approximately 20 percent

Marine:

Marine sales decreased for the quarter and year-to-date periods primarily due to decreased shipments. The average per unit sales price for the Marine segment increased approximately four percent for both the quarter and year-to-date periods. These increases were primarily driven by product mix and partially offset by lower net pricing driven by higher promotional costs.

Gross profit, as a percentage of sales, decreased for the quarter primarily as a result of decreased leverage of fixed costs as a result of reduced sales volumes and product mix, partially offset by lower finance interest. Gross profit, as a percentage of sales, decreased for the year-to-date period primarily as a result of product mix, decreased leverage of fixed costs as a result of reduced sales volumes, and lower net pricing driven by higher promotional costs.

Additional information on our end markets for the two-month period ended August 2024:

- Polaris U.S pontoon unit retail sales down high-teens percent
- Estimated U.S. industry pontoon unit retail sales down high-single digits percent
- Polaris U.S deck boat unit retail sales down high-forties percent
- Estimated U.S. industry deck boat unit retail sales down low-twenties percent

Non-GAAP Financial Measures

To supplement our consolidated financial statements, which are prepared and presented in accordance with GAAP, we use certain non-GAAP financial measures, as described below, to understand and evaluate our core operating performance. These non-GAAP financial measures, which may be different than similarly titled measures used by other companies, are presented to enhance investors' overall understanding of our financial performance and should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

We use the non-GAAP financial measure of Adjusted EBITDA, which is defined as net income, excluding interest expense, income tax expense, depreciation and amortization, and certain other non-cash, non-recurring, or non-operating items impacting net income from time to time. For example, costs associated with certain corporate restructuring activities, such as acquisitions and divestitures, are included as non-GAAP adjustments. We use the non-GAAP financial measure of Adjusted EBITDA Margin, which is defined as Adjusted EBITDA divided by net sales. We believe that Adjusted EBITDA and Adjusted EBITDA Margin help identify underlying trends in our business that could otherwise be masked by the effect of the expenses that we exclude from Adjusted EBITDA and Adjusted EBITDA Margin.

We believe that these measures provide useful information about our financial performance, enhance the overall understanding of our past performance and future prospects, and allow for greater transparency with respect to key metrics used by our management for financial and operational decision making. We are presenting these non-GAAP measures to assist investors in seeing our financial performance through the eyes of management, and because we believe that these measures provide an additional tool for investors to use in comparing our core financial performance over multiple periods with other companies in our industry.

Adjusted EBITDA has limitations and should not be considered in isolation from, as a substitute for, or more meaningful than, net income as determined in accordance with GAAP. Certain items excluded from Adjusted EBITDA are significant components in understanding and assessing a company's financial performance. Our presentation of Adjusted EBITDA and Adjusted EBITDA Margin should not be construed as an inference that our results will be unaffected by unusual or non-recurring items.

The following table presents a reconciliation of net income, the most comparable GAAP financial measure, to Adjusted EBITDA for each of the periods presented:

	Three months ended September 30,		Nine months ended September 30,	
($ in millions)	2024	2023	2024	2023
Sales	$ 1,722.4	$ 2,248.9	$ 5,420.0	$ 6,645.2
Net income	27.6	151.5	100.4	399.4
Provision for income taxes	7.4	30.2	28.2	100.2
Interest expense	36.2	32.5	102.7	92.2
Depreciation	68.4	62.0	190.9	173.6
Intangible amortization (1)	6.0	4.4	15.9	13.3
Acquisition-related costs (2)	0.5	0.7	1.2	0.7
Restructuring expenses (3)	11.5	0.9	22.5	1.4
Class action litigation expenses (4)	1.5	0.4	5.4	5.4
Adjusted EBITDA	$ 159.1	$ 282.6	$ 467.2	$ 786.2
Adjusted EBITDA Margin	9.2 %	12.6 %	8.6 %	11.8 %

(1) Represents amortization expense for intangible assets acquired through business combinations and asset acquisitions

(2) Represents adjustments for integration and acquisition-related expenses

(3) Represents adjustments for corporate restructuring

(4) Represents adjustments for certain class action litigation-related expenses

Liquidity and Capital Resources

Our primary sources of liquidity have been cash provided by operating and financing activities, including funds as needed from our credit facility and issuances of long-term debt. Our primary uses of funds have been for new product development, capital investments, cash dividends to shareholders, repurchases and retirements of common stock, and acquisitions. The seasonality of production and shipments cause working capital requirements to fluctuate during the year and from year to year.

