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DELTA REPORT

10-K

VSTO - VISTA OUTDOOR INC.

10-K - MARCH 31, 2024 COMPARED TO 10-K - MARCH 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 4908

■ CHANGES	311
■ DELETIONS	2236
■ ADDITIONS	2361

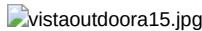
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

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

For the fiscal year ended **March 31, 2023** **March 31, 2024** or

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

For the transition period to
Commission file number 1-36597



Vista Outdoor Inc.

(Exact name of Registrant as specified in its charter)

Delaware **47-1016855**

(State or other jurisdiction of
incorporation or organization) (I.R.S. Employer
Identification No.)

1 Vista Way

Anoka, MN 55303

(Address of principal executive offices)

Registrant's telephone number, including area code: **(763) 433-1000**

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

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01	VSTO	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**.

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

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

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

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

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller reporting company Emerging growth company

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C.7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued statements.

Indicated by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to Section 240.10D-1(b).

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

As of **September 25, 2022**, **September 24, 2023** the aggregate market value of the registrant's voting common stock held by non-affiliates was approximately **\$1.38 billion** **\$1.78 billion** (based upon the closing price of the common stock on the New York Stock Exchange on **September 23, 2022** **September 22, 2023**).

As of **May 15, 2023** **May 20, 2024**, there were **57,156,099** **58,335,995** shares of the registrant's voting common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's definitive Proxy Statement for the **2023** **2024** Annual Meeting of Stockholders are incorporated by reference into Part III.

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PART I

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K ("Annual Report") contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements give our current expectations or forecasts of future events. Forward-looking statements can be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are based on management's current expectations and assumptions regarding our business and performance, the economy and other future conditions and forecasts of future events, circumstances and results. Consequently, no forward-looking statements can be guaranteed. Actual results may vary materially. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. We caution you not to place undue reliance on any forward-looking statements. Numerous risks, uncertainties and other factors could cause our actual results to differ materially from expectations described in such forward-looking statements, including those discussed in Item 1A of this Annual Report, and summarized below, as updated by any subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K we file with the Securities and Exchange Commission (the "SEC"). All dollar amounts are presented in thousands except per share data and unless otherwise indicated.

ITEM 1. BUSINESS

Certain business terms used in this Annual Report are defined in the "Glossary and Acronyms" found at the end of this section, and should be read in conjunction with the consolidated financial statements and related notes included in this Annual Report.

Our Company

Vista Outdoor is a leading global designer, manufacturer, and marketer of outdoor recreation and shooting sports products. We are headquartered in Anoka, Minnesota and have manufacturing and distribution facilities in the United States, Canada, Mexico, and Puerto Rico along with international customer service, sales and sourcing operations in Asia and Europe. We have a robust global distribution network serving customers in over 100 countries. We were incorporated in Delaware in 2014.

Reportable Segments and Products

We operate through two reportable segments: Sporting Products and Outdoor Products. Information regarding our segments is further discussed below and in Note 18, *Operating Segment Information*, to the consolidated financial statements in Part II, Item 8 of this Annual Report.

Sporting Products

Our Sporting Products reportable segment designs, develops, distributes and manufactures ammunition, primers and components and serves devoted hunters, recreational shooters, federal and local law enforcement agencies and the military. Our Sporting Products reportable segment consists of our Ammunition operating segment, which includes our ammunition-related businesses, including Federal, Remington, CCI, Speer, and HEVI-Shot.

Our Sporting Products segment generated approximately 57% of our external sales in fiscal year 2023. The product lines within our Sporting Products segment are focused on the following categories:

- Centerfire pistol ammunition for use in handguns for training, target shooting and personal protection;
- Centerfire rifle ammunition for use in rifles for hunting, target shooting, training and personal protection;
- Rimfire ammunition for training and recreational target shooting in rifles and handguns;
- Shotshell ammunition for clay target shooting, waterfowl, and upland game hunting; and
- Ammunition components.

Among these categories, we derive the largest portion of our sales from ammunition, which is a consumable, repeat purchase product.

Outdoor Products

Our Outdoor Products reportable segment designs, develops, distributes and manufactures gear and equipment to a diverse range of outdoor enthusiasts around the world, including hikers, campers, cyclists, off-road riders, skiers, snowboarders, backyard grillers, golfers, anglers and hunters. Our Outdoor Products reportable segment consists of:

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- Our Outdoor Accessories operating segment, which includes our Bushnell Optics, Primos, RCBS, BlackHawk!, and Eagle businesses;
- Our Sports Protection operating segment, which includes our Bell, Blackburn, Fox Racing, and Giro businesses;
- Our Cycling operating segment, which is comprised of our QuietKat business;
- Our Outdoor Cooking operating segment, which includes our Camp Chef and Fiber Energy businesses;
- Our Hydration operating segment, which is comprised of our CamelBak business;
- Our Golf operating segment, which includes our Bushnell Golf and Foresight Sports businesses; and
- Our Fishing operating segment, which is comprised of our Simms Fishing business.

Our Outdoor Products segment generated approximately 43% of our external sales in fiscal year 2023. The product lines within our Outdoor Products segment are focused on the following categories:

- Archery and hunting accessories, including hunting arrows, game calls, hunting blinds, and decoys;
- Reloading components for individuals who load their own ammunition;
- Optics, including binoculars, riflescopes, game cameras, and telescopes;
- Tactical accessories, including holsters, duty gear, bags and packs;
- Helmets, goggles and accessories for cycling, snow sports, motocross, power sports, and E-bikes;
- Outdoor cooking equipment, including grills, cookware, pellets, and camp stoves;
- Hydration packs, water bottles, drinkware and coolers;
- Golf launch monitors, golf laser rangefinders, golf GPS devices and other golf technology products;
- Fishing waders, sportswear, outerwear, footwear and fishing tools and accessories, and;

- Ultralightweight, performance hunting gear designed for backcountry use.

Planned Separation of Outdoor Products and Sporting Products

On May 5, 2022, we announced that our Board of Directors unanimously approved preparations for the separation of our Outdoor Products and Sporting Products reportable segments into two independent, publicly-traded companies (the "Planned Separation"). We anticipate that the transaction will be in the form of a distribution to our shareholders of 100% of the stock of Outdoor Products, which will become a new, independent publicly traded company. The distribution is intended to be tax-free to U.S. shareholders for U.S. federal income tax purposes. We currently expect the transaction will be completed in calendar year 2023, subject to final approval by our Board of Directors, a Form 10 registration statement being declared effective by the SEC, regulatory approvals and satisfaction of other conditions. There can be no assurance regarding the ultimate timing of the proposed transaction or that the transaction will be completed.

We expect that the Planned Separation will create a number of benefits for Outdoor Products and Sporting Products, including:

- **Enhanced strategic focus with supporting resources:** Each company will have enhanced strategic focus with resources to support its specific operational needs and growth drivers.
- **Tailored capital allocation priorities:** Each company will have a tailored capital allocation philosophy that is better suited to support its distinctive business model and long-term goals.
- **Strengthened ability to attract and retain top talent:** Each company will benefit from enhanced ability to attract and retain top talent that is ideally suited to execute its strategic and operational objectives.
- **Compelling value for shareholders:** Each company will present a differentiated and compelling investment opportunity based on its particular business model.
- **Expanded strategic opportunities:** Improved focus will allow Outdoor Products to further cement its reputation as the acquirer of choice through continued M&A in the outdoor recreation products marketplace and enable Sporting Products to secure attractive partnerships with other manufacturers.

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Our Brands

Our brands are well known market leaders in their respective product categories. We have iconic ammunition and consumer products brands. Many of our brands have a rich, long-standing heritage, such as Remington Ammunition, founded in 1816, Federal Premium, founded in 1922 and Bushnell, founded in 1948. Our Other iconic brands in our portfolio also includes newer, high-growth brands that are capturing changing consumer preferences include Bell, CamelBak, Fox Racing, Giro, Bushnell, Simms Fishing, Bushnell Golf and leading technological advances in their respective fields, such as our golf technology brand, Foresight Sports, our e-bike brand, QuietKat, and our back-country hunting gear, packs and apparel brand, Stone Glacier. Sports. Our brands hold a strong competitive position in the marketplace. For example, we believe we hold the No.1 sales position in the U.S. markets for commercial and U.S. Law Enforcement ammunition, golf GPS and rangefinders, launch monitors on PGA tour, bike and hike hydration packs, bike bottles, motocross protection, helmets, biking helmets, and accessories, hunting and shooting accessories and fly fishing gear and apparel, waders. To maintain the strength of our brands and drive revenue growth, we invest in product innovation to continuously improve the performance, quality, and affordability of our products while providing world-class customer support to our retail partners and end consumers. We have received numerous awards for product innovation by respected industry publications and for customer service from our retail customers. Additionally, high-profile professional athletes, sportsmen and sportswomen, as well as sponsored and organic influencers use and endorse our products, which we believe influences the purchasing behavior of recreational consumers.

We operate through four reportable segments: The Kinetic Group, Revelyst Outdoor Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology. Information regarding our segments is further discussed below and in Note 19, *Operating Segment Information*, to the consolidated financial statements in Part II, Item 8 of this Annual Report.

Reportable Segments and Products

The Kinetic Group

Our The Kinetic Group segment generated approximately 52.9% of our external sales in fiscal year 2024. This segment consists of our ammunition brands.

- **Federal, Remington, CCI, HEVI-Shot and Speer.** These brands design, develop, distribute and manufacture ammunition, primers and components that serve devoted hunters, recreational shooters, federal and local law enforcement agencies and the military focused on the following categories:

- Centerfire pistol ammunition for use in handguns for training, target shooting and personal protection;
- Centerfire rifle ammunition for use in rifles for hunting, target shooting, training and personal protection;
- Rimfire ammunition for training and recreational target shooting in rifles and handguns;
- Shotshell ammunition for clay target shooting, waterfowl, and upland game hunting; and
- Ammunition components.

Among these categories, we derive the largest portion of our sales from ammunition, which is a consumable, repeat purchase product.

Brand Strategy

Our brand strategy within our Revelyst business reportable segments places an intense focus on driving its Power Brands, its largest and most iconic brands, consisting of Bell, Bushnell, Bushnell Golf, CamelBak, Foresight Sports, Fox Racing, Giro, and Simms Fishing. We will also nurture our Challenger Brands, which are our brands with high growth potential, consisting of Blackburn, Blackhawk, Camp Chef, Primos, QuietKat and Speer and Stone Glacier, over time to create further expansion opportunities.

Revelyst Outdoor Performance

Our Revelyst Outdoor Performance segment generated approximately 16.4% of our external sales in fiscal year 2024. This segment consists of its fishing, lifestyle and technical apparel, outdoor accessories, outdoor cooking and performance gear brands.

Power Brands

- **Bushnell** builds connected systems and high quality, reliable performance optic-solutions to truly immerse people into the natural world to create a deeper connection between the two.
- **Simms Fishing** allows fishing enthusiasts to stay dry from head to toe with their renowned, extensive product lines which include waders, outerwear, footwear and fishing tools and accessories. The Simms Fishing brand is #1 in waders for the independent retailer market and has a strong position as a premium angling brand.

Challenger Brands

- **Camp Chef** gathers outdoor lovers around food and fire with their line of versatile outdoor cooking, camping and grilling products that stands up to the demands of the backcountry and back patio.
- **Stone Glacier** allows hunting enthusiasts to stay dry with their technical and lifestyle apparel and outerwear.
- **Primos** provides hunting enthusiasts hunting calls and ground blinds.
- We are also proud to serve military, law enforcement and first responder personnel around the world with industry-leading brands like **Blackhawk, Eagle and Stone Glacier**.

Revelyst Adventure Sports

Our Revelyst Adventure Sports segment generated approximately 22.1% of our external sales in fiscal year 2024. This segment consists of its protective gear & apparel, footwear, hydration and e-mobility brands.

Power Brands

- **Bell** inspires and enables athletes through advanced helmet innovation across the motorcycle and bicycle industries. The Bell brand is #1 in cycling helmets.
- **CamelBak** manufactures hydration packs, water bottles, drinkware and coolers fit for any adventure. The CamelBak brand is #1 in bike and hike hydration packs and #1 in bike water bottles.
- **Fox Racing** is one of the most recognized and revered brands in motocross and mountain bike protection and the apparel choice of action sports athletes across the world.
- **Giro** equips enthusiasts on the mountains and on the roads with helmets, goggles, shoes and apparel. The Giro brand is #2 in snow goggles and #2 in snow helmets.

Challenger Brands

- **Blackburn** is dedicated to making durable, high quality accessories including lights, pumps, bags and other tools designed for the rigors of real-world cycling.
- **QuietKat** designs and equips outdoor enthusiasts with rugged, all-terrain e-mobility solutions to get to their next adventure or pursuit, faster and quieter.

Revelyst Precision Sports Technology

Our Revelyst Precision Sports Technology segment generated approximately 8.6% of our external sales in fiscal year 2024. This segment consists of its golf technology brands.

Power Brands

- **Bushnell Golf** is the industry leader in golf distance measuring devices. This includes laser rangefinders, golf audio devices, wrist-worn and handheld GPS and launch monitors. Bushnell Golf is the definitive #1 brand in the distance measuring device market, holding #1 share position in both the laser rangefinder and GPS category segments.
- **Foresight Sports** develops cutting-edge technology for golf enthusiasts, including launch monitors, simulators and performance analysis tools. Foresight Sports is recognized by top professional golfers, equipment manufacturers and media outlets as the industry leader in performance measurement systems. Foresight Sports is an industry leader in launch monitors and simulation solutions worldwide and continues to earn awards and accolades for design, accuracy and reliability. The Foresight Sports brand is the #1 in launch monitors on the PGA Tour.