We believe that existing cash balances and cash flows to be generated from operating activities, borrowing capacity under our credit facility and from future issuances or borrowings of long-term debt, will be sufficient to fund operations, new product development, cash dividends to shareholders, repurchases and retirement of common stock, and capital requirements for at least the next 12 months and for the foreseeable future thereafter.

Cash Flows

The following table summarizes the cash flows from operating, investing and financing activities:

	Nine months ended September 30,		
($ in millions)	2024	2023	Change
Total cash provided by (used for):			
Operating activities	$ 61.9	$ 376.0	$ (314.1)
Investing activities	(218.2)	(345.9)	127.7
Financing activities	82.8	(61.4)	144.2

Operating Activities:

The decrease in net cash from operating activities was primarily the result of lower net income.

Investing Activities:

The primary sources and uses of cash were for the purchase of property, equipment and tooling for continued capacity and capability at our manufacturing, distribution, and product development facilities, and distributions from and contributions to Polaris Acceptance. Net cash used for investing activities decreased due to a reduction in property, equipment and tooling purchases, as well as increased distributions from Polaris Acceptance. These decreases were partially offset by strategic investments in the current year.

Financing Activities:

The increase in net cash from financing activities was primarily due to increased net borrowings under debt arrangements and lower share repurchases, partially offset by reduced proceeds from stock issuances under employee plans. Net borrowings totaled $271.0 million for the nine months ended September 30, 2024, compared to $157.7 million of net borrowings for the comparable period in 2023.

Financing Arrangements:

We are party to an unsecured Master Note Purchase Agreement, as amended and supplemented, under which we have issued senior notes. As of September 30, 2024, outstanding borrowings under the Master Note Purchase Agreement totaled $350.0 million.

We are also party to an unsecured credit facility, which includes a $1.0 billion variable interest rate Revolving Loan Facility that matures in June 2026, under which we have unsecured borrowings. As of September 30, 2024, there were borrowings of $141.6 million outstanding under the Revolving Loan Facility. Our credit facility also includes a Term Loan Facility, on which $744.0 million was outstanding as of September 30, 2024. We are required to make principal payments under the Term Loan Facility totaling $45 million over the next 12 months. For the credit facility, interest is charged at rates based on Adjusted Term SOFR plus the applicable add-on percentage, as defined in the agreements governing the credit facility. As of September 30, 2024, we had $850.9 million of availability on the Revolving Loan Facility.

In November 2023, we amended the credit facility to terminate all guarantees provided by our subsidiaries under the credit facility, remove the requirement for our subsidiaries to provide guarantees of the obligations under the credit facility, and remove certain of our subsidiaries as co-borrowers.

In July 2024, the Company further amended the credit facility to provide for a new incremental 364-day term loan in the amount of $400 million (the "Incremental Term Loan Facility"). The Incremental Term Loan Facility is unsecured and has a term ending on July 25, 2025. As with other borrowings under the credit facility, interest is charged at rates based on Adjusted Term SOFR plus the applicable add-on percentage, as defined in the agreements governing the credit facility. Net proceeds from the Incremental Term Loan Facility were used to repay amounts outstanding under the Company's Revolving Loan Facility.

The agreements governing the facility and the Master Note Purchase Agreement contain covenants that require the Company to maintain certain financial ratios, including minimum interest coverage and maximum leverage ratios. The agreements also require the Company to maintain an interest coverage ratio of not less than 3.00 to 1.00 and a leverage ratio of not more than 3.50 to 1.00 on a rolling four quarter basis.

In November 2023, we issued $500 million aggregate principal amount of 6.95% Senior Notes pursuant to a public offering. We received approximately $492 million in net proceeds from the notes offering after deducting the underwriting discount and other fees and expenses. The notes bear interest at a rate of 6.95% per year, with interest payable semi-annually in arrears in March and September of each year. The notes mature in March of 2029. The indenture governing the notes is subject to customary covenants and make-whole provisions upon early termination.

On July 2, 2018, pursuant to the Agreement and Plan of Merger dated May 29, 2018, the Company completed the acquisition of Boat Holdings, LLC, a privately held Delaware limited liability company, headquartered in Elkhart, Indiana which manufactures boats ("Boat Holdings"). As a component of the Boat Holdings merger agreement, we have committed to make a series of deferred payments to the former owners through July 2030. The original discounted payable was for $76.7 million, of which $43.2 million was outstanding as of September 30, 2024.

As of September 30, 2024, we were in compliance with all debt covenants and our debt to total capital ratio was 62 percent. Additionally, as of September 30, 2024, we had letters of credit outstanding of $48.6 million, primarily related to purchase obligations for raw materials.

Share Repurchases:

We repurchased a total of approximately 1.0 million shares of our common stock for $82.3 million during the first nine months of 2024, which had a favorable impact of two cents on diluted net income per share. As of September 30, 2024, our Board of Directors has authorized us to repurchase up to an additional $1,109.3 million of our common stock.

Wholesale Customer Financing Arrangements:

We have arrangements with certain finance companies to provide secured floor plan financing for our dealers. These arrangements provide liquidity by financing dealer purchases of our products without the use of our working capital. A majority of the worldwide sales of snowmobiles, ORVs, motorcycles, boats, and related PG&A are financed under similar arrangements whereby we receive payment within a few days of shipment of the product. We participate in the cost of dealer financing up to certain limits.

Under these arrangements, we have agreed to repurchase products repossessed by these finance companies. As of September 30, 2024, the potential aggregate repurchase obligations were approximately $407.4 million. Our financial exposure under these repurchase agreements is limited to the difference between the amounts unpaid by the dealer with respect to the repossessed product plus costs of repossession and the amount received on the resale of the repossessed product. No material losses have been incurred under these agreements during the periods presented.

Retail Customer Financing Arrangements:

We have agreements with third-party financing companies to provide financing options to end consumers of our products. We have no material contingent liabilities for residual value or credit collection risk under these agreements.

Critical Accounting Policies

See our most recent Annual Report on Form 10-K for the year ended December 31, 2023 for a discussion of our critical accounting policies. There have been no material changes to our critical accounting policies discussed in such report.

Note Regarding Forward Looking Statements

This report contains not only historical information, but also "forward-looking statements" intended to qualify for the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These “forward-looking statements” can generally be identified as such because the context of the statement will include words such as we or our management “believes,” “anticipates,” “expects,” “estimates” or words of similar import. Similarly, statements that describe our future plans, objectives or goals, such as future sales, future cash flows and capital requirements, operational initiatives, supply chain, tariffs, currency fluctuations, interest rates, and commodity costs, are forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those forward-looking statements, are also forward-looking. Forward-looking statements may also be made from time to time in oral presentations, including telephone conferences and/or webcasts open to the public.

Potential risks and uncertainties include such factors as the Company’s ability to successfully implement its manufacturing operations strategy and supply chain initiatives; the Company’s ability to successfully source necessary parts and materials on a timely basis; the ability of the Company to manufacture and deliver products to dealers to meet demand, including as a result of supply chain disruptions; the Company’s ability to identify and meet optimal dealer inventory levels; the Company’s ability to accurately forecast and sustain consumer demand; the Company’s ability to mitigate increasing input costs through pricing or other measures; product offerings, promotional activities and pricing strategies by competitors that may make our products less attractive to consumers; the Company’s ability to strategically invest in innovation and new products, including as compared to our competitors; economic conditions that impact consumer spending or consumer credit, including recessionary conditions and changes in interest rates; disruptions in manufacturing facilities; product recalls and/or warranty expenses; product rework costs; impact of changes in Polaris stock price on incentive compensation plan costs; foreign currency exchange rate fluctuations; environmental and product safety regulatory activity; effects of weather on the Company’s supply chain, manufacturing operations and consumer demand; commodity costs; freight and tariff costs (tariff relief or ability to mitigate tariffs); changes to international trade policies and agreements; uninsured product liability and class action claims (including claims seeking punitive damages) and other litigation expenses incurred due to the nature of our business; uncertainty in the consumer retail and wholesale credit markets; performance of affiliate partners; changes in tax policy; relationships with dealers and suppliers; and the general global economic, social and political environment.