Our Strategic Initiatives

Sale of The Kinetic Group and Planned Separation

On October 15, 2023, we entered into a definitive agreement (the "Merger Agreement") to sell The Kinetic Group business (formerly the Sporting Products business) to CZECHOSLOVAK GROUP a.s. ("CSG"), for an enterprise value of \$1,910,000 ("the base purchase price") on a cash-free, debt-free basis subject to working capital adjustments, in an all-cash transaction (the "Sporting Products Sale"). The Sporting Products Sale represents the next step in Vista Outdoor's plan to split Vista Outdoor into two separate entities, which was previously announced on May 5, 2022. Pursuant to a Separation Agreement entered into between Vista Outdoor and Revelyst, Inc. ("Revelyst") simultaneously with the entry into the Merger Agreement, Vista Outdoor will separate its Revelyst Outdoor Performance, Revelyst Adventure Sports and Revelyst Precision Sports Technology segments (together, the "Revelyst business", formerly the Outdoor Products business) from The Kinetic Group business by transferring the assets and liabilities of the Revelyst business to a wholly owned subsidiary of Vista Outdoor, Revelyst, and CSG will merge one of its subsidiaries with Vista Outdoor (holding only The Kinetic Group business), with each share of common stock, par value \$0.01 per share, of Vista Outdoor ("Vista Outdoor Common Stock") outstanding as of immediately prior to the closing of such transaction (other than shares held by Vista Outdoor, its subsidiaries or CSG, which will be canceled, and shares subject to appraisal demands in connection with the Sporting Products Sale) being converted into the right to receive (a) one fully paid and non-assessable share of common stock of Revelyst and (b) \$12.90 in cash ("Cash Consideration").

On May 27, 2024, the parties entered into the first amendment to the Merger Agreement (the "First Amendment"). The First Amendment:

1. increases the base purchase price from \$1,910,000 to \$1,960,000;
2. increases the Cash Consideration from \$12.90 to \$16.00 in cash per share of Vista Outdoor Common Stock; and
3. provides that certain Vista Outdoor restricted stock units held by Company employees will be converted into restricted cash awards, subject to the same terms and conditions as the corresponding Vista Outdoor restricted stock units, including vesting terms, to the extent necessary to address adverse tax consequences to such employees and the Company under Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended from time to time.

The Sporting Products Sale is expected to close in calendar year 2024, subject to approval of our stockholders, receipt of clearance by the Committee on Foreign Investment in the United States and other customary closing conditions. There can be no assurance regarding the ultimate timing of the proposed transaction or that the Sporting Products Sale will be completed.

GEAR Up Transformation Program

During the fourth fiscal quarter of 2024, we initiated the GEAR Up transformation program (GEAR Up). GEAR Up is an efficiency and cost savings initiative program to accelerate growth and transformation within our Revelyst Outdoor Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology reportable segments, include which is driven by the following: following key elements:

Sporting

Products • Simplification of the Business Model:

Simplifying the structure of these reportable segments will accelerate them becoming an integrated house of iconic, high-performing outdoor brands that work together as one cohesive unit to form a globally branded company leveraging shared learnings and Centers of Empowerment to drive execution on a global, omni-channel growth strategy;

- **Increased Efficiency and Profitability:**

Maximizing efficiency and streamlining operations through consolidation of current real estate footprint, back-office technology stack, supply chain and organizational structure; and

- **Reinvestment in the Highest Potential Brands:**

Leveraging substantial opportunity to reinvest into the highest potential brands of these reportable segments to accelerate their growth and innovation pipelines.

See *GEAR Up*

Transformation Program in the Executive Summary and Financial Highlights of Part II, Item 7 of this Annual Report for further discussion *GEAR Up.*

Outdoor Products

Alliant Powder	Bee Stinger	Champion	Hoppe's	Simmons
CCI	Bell	CoPilot	Krash	Simms
Estate Cartridge	Blackburn	Eagle	M-Pro 7	Stone Glacier
Federal Premium	Blackhawk	Fiber Energy Products	Outers	Tasco
HEVI-Shot	Bushnell	Foresight Sports	Primos	Uncle Mike's
Remington	Bushnell Golf	Fox Racing	QuietKat	Venor
Speer	Butler Creek	Giro	Raskullz	Weaver
	CamelBak	Gold Tip	RCBS	
	Camp Chef	Gunmate	Redfield	

Market Opportunity

We participate in the global market for consumer goods geared toward outdoor recreation and hunting and recreational shooting related products. Spending on The hunting and recreational shooting continues to see increased participation as NICS has processed more than 1 million checks per month for 57 consecutive months as of April 2024. The outdoor recreation products industry has benefited from strong outdoor participation trends across multiple outdoor activities, including camping, cycling, hunting, fishing and golf.

For example, participation in outdoor recreation in the U.S., including the purchase of gear for bicycling, camping, fishing, hunting, motorcycling, off-roading, snow sports, trail sports and wildlife viewing, has been steadily growing since 2014 and hit an all-time high in 2022, as measured by number of participants.

According to the National Golf Foundation, on-course participation in golf has now increased for six straight years, reaching an estimated 26.6 million golfers in 2023, the highest level in more than a decade. Golf participation has also expanded off of all 50 states, the course with an estimated 32.9 million golfers, who are typically younger and more diverse than on course participants, playing off course golf in 2023. Digging into the off course participants further, an estimated 6.2 million Americans are expected to hit golf balls in a golf simulator in 2023, a total that exceeds pre-pandemic levels by 73%. With non-golfers making up more than half of current-dollar GDP, \$862 billion golf simulator users, there is a large opportunity to continue to expand the golf market and attract new users.

An estimated 54.5 million Americans fished in 2022, an increase of 4% from the prior year. The fishing industry has been consistently stable and 4.5 million jobs the national participation rate in 2021, according to the Bureau of Economic Analysis. fishing has not dropped below 16% since 2007.

We continue to observe elevated participation rates and expect these trends to continue going forward. According to the Bureau of Economic Analysis, statistics report released the outdoor industry continues to expand and positively impact the U.S. economy as the gross economic output of the outdoor industry in November 2022. We are bullish on long-term recreation trends. Outdoor Products industry participation is baselining well above pre-COVID 19 levels. Sporting products industry data suggests more than 17 million new users have entered the market since 2019, 2022 was \$1.1 trillion and NICS checks through April are up 25 percent 2.2% of GDP, compared to \$862 billion and 1.9% of GDP in 2021. Additionally, approximately 5 million people in the same period U.S. were supported by outdoor industry jobs in 2019 and remain above 1 million checks per month. 2022, compared to approximately 4.5 million people in 2021.

Competitive Strengths

Portfolio One of Leading the Largest Houses of Iconic Brands Focused on in the Outdoor Recreation Products Space

Our house of brands includes iconic, market-leading brands and Shooting Sports Related Products

is one of the largest collections in the industry. We are the parent company of 41 renowned brands that design, manufacture and market sporting and outdoor products. Together we serve a broad and diverse range of consumers around the globe, including outdoor enthusiasts, golfers, off-road riders, cyclists, backyard grillers, campers, hunters, anglers, recreational shooters, athletes, as well as law enforcement and military professionals. In fiscal year 2023, we expanded into the fishing category, rounding out the activities we support through innovative product design. Many of our brands have a rich, long-standing heritage and manufacturing.

Our operating model leverages our shared resources and Centers of Excellence (described below) across connection to their core consumer market, while other brands to achieve levels of performance are newer, high-growth brands that would be out of reach for any one brand on its own. To maintain the strength of our brands and drive revenue growth, we invest our shared resources in leading technological advances in product innovation and seek to continuously improve the performance, quality and affordability of our products. Our scale and expertise allow us to provide our brands with top tier operational capabilities in digital marketing and e-commerce, supply chain management, distribution and customer support for our retail partners and end consumers. Furthermore, our scale enables us to leverage our cumulative consumer insights to provide a competitive advantage to our brands. We target selling prices that balance our premium positioning with our focus on affordability to capture a large, diverse and dynamic consumer base.

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their respective fields.

Leading Innovation and Product Development Competencies

In the highly competitive business in which we operate, our tradenames, service marks, and trademarks are important to distinguish our products and services from our competitors. We rely on trade secrets, continuing technological innovations, and licensing arrangements to maintain and improve our competitive position. We also have a portfolio of over 1,700 approximately 1,832 U.S. and foreign patents, and we believe these patents, as well as unpatented research, development, and engineering skills make important contributions to our business. We employ over on average 100 dedicated design and product development professionals across the organization. We are not aware of any facts which would negatively impact our continuing use of any of our material tradenames, service marks, trademarks, or patents.

By applying our engineering and manufacturing expertise, we have been able to bring to market new and innovative products that maintain product differentiation while targeting affordability for our end consumers. Recent examples of our innovative, market-leading products from our company's brands include the following:

- In Outdoor Products, Bell Helmets Foresight Sports, a global leader in golf launch monitors, simulators and optical technology, recently launched the **Foresight Falcon** overhead launch monitor which delivers a massive hitting area with Steve McQueen's estate to introduce the utmost shot-measuring accuracy and reliability, courtesy of the same Quadrascopic Technology found in the award-winning **GCQuad**. The smaller form factor still captures nearly twice the measured data parameters of competitive overhead launch monitors. The also launched the **QuadMAX™** launch monitor which packs even more features into its compact, ruggedized form factor. The **QuadMAX™** boasts a series of helmets touchscreen display, new on-device data parameters, and apparel paying homage to the legendary actor and action sports icon, swing speed training.
- The **Cirque LITE Jacket** from Stone Glacier strikes the perfect balance between warmth, breathability and weather resistance to create a truly versatile hunting jacket that can be worn across the spectrum of mountain hunting conditions. A hybrid fabric construction places synthetic insulation and a weather-resistant face fabric across the torso for core warmth with highly breathable microgrid fleece in the side panels to purge sweat. The Cirque LITE's ability to maintain your temperature and move moisture excels in the dynamic conditions experienced on the hunt, whether it's a stop-and-go stalk on a cool September evening or a savage morning ascent to a snow-swept ridge in late November. The Cirque LITE is a reliable layer that will stay in the lineup all season long.
- With the touch of a button on your smartphone, the Bushnell introduced its new CelluCORE Live Cellular Trail Camera, a feature-rich trail camera **CelluCORE™ LIVE** lets you see LIVE video of the deer you manage, the spots you scout, the property you protect or any other scenario that matters to you. And, with Dual SIM Connectivity, it automatically connects to the strongest cellular network signal in your camera's area. The CelluCORE LIVE connects, receives and live streaming video on demand. sorts high-quality images faster and holds up with rugged reliability season after season. You'll get clear day and night photos sent right to your devices, plus long battery life and a simple setup. Bushnell + onX integration allows you to add your Bushnell cellular trail cams to your onX hunt account, so you get all your images and info

from every camera location in one app. And coming soon, True Target Recognition will make it easy to get notifications when your camera has images of the targets you truly want to scout, not the ones you don't.

- Bushnell Golf's feature-rich Pro X3 offers accuracy. The QuietKat Apex XD features a groundbreaking five-speed internally geared hub, while the Apex HD comes with a two-speed internally geared hub. Both eBikes boast a custom frame design available in step-over and performance unmatched in the laser rangefinder category. A recent report showed that 99.3 percent step-through styles. The frame includes a patent-pending modular rear rack, an optional front rack, and 118 additional mounting points. Other industry leading features include a dropper post with integrated suspension, a fully UL-certified 30Ah battery (up to 90 miles of the 2023 Players Championship field used range on a Bushnell laser rangefinder to obtain accurate yardages during competition. single charge) and VPO 2.0, which includes new "climb" and "stealth" modes.
- CamelBak, When you're pushing limits on the global leader bike—physical and mental—you want smart, no-compromise gear that puts you in personal hydration products, launched its first cooler backpack the comfort zone, competitive zone and, most of all, the high-performance zone. Fox Racing released the groundbreaking V3 RS helmet, marking a new pinnacle in calendar year 2022 with the ChillBak Pack 30, which combines an integrated 6-liter reservoir system for on-the-go hydration along with a roll-top closure which aids in cooling efficiency Motocross helmet technology and provides added storage for any summer adventure. expanding offerings to cater to riders of all levels worldwide.
- Camp Chef debuted its new Woodwind Pro Pellet Grill, which combines The Simms Fishing Challenger 7" deck boot is a purpose-built fishing tool that's extremely versatile around and off water. From the best of wood pellet grills dock duties to running laps around the deck, the vulcanized-rubber Challenger 7" Boot sets the task-ready standard for guaranteed waterproof protection and comfort. Features include vulcanized rubber outer with the time-tested tradition of using hard wood chunks, charcoal or wood chips. In one unit, a griller will be able to achieve the smoke flavor of a tried-and-true stick burner smoker with the ease of using a pellet grill. neoprene lining; Simms Fishing proprietary rugged deck outsole provides grip and traction on all surfaces; and pull-on loop for easy on and off.
- Foresight Sports became Unleash your inner DJ with the official launch monitor partner of Callaway Golf new Wingman View from Bushnell Golf. The Wingman View features an LCD screen that provides GPS distances and Topgolf Entertainment Group. music information, along with premium audio quality and an integrated BITE magnet cart mount. The partnership further extends Wingman View offers golfers a "best in class" audio experience both on and off the use of Foresight Sports' launch monitor technology throughout Callaway Golf's Tour and sales channels. golf course.
- Fox Racing, Within The Kinetic Group, Federal introduced Fusion Tipped to meet the global leader demands of dedicated whitetail deer hunters seeking improved accuracy and longer ranges without compromising on bullet reliability. Remington expanded its effective big game bullet range with Premier CuT, a rugged copper alloy bullet delivering exceptional accuracy and terminal performance expected by hunters for tipped bullets. CCI, renowned for rimfire ammunition, launched Uppercut, a groundbreaking expanding personal protection option in motocross and mountain bike safety equipment and apparel, entered the performance training category with men's and women's lines that were designed to place athlete needs first, ensuring this apparel exceeds demands when training at their best.
- Giro Sport Design, the cycling world's design leader, announced the launch of the Ethos Mips and the Ethos Mips Shield helmets, which feature integrated LED lights and turn signals, controlled via an intuitive, handlebar-mounted remote, as well as the added protection of Mips Brain Protection System.
- Stone Glacier's Sky Solus tent was recognized by Outdoor Life as the best tent for bad weather. And the brand recently expanded into 22 Long Rifle, setting a new category with a line standard in this category.