The risks and uncertainties discussed in this report are not exclusive and other factors that we may consider immaterial or do not anticipate may emerge as significant risks and uncertainties.

Any forward-looking statements made in this report or otherwise speak only as of the date of such statement, and we undertake no obligation to update such statements to reflect actual results or changes in factors or assumptions affecting such forward-looking statements. We advise you, however, to consult any further disclosures made on related subjects in future Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that are filed with or furnished to the Securities and Exchange Commission.

Item 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Refer to the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 for a complete discussion on the Company’s market risk. There have been no material changes in market risk from those disclosed in the Company’s Form 10-K for the year ended December 31, 2023. Refer below for further discussion on commodity cost risk, foreign currency exchange rate risk, and interest rate risk.

Inflation:

We are subject to market risk from fluctuating market prices of certain purchased commodities and raw materials, including steel, aluminum, copper, petroleum-based resins, certain rare earth metals and diesel fuel. In addition, we are a purchaser of components and parts containing various commodities, including steel, aluminum, rubber and others, which are integrated into our end products. While such materials are typically available from numerous suppliers, commodity raw materials are subject to price fluctuations. We generally buy these commodities and components based upon market prices that are established with the vendor as part of the purchase process. We enter into commodity hedging contracts in order to manage fluctuating market prices of certain commodities such as steel and diesel fuel. Based on our current outlook for commodity prices, the total impact of commodities is expected to have a favorable impact on our gross profit margins for full-year 2024 when compared to 2023.

Foreign Exchange Rates:

The changing relationships of the U.S. dollar to foreign currencies can have a material impact on our financial results.

Euro: We have operations in the Eurozone through wholly owned subsidiaries and distributors. We also purchase components from certain suppliers directly for our U.S. operations in transactions denominated in Euros. Fluctuations in the Euro to U.S. dollar exchange rate impacts sales, cost of sales and net income.

Canadian Dollar: We operate in Canada through a wholly owned subsidiary. The relationship of the U.S. dollar in relation to the Canadian dollar impacts sales, cost of sales and net income.

Other currencies: We operate in various countries, principally in Europe, Mexico and Australia, through wholly owned subsidiaries. We also sell to certain distributors in other countries and purchase components from certain suppliers directly for our U.S. operations in transactions denominated in these foreign currencies. The relationship of the U.S. dollar in relation to these other currencies impacts sales, cost of sales and net income.

We actively manage our exposure to fluctuating foreign currency exchange rates by entering into foreign exchange hedging contracts. A portion of our foreign currency exposure is mitigated with the following open foreign currency hedging contracts as of September 30, 2024:

		Foreign currency hedging contracts	
Foreign Currency	**Currency Position**	**Notional amounts (in millions of U.S. Dollars)**	**Average exchange rate of open contracts**
Australian Dollar	Long	$ 21.3	$0.68 to 1 AUD
Canadian Dollar	Long	$ 154.0	$0.75 to 1 CAD
Mexican Peso	Short	$ 130.9	19.2 Peso to $1

During the quarter ended September 30, 2024, after consideration of the existing foreign currency hedging contracts, foreign currencies had a neutral impact on net income compared to 2023. We expect currencies to have a negative impact on full-year net income in 2024 compared to 2023.

The assets and liabilities in all of our international entities are translated at the foreign exchange rate in effect at the balance sheet date. Translation gains and losses are reflected as a component of accumulated other comprehensive loss, net in the shareholders’ equity section of the consolidated balance sheets. Revenues and expenses in all of our international entities are translated at the average foreign exchange rate in effect for each month of the year. Certain assets and liabilities related to intercompany positions reported on our consolidated balance sheets that are denominated in a currency other than the entity’s functional currency are translated at the foreign exchange rates at the balance sheet date and the associated gains and losses are included in net income.