Centers of technical gloves and mitts. Empowerment Provide Significant Scale Advantage

- QuietKat launched Through the new Lynx model, establishing a new category for our leading off-road e-bike brand, as well as the all-new 2023 Villager E-Bike, built to transform riders' urban and weekend adventures.
- In Sporting Products, new products from Federal and Remington collected prestigious industry awards. American Rifleman presented its Golden Bullseye to Remington's Core-Lokt Tipped, and Shooting Illustrated awarded its Ammunition of the Year to Federal's 30 Super Carry.

Proven Manufacturing, Global Sourcing, and Distribution Platform

We believe that our advanced manufacturing expertise, sourcing and distribution capabilities, and high-quality retail, wholesale and distributor networks allow us to produce, deliver and replenish products in a more efficient and faster manner than our competitors.

We procure large quantities of raw materials for our manufacturing operations and GEAR Up transformation program, we leverage negotiating disciplines and production methods with the objective of obtaining the best price and delivery available as well as low-cost conversion of raw materials into finished product.

We have developed are developing a methodical approach to sharing our expertise in supply chain, e-commerce and M&A, across various areas amongst our brands to empower our platforms to grow, which we refer to as our Centers of Excellence, across our operating segments. Our Empowerment. The Centers of Excellence Empowerment will provide our brands us with

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significant shared resources that can be leveraged to drive growth in revenue and profitability including and will include expertise in sourcing, global distribution, enhanced purchasing power, sophisticated e-commerce systems, advanced analytics supply chain, direct-to-consumer, information technology and a proven M&A playbook. international. We believe that our Centers of Excellence Empowerment will enable us to manufacture and distribute products in a more efficient and strategic manner than our

competitors, as well as open new doors and sales opportunities. Additionally, our Centers of Excellence enable Empowerment will allow our brands to dedicate a greater portion of their time to creating new, innovative products for consumers and better experiences for customers, enabling us to better serve their needs and capture market share. With our Centers of Excellence, we have the ability to realize the full potential of the businesses we acquire. This has become a compelling aspect of our value proposition, which we believe has positioned us as the acquirer of choice in the outdoor industry. As we invest in our business and acquire more brands, the power The impact of our Centers of Excellence Empowerment will continue to grow as we scale and build on these competencies, driving further operating leverage.

Integrated Supply Chain

Through the GEAR Up transformation program, we are streamlining our supply chain, management is which we expect will allow us to create additional spending leverage with a core focus of centralized sourcing and procurement function. We have a manufacturing footprint that includes nine facilities across the U.S., Mexico and Puerto Rico, and we expect to expand our company, manufacturing capability in Puerto Rico and Mexico to support increased business in military and law enforcement and near shore products to reduce cycle times. We source finished products both domestically and internationally for global distribution and have teams of local sourcing and quality assurance experts on the ground where our largest suppliers are located. We are constantly evaluating the manufacturing of our products versus buying and sourcing of finished goods to ensure optimal decisions are made for the long-term growth and profitability of the business.

We continuously seek to improve our vendor base as well as our in-country support and oversight, and through our integrated supply chain management process, we seek to provide year-over-year reductions in product costs. We believe the scope and scale of our the sourcing network would that we are creating will be difficult for many of our competitors to replicate.

Our supply chain and logistics infrastructure gives will give us the ability to serve a broad array of wholesale and retail customers, many of whom already rely on us for services such as category management, marketing campaigns, merchandising and inventory replenishment.

Distribution

As part of our GEAR Up transformation program, we are transitioning the Revelyst Outdoor Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology segments to a geographic based network from the nine distribution centers supporting each individual business unit to optimize their structure and routes to consumers and retailers. We also expect to leverage our current sites in Calgary, Eindhoven and Singapore to support these segment's international growth, expanding distribution to even more categories and brands. We expect our distribution strategy and expanded footprint to unlock higher efficiency and scale opportunities than these segment's brands could achieve on their own.

Direct-to-Consumer

Direct-to-consumer sales are expected to be a focus of our business, and we are gaining meaningful traction with our various initiatives. We have found that the direct-to-consumer channel not only enables us to achieve higher margins, but also benefits the customer by providing the convenience of accessing our full portfolio of products wherever and whenever they want to shop. Our global digital commercial strategy will be focused on enhancing our brands. This strategy will involve centralized resources and a consolidated ecosystem that will drive commercial alignment, accelerate revenue and share growth.

Information Technology

As a part of our GEAR Up program, we are transitioning from a complex, multiple enterprise resource planning ("ERP") structure to optimize ERP instances. We are consolidating and streamlining our technical systems to allow for less redundancy, enhanced capabilities and optimized resource allocation. This shared systems and resources model should enable us to access and share data and analytics across its platforms in real time, further accelerating its innovation and consumer engagement. Additionally, we expect that our spending will be more efficient, resulting in improved profitability.

International

We intend to leverage the existing global infrastructure acquired from the purchase of Fox Racing to create a unified and scalable international model. Today, many of our brands are under-indexed in international sales and we believe there is significant opportunity by creating a unified and scalable international operating model that focuses on accelerating the international penetration of our strong wholesale and retail relationships and diverse product offering provide us with a unique competitive advantage. brands.

Customers and Marketing

We sell our products through big-box, e-commerce, specialty and independent retailers and distributors such as Academy, Amazon, Bass Pro Shops/Cabela's, Dick's Sporting Goods, Kiesler Police Supply, Nations Best Sports, PGA Tour Superstore, Play Better Sports, Recreational Equipment, Inc., Scheels, Sports Inc., Sports South, Scheels, Sportsman's Warehouse, Target, TJ Morris and Walmart.

Omni-channel marketing and sales have been a major focus of our business, and we have gained meaningful traction with our various initiatives. Direct-to-consumer channels, including our brands' direct-to-consumer websites, owned brick and mortar retail, mobile device applications and third-party market places, represent an increasing portion of our sales across all of our brands. Through our shared e-commerce Center of Excellence, we deploy resources and expertise to all of our brands to help them accelerate the growth of their presence in these channels and respond to changes in consumer shopping behavior. We have found that direct-to-consumers strategies not only enables us to achieve higher margins, but also benefits the customer by providing the convenience of accessing our full portfolio of products wherever and whenever they want to shop.

We maintain strong relationships with our retail partners based on trust and professionalism. Our long-standing commitment to our customers, diverse product offering and focus on profitability for both our company and our retail partners have enabled us to gain shelf space and secure premium placement Many of our products at many major retailers. Our management team interfaces are also sold directly with the executives of many of to consumers through our top brands' websites and retail partners to ensure we are delivering the products our retailers need to meet the demands of the end consumer in the most efficient and profitable manner possible. Furthermore, we believe our scale allows us to leverage our resources to efficiently and profitably service our largest retail customers. For example, we work with our key retail customers to develop marketing and advertising campaigns, provide inventory replenishment support and organize product category merchandising plans. locations.

We have a scalable, integrated portfolio of brands that allows us to leverage our deep customer knowledge, product development and innovation, supply chain and distribution and sales and marketing functions across product categories to better serve our retail partners and consumers.

Sales to our top ten customers accounted for approximately 33% 30% of our consolidated net sales in fiscal year 2023, 2024. In fiscal year 2023, 2024, U.S. customers represented approximately 83% of our sales and customers outside of the U.S. represented approximately 17% of our sales. Of our fiscal year 2023, 2024 sales, approximately 11% was 13% were to law enforcement and military professionals. See Note 18, 19, *Operating Segment Information*, to the consolidated financial statements included in Part II, Item 8 of this Annual Report for further information regarding our customers and geographic information regarding sales information.

Omni-channel marketing and sales have been a major focus of our sales, business, and we have gained meaningful traction with its various initiatives. Direct-to-consumer channels, including our brands' direct-to-consumer websites, owned brick and mortar retail, mobile device applications and third-party marketplaces, represent an increasing portion of our sales across many of our brands. We believe that we are uniquely positioned to become a leader within the global digital commercial channel as we focus on establishing a stronger direct-to-consumer presence and driving international expansion through a centralized digital commercial strategy that powers commercial alignment, accelerating sales and share growth while continuing to spearhead new partnerships.

We believe the shooting sports and outdoor recreation industries are led by enthusiasts with a passion for reliable, high-performance products, who rely on a wide variety of media for opinions and recommendations about available products. We use paid, earned, shared, and owned media to enhance the perception of our brands and products and to reinforce our leadership positions in the market. We supplement this exposure with data-driven print and digital advertising that is designed to maximize reach and return on investment. We have an industry-leading digital media presence that includes YouTube and other social media influencers. Our goal is to strengthen our existing consumers' brand loyalty while at the same time reaching new users of our products.

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Quality Assurance

We maintain a disciplined quality assurance process. We set stringent metrics to drive year-over-year quality improvements. We also have customer call centers, which allow us to collect feedback on our customer service, and robust social media tracking and engagement tools that enable us to collect real-time feedback, communicate with end-users and ensure that our customers and end consumers are satisfied with our products and customer service.

Competition

Competition in the markets in which we operate is based on a number of factors, including price, quality, product innovation, performance, reliability, styling, product features, and warranties, as well as sales and marketing programs. Given the diversity of our product portfolio, we have various significant competitors in each of our markets, including: Winchester Ammunition of Olin Corporation, Clarus, CBC Group, Fiocchi Ammunition, Hornady, PMC, and Rio Ammunition in our Sporting Products categories; The Kinetic Group segment; Alpine Stars, Bontrager, Canyon, Schwinn, Shimano, Shoei, Smith, Specialized, Contigo, Hydro Flask, Contigo, Osprey, Nalgene and Yeti Helen of Troy and Nalgene in our Hydration categories; Callaway, Revelyst's Adventure Sports segment; Garmin, Nikon, SkyTrak, Topgolf Callaway and Trackman in our Golf categories; Schwinn, Bontrager, Smith, Specialized, Canyon, Shoei Revelyst's Precision Sports Technology segment; and Alpine Stars in our Action Sports categories; Huk, Orvis, Patagonia, Caldwell, Covert Optics, Nikon, Leupold, Rhino, Vortex, Wheeler, Coleman, Traeger, Weber, Pit Boss, Blackstone, Solo Stove Kuiu, First Lite, Mystery Ranch and Lodge Sitka in our Revelyst's Outdoor Cooking categories; Nikon, Vortex, Leupold, Feradyne, American Outdoor Brands and Good Sportsman Marketing in our Outdoor Accessories categories; and Columbia, Huk, Patagonia, Orvis and American Fishing Tackle Company in our Fishing categories. Performance segment.

Seasonality

Our business experiences a certain level of seasonality. Our products are used throughout the year in a number of varying activities. For example, during the spring and summer months, sales of our products, such as golf accessories and mountain biking accessories, are in high demand. Similarly, sales of our winter sport accessories increase during the months of October through December. Finally, sales of our ammunition and premium hunting accessories are generally highest during the months of August through December due to shipments around the fall hunting season and holidays.

Regulatory Matters

Like many other manufacturers and distributors of consumer products, we are required to comply with numerous laws, rules, and regulations, including those involving labor and employment law, the FCPA and similar international anti-bribery laws, environmental law, consumer product safety, data privacy and security, workplace safety, and the export and import of our products. These laws, rules, and regulations currently impose significant compliance requirements on our business, and more restrictive laws, rules, and regulations may be adopted in the future. We believe we are in material compliance with all applicable domestic and international laws and regulations.

Our operations are subject to numerous international, federal, state, and local laws and regulations relating to environmental protection, including those governing the discharge, treatment, storage, transportation, remediation, and disposal of hazardous materials and wastes, and restoration of damages to the environment, as well as health and safety matters. We believe that our operations are in material compliance with these laws and regulations and that forward-looking, proper and cost-effective management of air, land, and water resources is vital to the long-term success of our business. Our environmental policy identifies key objectives for implementing this commitment throughout our operations. We incur operating and capital costs on an ongoing basis to comply with environmental requirements and could incur significant additional costs as a result of more stringent requirements that may be promulgated in the future.

Some environmental laws, such as the U.S. federal Superfund law and similar state laws, can impose liability, without regard to fault, for the entire cost of the cleanup of contaminated sites on current or former site owners and operators or parties who sent wastes to such sites. We are conducting investigation and/or remediation activities at certain of our current or former sites where impacts from our historical operations have been identified. Certain of our former subsidiaries have been identified as PRPs, along with other parties, in regulatory agency actions associated with hazardous waste sites. While uncertainties exist with respect to the amounts and timing of the ultimate environmental liabilities at these sites, based on currently available information, we do not currently expect that these potential liabilities, individually or in the aggregate, will have a material adverse effect on our operating results, financial condition, or cash flows. We could, however, incur substantial additional costs as a result of any additional obligations imposed or conditions identified at these or other sites in the future.

As a manufacturer and distributor of consumer products, we are subject to various domestic and international consumer product safety laws, such as the Consumer Products Safety Act, which empowers the Consumer Products Safety Commission to investigate and deem certain of our products as unsafe or hazardous. Under certain circumstances, the Consumer Products Safety Commission or similar international agencies could ask a court to require us to repurchase or recall one or more of our products. In addition, laws regulating certain consumer products exist in some cities and states, as well as in other countries in which we sell our products.

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While we do not manufacture firearms, we are also subject to the rules and regulations of the ATF and various state and international agencies that control the manufacture, export, import, distribution, and sale of firearms, explosives, and ammunition. If we fail to comply with these rules and regulations, these agencies may limit our growth or business activities, or, in extreme cases, revoke our licenses to do business. Our business, as well as the business of all producers and marketers of ammunition, is also subject to numerous federal, state, local, and foreign laws, regulations and protocols. Applicable laws:

- require the licensing of all persons manufacturing, exporting, importing, or selling ammunition as a business;
- require labeling and tracking the acquisition and disposition of certain types of ammunition, and certain related products;
- regulate the use and storage of gun powder or other energetic materials;
- regulate the interstate sale of certain ammunition;
- limit the mail-order sale of ammunition;
- regulate our employment of personnel with certain criminal convictions; and
- restrict access to ammunition manufacturing facilities for certain individuals from other countries or with criminal convictions.

In some cases, the handling of our technical data and the international sale of our products is also regulated by the U.S. Department of State and Department of Commerce. These agencies oversee the export of certain of our products including ammunition and night vision devices and related technical data, amongst other products. In many instances, we must obtain export authorizations for international shipments. To date, most of our requests for export licenses have been approved. These agencies can impose civil and criminal penalties, including preventing us from exporting our products, for failure to comply with applicable laws and regulations.

We are also regulated by the U.S. Department of Homeland Security, which regulates the out-bound and in-bound movement of certain of our products, as well as components, parts, and materials used in our manufacturing processes. The agency is authorized to detain and seize shipments, as well as penalize us for failure to comply with applicable regulations. The agency also works closely with the Department of State and the Department of Commerce to protect national security.

Human Capital

We create products that fuel adventure and enable connection, prioritizing people at all levels of the value chain. Our employees are the center of our success. We employ approximately 7,000 6,400 individuals in the United States and across the globe. Our employees lead in the fields of manufacturing, brand marketing, distribution, supply chain management, engineering, product development, e-commerce and finance, among many other talents and specialties. In total, 71 70 percent of our employees are in production roles, directly building or distributing world-class outdoor recreation gear and products for our consumers.

We prioritize employee success and well-being through strong corporate infrastructure and local programming that supports employee engagement, recruiting, professional development, safety, diversity, compensation and benefits. We have no union-represented employees. employees other than those outside the United States as required by law. We believe that our employee relations generally are strong.

Our value proposition for employees begins with our unique culture, which is centered on an unwavering belief that when we do well as a business, we can do good for our communities, employees and charitable partners. Support for our people drives us at every level.

Employee Engagement

The importance of two-way communication with employees is critical in the post-pandemic environment. Hybrid work environments, competition for talent and a heightened sense of strategic awareness across the employee population requires our leadership to engage directly with our people, hear their ideas and answer their questions.

Our interim chief executive officer Co-Chief Executive Officers and business unit leaders hold regular employee town hall meetings to where they provide updates and answer address employee questions. We regularly update employees with company news, important notices, our philanthropic efforts and employee stories through several channels, including our intranet hub, social media and our public-facing website.

Our employee engagement initiatives are especially important across our diverse network, which includes multiple locations across the globe and a diverse set of working environments, including production, office, hybrid and remote. We regularly review our content and cadence of communication to ensure our levels of engagement are hitting the mark and driving continuous improvement.

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Recruiting

Recruiting and retaining talented individuals is paramount to our long-term success. We prioritize the hiring of smart, energetic and passionate people who have the skillsets to drive value creation while also injecting diverse experiences and perspectives into our culture and long-term goals. We are active on social media and pursue partnerships with diverse organizations to expand the reach of our employment pool while ensuring that veterans, people of color, women and others with unique backgrounds are introduced to our company and open positions.

Professional Development

Investing in We take career development seriously. We go to great lengths to make learning and knowledge available to our **employees is a priority**. **employees**. We deploy a variety of worker training programs on our factory and production floors, including the use of internal leaders and outside safety trainers. Programs such as tuition reimbursement, internships and employee scholarship programs are some of the ways we invest in our people and their knowledge. We know these investments are good not only for our people but for our business.

Safety

We operate in a highly regulated environment, in the U.S. and internationally. U.S. federal, state and local governmental entities and foreign governments regulate many aspects of our business through product safety standards, laws and regulations.

We have a team of dedicated professionals who oversee various aspects of product safety and compliance in the company. These teams enhance an already robust local safety ethos to help ensure compliance with product safety laws and regulations that apply to their products.

Our product safety and compliance personnel have broad and diverse academic and experience credentials and are often sought out by regulators, law enforcement, other industry participants and internal stakeholders to serve as expert consultants and witnesses. This hybrid organizational structure, together with robust internal policies and procedures, creates checks and balances across the product safety landscape to help ensure that we meet our continuing obligations to regulators and consumers throughout the product life cycles and to keep our employees safe.

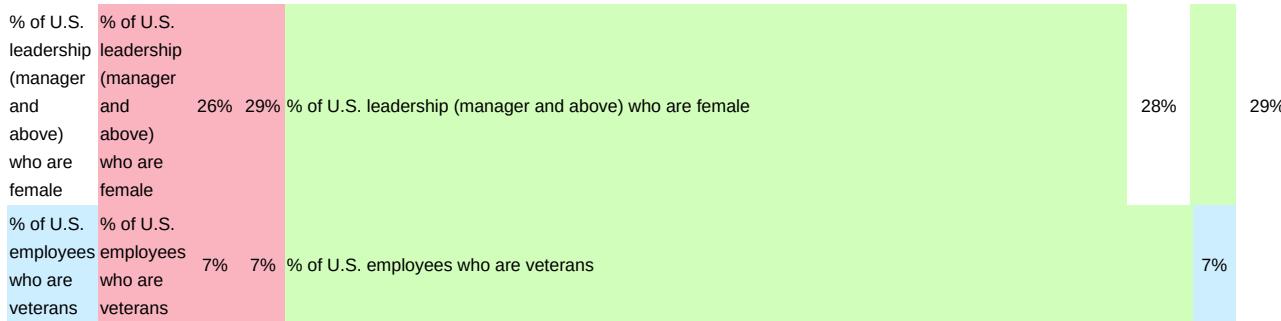
On the consumer side, as an outdoor sports and recreation company, we believe that our consumers should be safe when engaging in the outdoor activity of their choice. We partner with a variety of organizations who promote education and safety training, support policies that advance safety initiatives and use our brand platforms to educate and share best practices for the safe use of our products.

Diversity and Inclusion

We continuously look for ways to be a more diverse and inclusive company, from improving our recruiting and marketing efforts, to listening and educating our employees via local councils, to sponsoring and participation in mentoring programs, to expanding career growth opportunities and external partnerships.

In fiscal year 2021, we began disclosing diversity and inclusion metrics to provide benchmarks for where we currently stand, and assist in setting goals for us to strive to meet in the future. Our metrics for the last two fiscal years include:

Statistic	Statistic	2023	2022	Statistic	March 31, March 31,	2024	2023	March 31,
% of U.S. employees identifying as persons of color (non-white)	% of U.S. employees identifying as persons of color (non-white)	19%	20%	% of U.S. employees identifying as persons of color (non-white)		19%	20%	
of color (non-white)	of color (non-white)							
% of U.S. leadership (manager and above) identifying as persons of color	% of U.S. leadership (manager and above) identifying as persons of color	9%	10%	% of U.S. leadership (manager and above) identifying as persons of color		11%	10%	
of color	of color							
% of U.S. employees who are female	% of U.S. employees who are female	27%	28%	% of U.S. employees who are female		27%	28%	
female	female							



Compensation

We believe in equal pay for equal work. We believe pay and compensation should match the talent, experience and skillset of a person, and nothing else. We regularly review our compensation practices and benchmark our performance with others in the industry to ensure we are fulfilling our obligations of fair pay.

Benefits

Our benefit programs offer comprehensive coverage to help protect our employees' health, family and future, and are an important part of the total compensation we provide. We offer both company-provided and optional benefits, including basic

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life insurance, medical, prescription, telemedicine, emotional well-being, earned wage access, and an employee product purchase program. We offer a 401(k) savings plan, with a higher-than-average match for participating employees. Each year we evaluate our program offerings to ensure alignment with market practices that best meet the holistic needs of our employees and their families.

The Vista Outdoor Employee Assistance Fund was created in fiscal year 2021 to help employees who are facing financial hardship immediately following a natural disaster or an unforeseen personal hardship. In fiscal year 2022, the fund aided five employees facing urgent situations. In fiscal year 2023, the fund aided an additional five employees. This fund relies primarily on payroll deductions from employees and support from Vista Outdoor. Every contribution helps Outdoor, this gives our employees an opportunity to help their colleagues and when combined with the for Vista to support people in times of need. These contributions and donations, can provide a tax-free grant to help fellow employees in need when they are facing an unexpected situation.

Available Information

You can find reports on our company filed with the SEC free of charge on our internet site at www.vistaoutdoor.com under the "Investors" heading. These include our annual report on form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We make these reports available as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The information found on our website is not part of this or any other report that we file with or furnish to the SEC. Our SEC filings are also available to the public over the Internet at the SEC's website at www.sec.gov.

Glossary and Acronyms

2022 ABL Revolving Credit Facility: Refers to the Vista Outdoor Inc. senior secured asset-based credit facility comprised of \$600 million revolving credit commitments under the Asset-Based Revolving Credit Agreement, dated as of August 5, 2022, among Vista Outdoor Inc., the Additional Borrowers from time to time party thereto, the Lenders party thereto and Capital One, National Association.

2022 Term Loan: Refers to the Term Loan Credit Agreement, dated as of August 5, 2022, among Vista Outdoor Inc. and JP Morgan Chase Bank, N.A.

2021 ABL Revolving Credit Facility: Refers to the Vista Outdoor Inc. senior secured asset-based credit facility comprised of \$450 million revolving credit commitments under the Asset-Based Revolving Credit Agreement, dated as of March 31, 2021, among Vista Outdoor Inc., the Additional Borrowers from time to time party thereto, the Lenders party thereto and Capital One, National Association.

4.5% Notes: Refers to the Vista Outdoor Inc. secured senior notes due 2029 (the "4.5% Notes")

Lake City: Refers to the Lake City Army Ammunition Plant operated by a subsidiary of Olin Winchester.

Vista Outdoor, the Company, we, our, and us: Refers to Vista Outdoor Inc.

ATF: Bureau of Alcohol, Tobacco, Firearms and Explosives

NICS: National Instant Criminal Background Check System

PRP: Potentially responsible party

Separation or Spin-Off: Refers to the previously announced tax-free spinoff of our outdoor products business into an independent publicly-traded company.

Organic: Organic sales, organic gross-profit and organic operating income is a non-GAAP measure of sales, gross-profit and operating income, excluding the impacts of acquisitions from year-over-year comparisons. Amounts from acquisitions are considered inorganic for the twelve months after acquisition.

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ITEM 1A. RISK FACTORS

We operate in a rapidly changing business environment that involves numerous risks and uncertainties. The following discussion addresses risks and uncertainties that could cause, or contribute to causing, our actual results to differ from our expectations in material ways. These risks and uncertainties, or other events that we do not currently anticipate or that we currently deem immaterial also may affect our results of operations, cash flows and financial condition. The trading price of our common stock could also decline due to any of these risks. The following information should be read in conjunction with Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and related notes included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report.

Risks Related to Our Operations

Significant supplier capacity constraints, supplier production disruptions, supplier quality issues or price increases could increase our operating costs and adversely impact the competitive positions of our products.

Our reliance on third-party suppliers for various product components and finished goods exposes us to volatility in the availability, quality and price of these product components and finished goods. A disruption in deliveries from our third-party suppliers, including as a result of natural disasters and public health crises or other significant catastrophic events, such as the global COVID-19 pandemic or another pandemic, epidemic or infectious disease outbreak, **global conflicts**, capacity constraints, production disruptions, price increases or decreased availability of raw materials, **gunpowder** or commodities could have an adverse effect on our ability to meet our commitments to customers or increase our operating costs.