Interest Rates:

We are a party to an unsecured credit facility with various lenders consisting of a $1.0 billion Revolving Loan Facility, a $1.2 billion Term Loan Facility and a $400 million Incremental Term Loan Facility. Interest accrues on the revolving loan, term loans and Incremental Term Loan Facility at variable rates based on Adjusted Term SOFR plus the applicable add-on percentage, as defined in the agreements governing the credit facility. As of September 30, 2024, there was $141.6 million outstanding on the Revolving Loan Facility, $744.0 million outstanding on the Term Loan Facility and $400.0 million outstanding on the Incremental Term Loan Facility. We enter into interest rate swaps in order to manage our exposure to fixed and variable interest rates associated with our debt. We expect interest rates to have a negative impact on full-year net income in 2024 compared to 2023.

Borrowings pursuant to our private senior notes and public senior notes bear interest at fixed rates. We are subject to changes in the fair value of fixed-rate borrowings as a result of potential changes in prevailing interest rates. Changes in the fair value of fixed-rate borrowings have no impact on the amount of interest incurred, cash flows or our financial position.

Item 4 – CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and its Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (2) accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure.

Changes in Internal Controls

There have been no changes in the Company's internal control over financial reporting during the latest fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II OTHER INFORMATION

Item 1 – LEGAL PROCEEDINGS

We are involved in a number of legal proceedings incidental to our business, none of which is presently expected to have a material effect on our financial position, results of operations or cash flows, or the financial results of our business.

As of the date hereof, we are party to certain putative class actions brought by the same plaintiff's counsel and largely repeating the same allegations regarding various state consumer protection laws focused on rollover protection structures' certifications for various Polaris off-road vehicles sold in California. The first case brought in federal court in California related to this matter—*Guzman/Albright*—was first reported in the Company's Annual Report on Form 10-K for the year ended December 31, 2020. The district court granted summary judgment against both plaintiffs' claims, which the plaintiffs appealed. The Ninth Circuit issued two rulings in September 2022 that reversed the district court's summary judgment rulings and remanded the case to the district court with instructions to dismiss one plaintiff's claims without prejudice. The plaintiff whose claims were dismissed without prejudice refiled the putative class action in California State Court under the name *Albright*. In June 2023, the *Albright* court granted the parties' stipulation to stay that case pending a decision on class certification in federal court in the *Guzman* case. On September 27, 2023, the district court in *Guzman* entered an order granting in part and denying in part plaintiff's motion for class certification. The district court certified a California class for plaintiff's claim seeking money damages under the California Consumers Legal Remedies Act but denied class certification on plaintiff's claim seeking injunctive relief under Fed. R. Civ. P. 23(b)(2). On October 11, 2023, Polaris filed a petition to appeal the portion of the district court's order granting class certification. On December 14, 2023, the Ninth Circuit denied Polaris's petition. On June 27, 2024, the state court in *Albright* entered an order setting a hearing for December 20, 2024 to review the stay of proceedings in that case. Plaintiff's counsel's related case—*Hellman/Berlanga*—was first reported in the Company's quarterly report for the period ended June 30, 2021. Since then, the *Hellman* plaintiff has been dismissed and, in May 2023, the remaining plaintiff in the *Berlanga* case filed a motion for class certification, which we opposed. On July 16, 2024, the federal district court entered an order granting in part and denying in part plaintiff's motion for class certification. The federal district court certified a California class for plaintiff's claim seeking money damages but denied class certification on plaintiff's claim seeking injunctive relief. On July 17, 2024, the federal district court ordered that the *Guzman* case and the *Berlanga* case be consolidated for all purposes. Trial is currently set to begin on May 5, 2025.

With respect to each of the aforementioned putative class action lawsuits, we are unable to provide any reasonable evaluation of the likelihood that a loss will be incurred or any reasonable estimate of the range of possible loss.

Item 1A – RISK FACTORS

Please consider the factors discussed in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes or additions to our risk factors discussed in such report which could materially affect the Company's business, financial condition, or future results.

Item 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth the information with respect to purchases made by or on behalf of Polaris of its own stock during the third quarter of the fiscal year ended December 31, 2024.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program (1)
July 1 — 31, 2024	—	$ —	—	$ 1,109,330,034
August 1 — 31, 2024	—	$ —	—	$ 1,109,330,034
September 1 — 30, 2024	—	$ —	—	$ 1,109,330,034
Total	—	$ —	—	

(1) In October 2023, the Company's Board of Directors authorized the purchase of up to an additional $1.0 billion of the Company's outstanding common stock, in addition to the amount still outstanding on its April 2021 share repurchase program. As of September 30, 2024, the Company was authorized to repurchase up to an additional $1,109.3 million of the Company's common stock. The share repurchase program does not have an expiration date.