Our inability to obtain sufficient quantities of components, **including gun powder**, parts, raw materials, and other supplies from independent sources necessary for the production of our products could result in reduced or delayed sales or lost orders. Any delay in or loss of sales or orders could adversely impact our results of operations. Many of the components, parts, raw materials, and other supplies used in the production of our products are available only from a limited number of suppliers. We do not have long-term supply contracts with all of our suppliers. As a result, we could be subject to increased costs, supply interruptions and difficulties in obtaining materials. Our suppliers also may encounter difficulties or increased costs in obtaining the materials necessary to produce their products that we use in our products. The time lost in seeking and acquiring new sources could have an adverse effect on our business, financial condition or results of operations.

In addition, our supply contracts are generally not exclusive. As a result, supplies we may need may be allocated to other customers, such as where necessary to fulfill priority orders to the government or during times of elevated demand. Additionally, our suppliers may provide similar supplies and materials to our competitors, some of which could potentially purchase these supplies and materials in significantly greater volume than we do. Our competitors could enter into restrictive or exclusive arrangements with these suppliers that could impair or eliminate our access to necessary supplies and materials.

Quality issues experienced by third-party suppliers could also adversely affect the quality and effectiveness of our products and result in liability and reputational harm.

Shortages of, and price increases for, labor, components, parts and other supplies, as well as commodities used in the manufacture and distribution of our products, may delay or reduce our sales and increase our costs, thereby harming our results of operations.

We manufacture a significant portion of our products at plants that we own, including ammunition products. Shortages of, and cost increases for, labor and other inputs to the manufacturing process could delay or reduce our sales and reduce our gross margins and thereby have an adverse effect on our financial condition and results of operations.

Although we manufacture many of the components for our products, we purchase from third-parties certain important components, finished goods, and raw materials. The costs of these components, finished goods, and raw materials are affected by commodity prices and are, therefore, subject to price volatility caused by weather, market conditions and other factors that are not predictable or within our control, including natural disasters and public health crises or other significant catastrophic events, such as the global COVID-19 pandemic or another pandemic, epidemic or infectious disease outbreak. We also use numerous commodity materials in producing and testing our products, including copper, lead, plastics, tungsten, bismuth, steel, wood, and zinc. Commodity prices could increase, and any such increase in commodity prices may harm our results of operations.

Higher prices for electricity, natural gas, microchips metals, **gunpowder**, transportation and fuel increase our production and shipping costs. A significant shortage, increased prices or interruptions in the availability of these commodities and components would increase the costs of producing and delivering products to our customers and would be likely to negatively affect our earnings. Commodity costs have varied significantly during recent fiscal years and remain a volatile element of our costs.

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Seasonality and weather conditions may cause our results of operations to vary from quarter to quarter.

Because many of the products we sell are used for seasonal outdoor sporting activities, our results of operations may be significantly impacted by unseasonable weather conditions. For example, our winter sport accessories sales are dependent on cold winter weather and snowfall, and can be negatively impacted by unseasonably warm or dry weather. Conversely, sales of our spring and summer products, such as golf accessories, can be adversely impacted by unseasonably cold or wet weather. Accordingly, our sales results and financial condition will typically suffer when weather patterns do not conform to seasonal norms.

Sales of our hunting accessories are highest during the months of August through December due to shipments around the fall hunting season and holidays. In addition, sales of our ammunition have historically been lower in our first fiscal quarter. The seasonality of our sales may change in the future. Seasonal variations in our results of operations may reduce our cash on hand, increase our inventory levels and extend our accounts receivable collection periods. This in turn may cause us to increase our debt levels and interest expense to fund our working capital requirements.

Our revenues and results of operations may fluctuate unexpectedly from quarter-to-quarter, which may cause our stock price to decline.

Our revenues and results of operations have fluctuated significantly in the past and may fluctuate significantly in the future due to various factors, including, but not limited to:

- market acceptance of our products and services;
- general economic conditions;
- the timing of large domestic and international orders;
- cancellation of existing orders;
- the outcome of any existing or future litigation;
- adverse publicity surrounding our products, the safety of our products or the use of our products;

- changes in our sales mix;
- new product introduction costs;
- high levels of retailer and distributor inventory;
- complexity in our integrated supply chain;
- increased raw material and/or other commodity expenses;
- changes in amount and/or timing of our operating expenses;
- natural disasters and public health crises or other significant catastrophic events, such as the global COVID-19 pandemic or another pandemic, epidemic, or infectious disease outbreak, in markets in which we, our customers, suppliers and manufacturers operate;
- changes in laws and regulations that may affect the marketability of our products;
- the domestic political environment, including debate over the regulation of ammunition and related products; and
- uncertainties related to changes in macroeconomic and/or global conditions, including as a result of the war in Ukraine and the imposition of sanctions on Russia.

As a result of these and other factors, we believe that period-to-period comparisons of our results of operations may not be meaningful in the short term, and our performance in a particular period may not be indicative of our performance in any future period.

We are exposed to risks associated with acquisitions, which could adversely affect our future financial results.

Our business strategy includes growth through acquisitions or other transactions. The expected benefits of any future acquisitions or other transactions may not be realized. Costs could be incurred on pursuits or proposed acquisitions that may never close that could significantly impact our business, financial condition or results of operations.

Additionally, after any acquisition, unforeseen issues and/or costs could arise that adversely affect our anticipated returns or that are otherwise not recoverable as an adjustment to the purchase price. Even after careful integration efforts, actual results of operations may vary significantly from initial estimates due to a variety of factors, including general economic conditions affecting the market for our products.

Furthermore, if, due to declining market conditions or other factors, we determine that the carrying value of the goodwill or other intangible assets associated with an acquired business exceeds the fair value of such assets, we may be required to

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record a significant impairment charge in the period during which such determination was made, which would negatively affect our results of operations. For example, we have recorded impairment charges to the goodwill and identifiable indefinite-lived intangible assets associated with the Outdoor Products reporting segment for during fiscal year years 2024 and 2023.

We may engage in other strategic business transactions. Such transactions could result in unanticipated costs and difficulties, may not achieve intended results and may require significant time and attention from management, which could have an adverse impact on our business, financial condition or results of operations.

Risks may also include potential delays in adopting our financial and managerial controls and reporting systems and procedures, greater than anticipated costs and expenses related to the integration of the acquired business with our business, potential unknown liabilities associated with the acquired company, employee retention, challenges inherent in effectively managing an increased number of employees in diverse locations and the challenge of creating uniform standards, controls, procedures, policies, and information systems. These and other risks relating to our acquisitions could have an adverse effect on our business, financial condition or results of operations.

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

We often schedule internal production, place orders, and at times pre-pay for products, components and materials with third-party suppliers before receiving firm orders from our customers. In addition, orders from customers are generally subject to cancellation at any time before acceptance. If we fail to accurately forecast customer demand or if orders are cancelled before delivery, we may experience excess inventory levels or a shortage of products to deliver to our customers. Factors that could affect our ability to accurately forecast demand for our products include:

- an increase or decrease in consumer demand for our products or for the products of our competitors;
- our failure to accurately forecast customer acceptance of new products;
- new product introductions by competitors;
- changes in our relationships with customers;
- changes in general market conditions or other factors, which may result in cancellations of orders or a reduction or increase in the rate of reorders placed by retailers, including as a result of natural disasters and public health crises or other significant catastrophic events, such as the global COVID-19 pandemic or another pandemic, epidemic, or infectious disease outbreak;
- changes in laws and regulations governing the activities for which we sell products, such as hunting and shooting sports;
- weak economic conditions or consumer confidence, which could reduce demand for discretionary items such as our products; and
- the domestic political environment, including debate over the regulation of ammunition and related products.

Inventory levels in excess of customer demand may result in inventory write-downs and the sale of excess inventory on less favorable terms, including discounted prices or payment terms, which could have an adverse effect on our business, financial condition or results of operations. If we underestimate demand for our products, our manufacturing facilities or third-party suppliers may not be able to create products to meet customer demand, and this could result in delays in the shipment of products and lost revenues, as well as damage to our reputation and customer relationships. We may not be able to manage inventory levels successfully to meet future order and reorder requirements.

A disruption in the service or a significant increase in the cost of our primary delivery and shipping services for our products and component parts or a significant disruption at shipping ports could have a negative impact on our business.

We use various carriers including Federal Express ("FedEx") for a significant portion of ground shipments of products to our U.S. customers. We use air carriers and ocean shipping services for most of our international shipments of products. Furthermore, many of our finished goods and many of the components we use to manufacture our products are shipped to us via air carrier and shipping services. If there is any significant interruption in service by such providers or at airports or shipping ports in the future, we may be unable to engage alternative suppliers or to receive or ship goods through alternate sites in order to deliver our products or receive finished goods or components in a timely and cost-efficient manner. As a result, we could experience manufacturing delays, increased manufacturing and shipping costs and lost sales as a result of missed delivery deadlines and product demand cycles. Any significant interruption in FedEx services, other ground carriers, air carrier services, ship services or at airports or shipping ports could have a negative impact on our business. Furthermore, if the cost of delivery or shipping services increases significantly and the additional costs cannot be covered by product pricing, our operating results could be materially adversely affected.

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We face risks relating to our international business operations that could adversely affect our business, financial condition or results of operations.

Our ability to maintain the current level of operations in our existing international markets and to capitalize on growth in existing and new international markets is subject to risks associated with our doing business internationally, including:

- issues related to managing international operations;
- potentially adverse tax developments;
- lack of sufficient protection for intellectual property in some countries;
- currency exchange;
- import and export controls;
- social, political, and economic instability in the countries in which we operate;

- changes in economic conditions;
- uncertainties related to changes in macroeconomic and/or global conditions, including as a result of the war in Ukraine and the imposition of sanctions on Russia;
- the occurrence of natural disasters, public health crises or other significant catastrophic events, such as the global COVID-19 pandemic or another pandemic, epidemic, or infectious disease outbreak, in countries in which we operate;
- local laws and regulations, including those governing labor, product safety and environmental protection;
- changes to international treaties and regulations; and
- limitations on our ability to efficiently repatriate cash from our foreign operations.

Any one or more of these risks could adversely affect our business, financial condition or results of operations.

Some of our products contain licensed, third-party technology that provides important product functionality and features. The loss or inability to obtain and maintain any such licenses could have a material adverse effect on our business.

Some of our products contain technology licensed from third-parties that provides important product functionality and features. We cannot assure you that we will have continued access to this technology. For example, if the licensing company ceases to exist, either as a result of bankruptcy, dissolution or purchase by a competitor, we may lose access to important third-party technology and may not be able to obtain replacement technology on favorable terms or at all. In addition, legal actions, such as intellectual property actions, brought against the licensing company could impact our future access to the technology. Any of these actions could negatively affect our technology licenses, thereby reducing the functionality and features of our products, and adversely affect our business, financial condition or results of operations.

Failure to attract and retain key personnel could have an adverse effect on our results of operations.

Our future success will depend in part on the continued service of key personnel and our ability to attract, retain and develop key managers, designers, sales and information technology professionals and others. We face intense competition for these individuals worldwide. We may not be able to attract qualified new employees or retain existing employees, which may have a material adverse effect on our financial condition, results of operations or cash flows.

We have experienced recent changes in our senior management team as a result of the resignations of our Chief Financial Officer in November 2022, our Chief Executive Officer in February 2023, and our General Counsel and Corporate Secretary in February 2023. These changes to our executive management team may be disruptive to, or cause uncertainty in, our business, results of operations and the price of our common stock. Leadership transitions are inherently difficult to manage and may result in the loss of institutional knowledge and changes to business strategy or objectives. In addition, these changes have the potential to negatively impact our operations and relationships with employees and customers due to increased or unanticipated expenses, operational inefficiencies, uncertainty regarding changes in strategy, decreased employee morale and productivity and increased turnover.

The inability to attract and retain a new Chief Executive Officer, Chief Financial Officer and other members of the executive management team for the new Outdoor Products company could adversely affect our ability to operate following the Planned Separation. If we are unable to attract and retain qualified candidates to become the permanent Chief Financial Officer and permanent Chief Executive Officer in a timely manner, our financial performance and ability to meet operational goals and strategic plans may be adversely impacted. The interim nature of our current Chief Financial Officer and Chief Executive Officer may also distract our employees and management team and lead to attrition of qualified employees, increasing our hiring and retention risks.

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Catastrophic events may disrupt our business.

A disruption or failure of our systems or operations in the event of a major earthquake, weather event, public health crisis (such as the global COVID-19 pandemic or another pandemic, epidemic or infectious disease outbreak), cyber-attack, terrorist attack, explosion or other catastrophic event could cause delays in producing or procuring products, completing sales, providing services or performing other mission-critical functions. A catastrophic event that results in the destruction or disruption of any of our critical business or information technology systems could harm our ability to conduct normal business operations and our results of operations.

In addition, damage or disruption to our manufacturing and distribution capabilities or those of our suppliers, because of a major earthquake, weather event, public health crisis, cyber-attack, terrorist attack, fire or explosion or other catastrophic event could impair our ability, or the ability of our suppliers to manufacture or sell our products. If we do not take steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, such events could have a material adverse effect on our business, financial condition or results of operations, as well as require additional resources to restore our supply chain.

Some of our products involve the manufacture or handling of a variety of explosive and flammable materials. From time to time, these activities have resulted in incidents that have temporarily shut down or otherwise disrupted some manufacturing processes, causing production delays and resulting in liability for workplace injuries and fatalities. We have safety and loss prevention programs that require detailed pre-construction reviews of process changes and new operations, along with routine safety audits of operations involving explosive materials, to mitigate such incidents, as well as a variety of insurance policies. We cannot assure you, however, that we will not experience similar incidents in the future or that any similar incidents will not result in production delays or otherwise have a material adverse effect on our business, financial condition or results of operations.

Risks Related to the Markets for Our Products

Our sales are highly dependent on purchases by several large customers, and we may be adversely affected by the loss of, or any significant decline in sales to, one or more of these customers.

The U.S. retail and distribution industry serving the outdoor sporting and recreation market has become relatively concentrated. Sales to our top ten customers accounted for approximately 33% of our consolidated net sales in fiscal year 2023. Further consolidation in the U.S. retail and distribution industry could increase the concentration of our customer base in the future.

Although we have long-established relationships with many of our customers, as is typical in the markets in which we compete, we generally do not have long-term sales agreements with our customers. As such, we are dependent on individual purchase orders. As a result, prior to acceptance these retail customers are able to cancel their orders, change purchase quantities from forecast volumes, delay purchases, change other terms of our business relationship or cease to purchase our products entirely. In addition, we sell products to our customers on credit, which can expose us to financial risk in the event customers encounter insolvency, credit problems or other financial difficulties. Our customers' purchasing activity may also be impacted by general economic conditions as well as natural disasters and public health crises or other significant catastrophic events, such as the global COVID-19 pandemic or another pandemic, epidemic, or infectious disease outbreak.

The loss of any one or more of our large customers or significant or numerous cancellations, reductions, delays in purchases or payments, or changes in business practices by our retail customers could have an adverse effect on our business, financial condition or results of operations including but not limited to reductions in sales volumes and profits, inability to collect receivables, and increases in inventory levels.

Competition in our industry may hinder our ability to execute our business strategy, maintain profitability or maintain relationships with existing customers.

We operate in a highly competitive industry and we compete against other manufacturers that have well-established brand names and strong market positions. Given the diversity of our product portfolio, we have various significant competitors in each of our markets, including: Winchester Ammunition of Olin Corporation, Clarus, CBC Group, Fiocchi Ammunition, Hornady, PMC, and Rio Ammunition in our Sporting Products categories; The Kinetic Group segment; Alpine Stars, Bontrager, Canyon, Schwinn, Shimano, Shoei, Smith, Specialized, Contigo, Hydro Flask, Contigo, Osprey, Nalgene and Yeti Helen of Troy and Nalgene in our Hydration categories; Callaway, Revelyst's Adventure Sports segment; Garmin, Nikon, SkyTrak, Topgolf Callaway and Trackman in our Golf categories; Schwinn, Bontrager, Smith, Specialized, Canyon, Shoei Revelyst's Precision Sports Technology segment; and Alpine Stars in our Action Sports categories; Huk, Orvis, Patagonia, Caldwell, Covert Optics, Nikon, Leupold, Rhino, Vortex, Wheeler, Coleman, Traeger, Weber, Pit Boss, Blackstone, Solo Stove Kuiu, First Lite, Mystery Ranch and Lodge Sitka in our Revelyst's Outdoor Cooking categories; Nikon, Vortex, Leupold, Feradyne, American Outdoor Brands and Good Sportsman Marketing in our Outdoor Accessories categories; and Columbia, Huk, Patagonia, Orvis and American Fishing Tackle Company in our Fishing categories.

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Performance segment.

Competition in the markets in which we operate is based on a number of factors, including price, quality, product innovation, performance, reliability, styling, product features and warranties, as well as sales and marketing programs. Competition could result in price reductions, reduced profits, extensions of credit, or losses or loss of market share, any of which could have a material adverse effect on our business, financial condition or results of operations. Certain of our competitors may be more diversified than us or may have financial and marketing resources that are substantially greater than ours, which may allow them to invest more heavily in intellectual property, product development and advertising. Since many of our competitors also source their products from third-parties, our ability to obtain a cost advantage through sourcing is reduced.

Certain of our competitors may be willing to reduce prices and accept lower profit margins or extend more credit to compete with us. Further, retailers often demand that suppliers reduce their prices on mature products, which could lead to lower margins.

Our products typically face more competition internationally where foreign competitors manufacture and market products in their respective countries, which allows those competitors to sell products at lower prices, and could adversely affect our competitiveness.

In addition, our products compete with many other sporting and recreational products for the discretionary spending of consumers. Failure to effectively compete with these competitors or alternative products could have a material adverse effect on our performance.

Our success depends upon our ability to introduce new compelling products into the marketplace and respond to customer preferences.

Our efforts to introduce new products into the marketplace may not be successful, and any new products that we introduce may not result in customer or market acceptance. We both develop and source new products and components that we believe will match customer preferences. The development of new products is a lengthy and costly process and may not result in the development of a successful product. In addition, the sourcing of our products and components is dependent, in part, on our relationships with our third-party suppliers, some of whom are also our competitors. If we are unable to maintain these relationships, we may not be able to continue to source products at competitive prices that both meet our standards and appeal to our customers. Failure to develop or source and introduce new products that consumers want to buy could decrease our sales, operating margins and market share and could adversely affect our business, financial condition or results of operations.

Even if we are able to develop or source new products, our efforts to introduce new products may be costly and ineffective. When introducing a new product, we incur expenses and expend resources to market, promote and sell the new product. New products that we introduce into the marketplace may be unsuccessful or may achieve success that does not meet our expectations for a variety of reasons, including failure to predict market demand, delays in introduction, unfavorable cost comparisons with alternative products and unfavorable performance. Significant expenses related to new products that prove to be unsuccessful for any reason will adversely affect our results of operations.

Customer preferences include the choice of sales channels. We may not be able to successfully respond to shifting preferences of the end consumer from brick and mortar retail to online retail. Our efforts to introduce new sales channels to respond to such a shift may be costly and ineffective.

Risks Related to Our Brands and Reputation

Our business is highly dependent upon our brand recognition and reputation, and the failure to maintain or enhance our brand recognition or reputation would likely have an adverse effect on our business.

Our brand recognition and reputation are critical aspects of our business. We believe that maintaining and enhancing our brands as well as our reputation are critical to retaining existing customers and attracting new customers. We also believe that the importance of our brand recognition and reputation will continue to increase as competition in the markets in which we compete continues to develop.

Our future growth and profitability will depend in large part upon the effectiveness and efficiency of our advertising, promotion, public relations and marketing programs. These brand promotion activities may not yield increased revenue and the effectiveness of these activities will depend on a number of factors, including our ability to:

- determine the appropriate creative message, media mix and markets for advertising, marketing and promotional initiatives and expenditures;
- identify the most effective and efficient level of spending in each market, medium and specific media vehicle; and

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- effectively manage marketing costs, including creative and media expenses, in order to maintain acceptable customer acquisition costs.

We may implement new marketing and advertising strategies with significantly higher costs than our current channels, which could adversely affect our results of operations. Implementing new marketing and advertising strategies could also increase the risk of devoting significant capital and other resources to endeavors that do not prove to be cost effective. We also may incur marketing and advertising expenses significantly in advance of the time we anticipate recognizing revenue associated with such expenses, and our marketing and advertising expenditures may not generate sufficient levels of brand awareness or result in increased revenue. Even if our marketing and advertising expenses result in increased revenue, the increase in revenue might not offset our related marketing and advertising expenditures. If we are unable to maintain our marketing and advertising channels on cost-effective terms or replace or supplement existing marketing and advertising channels with similarly or more cost-effective channels, our marketing and advertising expenses could increase substantially, our customer base could be adversely affected and our business, financial condition or results of operations could be adversely impacted.

Competitors have imitated and attempted to imitate, and will likely continue to imitate or attempt to imitate, our products and technology, particularly in countries overseas where counterfeiting is more prevalent. If we are unable to protect or preserve our brand image and proprietary rights, our business may be harmed. As we increase our sales overseas, we may experience increased counterfeiting of our products.

In addition, certain of our products and brands benefit from endorsements and support from particular sporting enthusiasts, athletes or other celebrities, and those products and brands may become personally associated with those individuals. As a result, our brands or sales of the endorsed products could be materially and adversely affected if any of those individuals' images, reputations or popularity were to be negatively impacted.

Our association with the firearms industry may affect our relationships with certain third parties that are critical to our success.

We utilize the services of numerous financial institutions, resellers, credit card issuers, insurance carriers, suppliers, transportation providers and other service providers. Some third parties, as well as some customers and investors, have decided or may in the future decide to cease doing or limit their business with companies associated with the firearms industry or impose unacceptable or costly restrictions on our business due to reputational concerns, pressure from politicians or activists, or high-profile media coverage of events. These decisions could have a material adverse impact on our business, operating results and financial condition.

Use of social media to disseminate negative commentary and boycotts may adversely impact our business.

There has been a substantial increase in the use of social media platforms, including blogs, social media websites, and other forms of internet-based communications, which allow individuals access to a broad audience of consumers and other interested persons. Negative commentary regarding us or our brands may be posted on social media platforms at any time and may have an adverse impact on our reputation, business, or relationships with third-parties, including suppliers, customers, investors, and lenders. Consumers value readily available information and often act on such information without further investigation and without regard to its accuracy or context. The harm may be immediate without affording us an opportunity for redress or correction.

Social media platforms also provide users with access to such a broad audience that collective action, such as boycotts, can be more easily organized. Such actions could have an adverse effect on our business, financial condition, results of operations and or cash flows.

Further, we serve the outdoor sports and recreation markets through a diverse portfolio of 41 brands that appeal to a broad range of end consumers. The perspectives of the broad range of consumers we serve are varied and can cause conflicting views across brands.

Legal and Regulatory Risks

We manufacture and sell products that create exposure to potential product liability, warranty liability or personal injury claims and litigation.

Some of our products are used in applications and situations that involve risk of personal injury and death. Our products expose us to potential product liability, warranty liability, and personal injury claims and litigation relating to the use or misuse of our products including allegations of defects in manufacturing, defects in design, deceptive advertising, a failure to warn of dangers inherent in the product or activities associated with the product, negligence and strict liability. If successful, such claims could have a material adverse effect on our business.

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Defects in our products could reduce demand for our products and result in a decrease in sales and market acceptance and damage to our reputation.

Complex components and assemblies used in our products may contain undetected defects that are subsequently discovered at any point in the life of the product. In addition, we obtain many of our products and component parts from third-party suppliers and may not be able to detect defects in such products or component parts until after they are sold. Defects in our products may result in a loss of sales, recall expenses, delay in market acceptance and damage to our reputation and increased warranty costs, which could have a material adverse effect on our business, financial condition or results of operations.

Although we maintain product liability insurance in amounts that we believe are reasonable, we may not be able to maintain such insurance on acceptable terms, if at all, in the future and product liability claims may exceed the amount of our insurance coverage. In addition, our reputation may be adversely affected by such claims, whether or not successful, including potential negative publicity about our products.

We may incur substantial litigation costs to protect our intellectual property, and if we are unable to protect our intellectual property, we may lose our competitive advantage. We may be subject to intellectual property infringement claims, which could cause us to incur litigation costs and divert management attention from our business.

Our future success depends in part upon our ability to protect our intellectual property. Our protective measures, including patents, trademarks, copyrights, trade secret protection and internet identity registrations, may prove inadequate to protect our proprietary rights and market advantage. The right to stop others from misusing our trademarks and service marks in commerce depends, to some extent, on our ability to show evidence of enforcement of our rights against such misuse in commerce. Our failure to stop the misuse by others of our trademarks and service marks may lead to our loss of trademark and service mark rights, brand loyalty and notoriety among our customers and prospective customers. The scope of any patent to which we have or may obtain rights may not prevent others from developing and selling competing products. In addition, our patents may be held invalid upon challenge, or others may claim rights in, or ownership of, our patents. Moreover, we may become subject to litigation with parties that claim, among other matters, that we infringed their patents or other intellectual property rights. The defense and prosecution of patent and other intellectual property claims are both costly and time-consuming and could result in a material adverse effect on our business and financial position.

Also, any intellectual property infringement claims against us, with or without merit, could be costly and time-consuming to defend and divert our management's attention from our business. If our products were found to infringe a third-party's proprietary rights, we could be forced to enter into costly royalty or licensing agreements in order to be able to continue to sell our products or discontinue use of the protected technology. Such royalty and licensing agreements may not be available on terms acceptable to us or at all. Rights holders may demand payment for past infringements or force us to accept costly license terms or discontinue use of protected technology or works of authorship.

We may become involved in litigation regarding patents and other intellectual property rights. Other companies, including our competitors, may develop intellectual property that is similar or superior to our intellectual property, duplicate our intellectual property or design around our patents, and may have or obtain patents or other proprietary rights that would prevent, limit or interfere with our ability to make, use or sell our products. Effective intellectual property protection may be unavailable or limited in some foreign countries in which we sell products or from which competing products may be sold.

Unauthorized parties may attempt to copy or otherwise use aspects of our intellectual property and products that we regard as proprietary. Our means of protecting our proprietary rights in the U.S. or abroad may prove to be inadequate, and competitors may be able to develop similar intellectual property independently. If our intellectual property protection is insufficient to protect our intellectual property rights, we could face increased competition in the markets for our products.

Should any of our competitors file patent applications or obtain patents that claim inventions also claimed by us, we may choose to participate in an interference proceeding to determine the right to a patent for these inventions because our business could be harmed if we fail to enforce and protect our intellectual property rights. Even if the outcome is favorable, an interference proceeding could result in substantial costs to us and disrupt our business.