Item 5 – OTHER INFORMATION

Trading Arrangements

During the fiscal quarter ended September 30, 2024, none of the Company's directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted, modified or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as each term is defined in Item 408 of Regulation S-K).

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Item 6 – EXHIBITS

Exhibit Number	Description
3.a	Certificate of Incorporation of Polaris Inc. effective April 28, 2023, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed May 1, 2023.
3.b	Bylaws of Polaris Inc., effective April 28, 2023, incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed May 1, 2023.
10.1	Amendment No. 7 dated as of July 26, 2024 to Fourth Amended and Restated Credit Agreement dated as of July 2, 2018, by and among Polaris Inc., certain of its affiliates listed on the signature pages thereto, the lenders listed on the signature pages thereto and U.S. Bank National Association, as administrative agent, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 26, 2024.
31.a	Certification of Chief Executive Officer required by Exchange Act Rule 13a-14(a).
31.b	Certification of Chief Financial Officer required by Exchange Act Rule 13a-14(a).
32.a	Certification furnished pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.b	Certification furnished pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following financial information from Polaris Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 2024, filed with the SEC on October 22, 2024, formatted in Inline eXtensible Business Reporting Language (iXBRL): (i) the Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023, (ii) the Consolidated Statements of Income for the three and nine month periods ended September 30, 2024 and 2023, (iii) the Consolidated Statements of Comprehensive Income for the three and nine month periods ended September 30, 2024 and 2023, (iv) the Consolidated Statements of Equity for the three and nine month periods ended September 30, 2024 and 2023, (v) the Consolidated Statements of Cash Flows for the nine month periods ended September 30, 2024 and 2023, and (vi) Notes to Consolidated Financial Statements.
104	The cover page from the Quarterly Report on Form 10-Q of the Company for the quarter ended September 30, 2024 formatted in iXBRL.

SIGNATURES

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

POLARIS INC.
(Registrant)

Date:	October 22, 2024	/s/ MICHAEL T. SPEETZEN
		Michael T. Speetzen **Chief Executive Officer** **(Principal Executive Officer)**
Date:	October 22, 2024	/s/ ROBERT P. MACK
		Robert P. Mack **Chief Financial Officer** **(Principal Financial and Accounting Officer)**

EXHIBIT 31.a

I, Michael T. Speetzen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Polaris 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(s) 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(s) 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.

/s/ MICHAEL T. SPEETZEN

Michael T. Speetzen
Chief Executive Officer

Date: October 22, 2024

EXHIBIT 31.b

I, Robert P. Mack, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Polaris 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(s) 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(s) 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.

/s/ ROBERT P. MACK

Robert P. Mack
Chief Financial Officer

Date: October 22, 2024

Exhibit 32.a

POLARIS INC.
STATEMENT PURSUANT TO 18 U.S.C. §1350

I, Michael T. Speetzen, Chief Executive Officer of Polaris Inc., a Delaware corporation (the “Company”), hereby certify as follows:

1. This statement is provided pursuant to 18 U.S.C. § 1350 in connection with the Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2024 (the “Periodic Report”);

2. The Periodic Report fully complies with the requirements of Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended; and

3. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods indicated therein.

Date: October 22, 2024

/s/ MICHAEL T. SPEETZEN

Michael T. Speetzen
Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Polaris Inc. and will be retained by Polaris Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.b

POLARIS INC.
STATEMENT PURSUANT TO 18 U.S.C. §1350

I, Robert P. Mack, Chief Financial Officer of Polaris Inc., a Delaware corporation (the “Company”), hereby certify as follows:

1. This statement is provided pursuant to 18 U.S.C. § 1350 in connection with the Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2024 (the “Periodic Report”);

2. The Periodic Report fully complies with the requirements of Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended; and

3. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods indicated therein.

Date: October 22, 2024

/s/ ROBERT P. MACK

Robert P. Mack
Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Polaris Inc. and will be retained by Polaris Inc. and furnished to the Securities and Exchange Commission or its staff upon request.