In the future, we also may need to file lawsuits to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. Any such litigation, whether successful or unsuccessful, could result in substantial costs and diversion of resources, which could have a material adverse effect on our business, financial condition or results of operations.

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We are subject to extensive regulation and could incur fines, penalties, business disruption and other costs and liabilities under such requirements.

Like other global manufacturers and distributors of consumer products, we are required to comply with a wide variety of federal, state and international laws, rules and regulations, including those related to consumer products and consumer protection, advertising and marketing, labor and employment, data protection and privacy, intellectual property, workplace safety, the environment, the import and export of products, and tax. See Item 1 "Business-Regulatory Matters" of this Annual Report for a description of the various laws and regulations to which our business is subject. Our failure to comply with applicable federal, state and local laws and regulations may result in our being subject to claims, lawsuits, fines, business disruption, and adverse publicity that could have a material adverse effect on our business, results of operations and financial condition. For example, the Minnesota Department of Health has alleged one of our factories was in violation of the Minnesota Lead Poisoning Act for take-home lead on employees, and ordered us to conduct certain testing. In the event we are unable to adequately prove the lack of, or mitigate, lead migration from our factory, we could be subject to fines, corrective actions requests and business interruption. These laws, rules and regulations currently impose significant compliance requirements on our business, and more restrictive laws, rules and regulations may be adopted in the future.

Changes in government policies and firearms and ammunition legislation could adversely affect our financial results.

The sale, purchase, ownership and use of firearms and ammunition are subject to numerous and varied federal, state and local governmental regulations. Sales of our ammunition products can be correlated with sales of firearms, and legislation restricting the sale or use of firearms could negatively affect sales of our ammunition products. Federal laws governing firearms and ammunition include the National Firearms Act, the Federal Firearms Act, the Arms Export Control Act and the Gun Control Act of 1968. These laws generally govern the manufacture, import, export, sale and possession of firearms and ammunition. We hold all necessary licenses to legally sell ammunition in the U.S.

In recent years, federal and state courts and legislatures have increased their attention on the regulation of firearms and ammunition. The laws passed and bills proposed to date are extremely varied and include, without limitation, laws and court decisions increasing the age of ownership, imposing additional licensing or registration requirements for the purchase or ownership of firearms or ammunition, curtailing or creating liability for certain types of advertising, and allowing civil causes of action against marketers and sellers of firearms and ammunition arising out of the criminal misuse of their products. These laws and decisions could impose liability on manufacturers of firearms or ammunition or

effectively ban or severely limit the sale of certain categories of firearms, which would negatively impact sales of our related ammunition products. We cannot be assured that the regulation of our business activities will not become more restrictive in the future and that any such restrictions will not have a material adverse effect on our business.

Failure to comply with the U.S. Foreign Corrupt Practices Act or other applicable anti-corruption legislation, as well as export controls and trade sanctions, could result in fines or criminal penalties.

The international nature of our business exposes us to trade sanctions and other restrictions imposed by the U.S. and other governments. The U.S. Departments of Justice, Commerce, Treasury and other agencies and authorities have a broad range of civil and criminal penalties they may seek to impose against companies for violations of the Foreign Corrupt Practices Act ("FCPA"), export controls, anti-boycott provisions and other federal statutes, sanctions, and regulations and, increasingly, similar or more restrictive foreign laws, rules and regulations, which may also apply to us. In recent years, U.S. and foreign governments have increased their oversight and enforcement activities with respect to these laws and we expect the relevant agencies to continue to increase their enforcement efforts.

In foreign countries in which we have operations, a risk exists that our associates, contractors or agents could, in contravention of our policies, engage in business practices prohibited by U.S. laws and regulations applicable to us, such as the FCPA, or the laws and regulations of other countries, such as the UK Bribery Act. We maintain a policy, Code of Business Ethics, prohibiting such business practices. Nevertheless, we remain subject to the risk that one or more of our associates, contractors or agents, including those based in or from countries where practices that violate such U.S. laws and regulations or the laws and regulations of other countries may be customary, will engage in business practices that are prohibited by our policies, circumvent our compliance programs and, by doing so, violate such laws and regulations. Any such violations, even if prohibited by our internal policies, could adversely affect our business or financial performance and our reputation.

By virtue of these laws and regulations we may be obliged to limit our business activities, we may incur costs for compliance programs and we may be subject to enforcement actions or penalties for noncompliance. A violation of these laws, sanctions or regulations could result in restrictions on our exports, civil and criminal fines or penalties and could adversely impact our business, financial condition or results of operations.

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If our efforts to protect the security of personal information about our customers and consumers are unsuccessful and unauthorized access to that personal information is obtained, or we experience a significant disruption in our computer systems or a cybersecurity breach, we could experience an adverse effect on our operations, we could be subject to costly government enforcement action and private litigation and our reputation could suffer.

Our operations, especially our retail operations, involve the storage and transmission of our customers' and consumers' proprietary information, such as credit card and bank account numbers, and security breaches could expose us to a risk of loss of this information, government enforcement action and litigation and possible liability. Our payment services may be susceptible to credit card and other payment fraud schemes, including unauthorized use of credit cards, debit cards or bank account information, identity theft or merchant fraud.

If our security measures are breached as a result of third-party action, employee error, malfeasance or otherwise, and as a result, someone obtains unauthorized access to our customers' and consumers' data, our reputation may be damaged, our business may suffer, and we could incur significant liability. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or implement adequate preventative measures. If an actual or perceived breach of our security occurs, the public perception of the effectiveness of our security measures could be harmed and we could lose customers and consumers, which could adversely affect our business.

We also rely extensively on our computer systems to manage our ordering, pricing, inventory replenishment and other processes. Our systems could be subject to damage or interruption from various sources, including power outages, computer and telecommunications failures, computer viruses, cyber security breaches, vandalism, severe weather conditions, catastrophic events and human error, and our disaster recovery planning cannot account for all eventualities. If our systems are damaged, fail to function properly or otherwise become unavailable, we may incur substantial costs to repair or replace them, and we may experience loss of critical data and interruptions or delays in our ability to perform critical functions, which could adversely affect our business, financial condition or results of operations.

Risks Related to Macro-Economic Conditions

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

A portion of our indebtedness consists of term loans and revolver borrowings with variable rates of interest that expose us to interest rate risk. If interest rates increase, our debt service obligations on our variable rate indebtedness will increase even if the amount borrowed remains the same, and our net income (loss) and cash flows will correspondingly decrease. Assuming **\$485 million** \$145 million of variable-rate indebtedness (which was the **amount** portion of our indebtedness outstanding as of **March 31, 2023** **March 31, 2024**, **considering** which was not included in our hedged floating-to-fixed interest rate swaps), a change of 1/4 of one percent in interest rates would result in a **\$1.2 million** \$0.4 million change in annual estimated interest expense. Even if To mitigate the risks from interest rate exposure, we enter into additional hedging transactions, mainly interest rate swaps, through derivative financial instruments that have been authorized pursuant to corporate policies. We measure market risk related to holdings of financial instruments based on changes in interest rates utilizing a sensitivity analysis. The sensitivity analysis measures the future potential loss in order fair values, cash flows, and earnings based on a hypothetical change (increase and decrease) in interest rates. We used current market rates on the debt portfolio to reduce future interest rate volatility, we may not fully mitigate our future interest rate risk, perform the sensitivity analysis.

Changes in U.S. and global trade policies, including new and potential tariffs on goods we import or on products we export to other countries, could increase our cost of goods or limit our access to export markets.

In recent years, protectionist trade policies have been increasing around the world, including in the U.S. It is unclear what additional tariffs, duties, border taxes or other similar assessments on imports might be implemented in the future and what effects these changes may have on retail markets or our operating performance. Additional protectionist trade legislation in either the U.S. or foreign countries, including changes in the current tariff structures, export or import compliance laws, or other trade policies, could reduce our ability to sell our products in foreign markets, the ability of foreign customers to purchase our products, and our ability to import components, parts, and products from foreign suppliers. In particular, increases in tariffs on goods imported into the U.S. could increase the cost to us of such merchandise (whether imported directly or indirectly) and cause increases in the prices at which we sell such merchandise to our customers, which could materially adversely affect the financial performance of our business.

The global economy has been negatively impacted by the war in Ukraine. Furthermore, governments in the U.S., United Kingdom, and European Union have each imposed export controls on certain products and financial and economic sanctions on certain industry sectors and parties in Russia. Although we have no operations in Russia or Ukraine, we may experience shortages in materials and increased costs for transportation, energy, and raw material due in part to the negative impact of the war in Ukraine on the global economy. Further escalation of geopolitical tensions related to the war, including increased trade barriers or restrictions on global trade, could result in, among other things, cyberattacks, supply disruptions, lower consumer demand, and changes to foreign exchange rates and financial markets, any of which may adversely affect our business and supply chain. In addition, the effects of the ongoing conflict could heighten many of our known risks described in this Annual Report.

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Our results of operations could be impacted by unanticipated changes in tax provisions or exposure to additional income tax liabilities.

Our business operates in many locations under government jurisdictions that impose income taxes. Changes in domestic or foreign income tax laws and regulations, or their interpretation, could result in higher or lower income tax rates assessed or changes in the taxability of certain revenues or the allowance of deduction of certain expenses, thereby affecting our income tax expense and profitability. In addition, audits by income tax authorities could result in unanticipated increases in our income tax expense.

In particular, we are affected by the impact of changes to tax laws or related authoritative interpretations. A change in authority interpretation to the U.S. tax code, related tax accounting guidance, and regulatory guidance as well as state tax implications or other legislation changes may cause variability in our future tax rate.

We may need to raise additional capital, and we cannot be sure that additional financing will be available.

We will need to fund our ongoing working capital, capital expenditures and financing requirements through cash flows from operations and new sources of financing. Our ability to obtain future financing will depend on, among other things, our financial condition and results of operations as well as on the condition of the capital markets or other credit markets at the time we seek financing. Increased volatility and disruptions in the financial markets, including as a result of natural disasters and public health crises or other significant catastrophic events, such as the global COVID-19 pandemic or another pandemic, epidemic, or infectious disease outbreak, or geopolitical events, such as the war in Ukraine, could make it more difficult and more expensive for us to obtain financing. In addition, the pendency of the Planned Separation may adversely affect our ability to obtain financing. We cannot assure you that we will have access to the capital markets or other credit markets on terms we find acceptable or at all.

The terms of the agreements governing our debt restrict our current and future operations, particularly our ability to incur debt that we may need to fund initiatives in response to changes in our business, the industries in which we operate, the economy and governmental regulations.

Fluctuations in foreign currency exchange rates may adversely affect our financial results.

During the fiscal year ended **March 31, 2023** **March 31, 2024**, approximately 17% of our revenue was generated from sales outside the U.S. Revenues from foreign operations (and the related expense) are often transacted in foreign currencies or valued based on a currency other than U.S. dollars. For the purposes of financial reporting, this revenue is translated into U.S. dollars. Resulting gains and losses from foreign currency fluctuations are therefore included in our consolidated financial statements. As a result, when the U.S. dollar strengthens against certain foreign currencies, including the Euro, British pound sterling, Canadian dollar,

and other major currencies, our reportable revenue in U.S. dollars generated from sales made in foreign currencies may decrease substantially. As a result, we are exposed to foreign currency exchange rate fluctuations, which could have an adverse effect on our financial condition, results of operations and cash flows.

General economic conditions affect our results of operations.

Our revenues are affected by economic conditions and consumer confidence worldwide, but especially in the U.S. In times of economic uncertainty or high inflation, consumers tend to defer expenditures for discretionary items, which affects demand for our products. Moreover, our businesses are cyclical in nature, and their success is impacted by general economic conditions and specific economic conditions affecting the regions and markets we serve, the overall level of consumer confidence in the economy and discretionary income levels. Any substantial deterioration in general economic conditions, including as a result of the COVID-19 pandemic or another pandemic, epidemic, or infectious disease outbreak, high inflation, or the war in Ukraine, that diminishes consumer confidence or discretionary income could reduce our sales and adversely affect our financial results. Moreover, declining economic conditions create the potential for future impairments of goodwill and other intangible and long-lived assets that may negatively impact our financial condition or results of operations, such as the impairment charges we recorded in our fiscal **year****years 2024 and 2023** to the goodwill and indefinite-lived intangible **assets associated with our Outdoor Products reporting segment, assets**. The impact of weak consumer credit markets, corporate restructurings, layoffs, high unemployment rates, declines in the value of investments and residential real estate, higher fuel prices and increases in federal and state taxation can also negatively affect our results of operations.

In addition, in recent periods sluggish economies and consumer uncertainty regarding future economic prospects in our key markets have had an adverse effect on the financial health of certain of our customers, which may in turn have a material adverse effect on our results of operations and financial condition. We extend credit to our customers for periods of varying duration based on an assessment of the customer's financial condition, generally without requiring collateral, which increases our exposure to the risk of uncollectible receivables. In addition, we face increased risk of order reduction or cancellation when dealing with financially ailing customers or customers struggling with economic uncertainty. Our risk of uncollectible

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receivables and order cancellations has been elevated due to retail store closures in many locations that occurred during the height of the COVID-19 pandemic, which has adversely affected many of our customers, and may be further elevated in the event of bank failures or credit tightening conditions affecting our customers. We may reduce our level of

business with customers and distributors experiencing financial difficulties and may not be able to replace that business with other customers, which could have a material adverse effect on our financial condition, results of operations or cash flows. In times of uncertain economic conditions there is also increased risk that inventories may not be liquidated in an efficient manner and may result in us having excess levels of inventory.

Risks Related to Our Common Stock and Indebtedness

Our debt covenants may limit our ability to complete acquisitions, incur debt, make investments, sell assets, merge or complete other significant transactions.

Our 2022 ABL Revolving Credit Facility and 2022 Term Loan contain contains a number of restrictive covenants that impose significant operating and financial restrictions on us and our subsidiaries and limits our ability to engage in actions that may be in our long-term best interests, including restrictions on our, and our subsidiaries', ability to:

- incur or guarantee additional indebtedness or sell disqualified or preferred stock;
- pay dividends on, make distributions in respect of, repurchase or redeem, capital stock;
- make investments or acquisitions;
- sell, transfer or otherwise dispose of certain assets;
- create liens;
- enter into sale/leaseback transactions;
- enter into agreements restricting the ability to pay dividends or make other intercompany transfers;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our or our subsidiaries' assets;
- enter into transactions with affiliates;
- prepay, repurchase or redeem certain kinds of indebtedness;
- issue or sell stock of our subsidiaries; and

- significantly change the nature of our business.

The indenture governing our 4.5% Notes also contains many of these same restrictions. As a result of all of these restrictions, we may be:

- limited in how we conduct our business and pursue our strategy;
- unable to raise additional debt financing that we may require to operate during general economic or business downturns; or
- unable to compete effectively or to take advantage of new business opportunities.

A failure to comply with the covenants in the 2022 ABL Revolving Credit Facility and 2022 Term Loan could result in an event of default under the 2022 ABL Revolving Credit Facility, and 2022 Term Loan, which could allow our creditors to accelerate the related indebtedness and proceed against the collateral that secures such indebtedness. Similarly, a failure to comply with the covenants in the indenture governing our 4.5% Notes could result in an event of default thereunder, which could allow the holders of the 4.5% Notes to accelerate such notes. The 2022 ABL Revolving Credit Facility and 2022 Term Loan and the indenture governing the 4.5% Notes contain cross-default provisions so that noncompliance with the covenants of any of our other debt agreements could cause a default under these debt agreements as well. In the event our creditors accelerate the repayment of our borrowings, we may not have sufficient liquidity to repay our indebtedness.

In the event that we incur additional indebtedness in connection with the Planned Separation, we expect that such indebtedness will also include restrictive covenants similar to those described above. See "Risks Related to our Planned Separation—We may incur additional indebtedness in connection with the Planned Separation, and such additional indebtedness could adversely impact our business, financial condition or results of operations."

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Provisions of our Amended and Restated Certificate of Incorporation, our Amended and Restated Bylaws, and Delaware law may prevent or delay an acquisition of our company, which could decrease the trading price of our common stock.

Several provisions of our Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws and Delaware law may discourage, delay or prevent a merger or acquisition that stockholders may consider favorable. These include provisions that:

- allow our Board of Directors to authorize for issuance, without stockholder approval, preferred stock, the rights of which will be determined at the discretion of the Board of Directors and, if issued, could operate as a "poison pill" to dilute the stock ownership of a potential hostile acquirer to prevent an acquisition that our Board of Directors does not approve;
- prohibit our stockholders from taking action by written consent and require that stockholder action must take place at a duly called annual or special meeting of our stockholders;

- establish how stockholders may present proposals or nominate directors for election at meetings of our stockholders;
- mandate that stockholders may only remove directors for cause;
- grant exclusive privilege (subject to certain limited exceptions) to our directors, and not our stockholders, to fill vacancies on our Board of Directors;
- provide that only our Board of Directors, Chairman of our Board of Directors, our Chief Executive Officer or the President (in the absence of the Chief Executive Officer) are entitled to call a special meeting of our stockholders; and
- limit our ability to enter into business combination transactions with certain stockholders.

These and other provisions of our Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws and Delaware law may discourage, delay or prevent certain types of transactions involving an actual or a threatened acquisition or change in control of us, including unsolicited takeover attempts, even though the transaction may offer our stockholders the opportunity to sell their shares of our common stock at a price above the prevailing market price.

Risks Related to our Planned Separation Our Announced Transaction

The Planned Separation consummation of our Outdoor Products and the Sporting Products segments into two independent, publicly-traded companies Sale is subject to various risks, uncertainties a number of conditions, many of which are largely outside of the control of the parties to the Merger Agreement, and, if these conditions are not satisfied or waived on a timely basis, the Merger Agreement may be terminated and the Sporting Products Sale may not be completed in accordance with the expected plan or at all completed.

On May 5, 2022, we announced that our Board of Directors unanimously approved a plan to separate our Outdoor Products and The Sporting Products segments into two independent, publicly-traded companies via a spin-off of our Outdoor Products segment. The Planned Separation Sale is subject to final approval of the terms of the transaction by our Board of Directors and other certain customary closing conditions, including, among other things, things: (i) the receipt approval of a tax opinion from tax advisors concerning Vista Outdoor's stockholders; (ii) any waiting period (or any extension thereof) applicable to the tax-free nature Sporting Products Sale under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 having been terminated or having expired, (which waiting period expired on December 11, 2023), CFIUS Approval (as defined in the Merger Agreement) having been received and certain other regulatory approvals or consents having been obtained; (iii) the absence of legal restraints prohibiting the Sporting Products Sale; (iv) the completion of certain actions required to be taken pursuant to the Separation Agreement (as defined in the Merger Agreement) prior to consummation of the transaction for U.S. federal income tax purposes, Sporting Products Sale; (v) the effectiveness Form S-4 filed by Revelyst having become effective under the Securities Act and not being the subject of a Form 10 registration statement that Outdoor Products SpinCo will file with any stop order; (vi) the SEC, approval shares of listing of the common stock of Outdoor Revelyst to be distributed in connection with the Sporting Products SpinCo Sale having been approved for quotation on the stock exchange chosen for the listing New York Stock Exchange, subject to official notice of such common stock issuance, and no (vii) other event or development existing or having occurred that our Board of Directors determines, in its sole and absolute discretion, makes it inadvisable to effect the Planned Separation or related transactions. The Planned Separation is complex in nature, and unanticipated developments or changes, including changes customary conditions specified in the law, the macroeconomic environment, competitive conditions of our markets, approvals Merger Agreement. The failure to satisfy any or consents that we may seek, the uncertainty all of the financial markets, and challenges in executing the necessary transactions, required conditions could delay or prevent the completion of the Planned Separation, Sporting Products Sale by a significant period of time or prevent it from occurring. Any delay in completing the Sporting Products Sale could cause the Planned Separation parties to occur on terms or conditions that are different or less favorable than desired or expected.

While we are pursuing the Planned Separation, and whether or not the transaction is completed, our ongoing businesses may be adversely affected, including as a result of one or more of the following:

- the diversion of our management's attention from operating and growing our business as a result of the significant amount of our management's time and effort required Merger Agreement to execute the Planned Separation;
- foreseen and unforeseen costs and expenses that will be incurred in connection with the Planned Separation, including accounting, tax, legal and other professional services costs;
- challenges in separating our businesses, including separating the assets and liabilities, infrastructure and personnel of these businesses, potentially resulting in delays and additional costs in achieving the completion of the Planned Separation;
- disruptions to and potential adverse impacts on our relationships with our suppliers, customers and others with whom we do business;

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- challenges in establishing the desired capital structure for the two businesses, including challenges accessing the financial markets;
- uncertainty among our key employees concerning their future with us or with Outdoor Products SpinCo, leading to potential distraction, as well as potential difficulty in attracting, retaining or motivating key employees during the pendency of the Planned Separation and following its planned completion;
- potential adverse impact on our credit ratings; and
- potential negative reactions from the financial markets if we fail to complete the Planned Separation as currently expected, within the anticipated time frame or at all.

In addition, on October 21, 2022, Sudhanshu Priyadarshi provided the Board with notice of his decision to resign from the position of Chief Financial Officer of the Company to pursue another opportunity. Mr. Priyadarshi continued with the Company through the release of the Company's financial results for the second quarter of fiscal year 2023 and departed in November 2022. Further, on February 2, 2023, the Board announced that Christopher T. Metz resigned, effective as of February 1, 2023, from his position as Chief

Executive Officer at the request of the Board, based on the Board's loss of confidence in his leadership for reasons not involving financial reporting or internal controls. As a result of the departures of Mr. Priyadarshi and Mr. Metz, we have undertaken a search to identify and hire a permanent Chief Executive Officer and a permanent Chief Financial Officer for Outdoor Products SpinCo. If we are unable to attract and retain qualified candidates to become the permanent Chief Financial Officer and permanent Chief Executive Officer of Outdoor Products SpinCo in a timely manner, the Planned Separation could be delayed.

The completion of the Planned Separation may not achieve some or all of the intended benefits and may adversely affect our business.

Even if the Planned Separation is completed, we may not realize some or all of the intended benefits from that are expected to be achieved if the separation Sporting Products Sale is successfully completed within the expected timeframe. There can be no assurance that the conditions to closing of the Sporting Products Sale will be satisfied or waived or that the Sporting Products Sale will be completed within the expected timeframe or at all.

Failure to complete the Sporting Products Sale could adversely affect our stock price and business, results of operations or financial condition.

There can be no assurance that the conditions to the closing of the Sporting Products Sale will be satisfied or waived or that the Sporting Products Sale will be completed. If the Sporting Products Sale is not completed within the expected timeframe or at all, our ongoing business could be adversely affected and we will be subject to a variety of risks and possible consequences associated with the failure to complete the Sporting Products Sale, including the following: (i) we will incur certain transaction costs, including legal, accounting, financial advisor, filing, printing and mailing fees, regardless of whether the Sporting Products Sale closes; (ii) under the Merger Agreement, we are subject to certain restrictions on the conduct of our businesses, and business during the Planned Separation pendency of the Sporting Products Sale, which may adversely affect our business. A spin-off ability to execute certain of our Outdoor Products segment will result business strategies; (iii) we may lose key employees during the period in us being a smaller, less diversified company, making us more vulnerable to changing market which we and economic conditions. Our CSG are pursuing the Sporting Products business Sale, which may adversely affect us in the future if we are not able to hire and retain qualified personnel to replace departing employees; (iv) the Sporting Products Sale, whether or not it closes, will be more concentrated in ammunition products, and we will have greater exposure to legal, regulatory, political divert the attention of certain of our management and other risks relating key employees from ongoing business activities, including the pursuit of other opportunities that could be beneficial to the ammunition industry. In addition, us and (v) that another transaction acceptable to us may not be offered and our business, prospects or results of operation may be adversely impacted as a smaller company, result. If the Sporting Products Sale is not completed, these risks could materially affect our ability to absorb costs may be negatively impacted, and we may be unable to obtain financing, insurance, goods or services at prices or on terms that are as favorable as those obtained by us prior to the Planned Separation. Any of these factors could have a material adverse effect on our business, financial condition, results of operations cash flows, business prospects or financial condition and stock price, including to the trading price of our common stock. We cannot assure you extent that the combined value of the common stock of the two publicly traded companies following the completion of the Planned Separation will be equal to or greater than what the value of our common stock would have been had the Planned Separation not occurred.

The Planned Separation may have an adverse effect on the price of our common stock.

The changes in our operational and financial profile resulting from the Planned Separation may not meet some or all of our stockholders' investment strategies, which could cause investors to sell their shares and otherwise decrease demand for shares of our common stock. Sales of our common stock could cause the current market price of our common stock is positively affected by a market assumption that the Sporting Products Sale will be completed.

While the Sporting Products Sale is pending, we are subject to decrease, business uncertainties and certain contractual restrictions that could adversely affect our business, results of operations or financial condition.

In connection with the market price Sporting Products Sale, some of our common stock customers, vendors or other third parties may react unfavorably, including by delaying or deferring decisions concerning their business relationships or transactions with us, which could adversely affect our revenues, earnings, cash flows and expenses, regardless of whether the Sporting Products Sale is completed. In addition, due to certain restrictions in the Merger Agreement on the conduct of our business prior to the closing of the Sporting Products Sale, we may be unable to (without CSG's prior written consent, unless another exception under the Merger Agreement applies), during the pendency of the Sporting Products Sale, pursue certain strategic transactions, undertake significant capital projects, undertake certain significant financing transactions and otherwise pursue other actions, even if such actions would prove beneficial. This may cause us to forego certain opportunities we might otherwise pursue. In addition, the pendency of the Sporting Products Sale may make it more difficult for us to effectively retain and incentivize key personnel and may cause distractions from our strategy and day-to-day operations for our current employees and management.

The termination fee and restrictions on solicitation contained in the Merger Agreement may discourage other companies from trying to acquire us or our businesses.

The Merger Agreement prohibits Vista Outdoor from soliciting, initiating or knowingly assisting, facilitating or encouraging any competing acquisition proposals, subject to certain limited exceptions. The Merger Agreement also contains certain termination rights, including, but not limited to, the right of Vista Outdoor to terminate the Merger Agreement to accept a Company Superior Proposal (as defined in the Merger Agreement), subject to and in accordance with the terms and conditions of the Merger Agreement, and provides that, if the Merger Agreement is terminated under certain circumstances, including by Vista Outdoor to enter into an alternative acquisition agreement with respect to a Company Superior Proposal, Vista Outdoor will be required to pay CSG a termination fee of \$47,750,000 in immediately available funds. The termination fee and non-solicitation restrictions could discourage other companies from trying to acquire Vista Outdoor or its businesses even though those other companies might be willing to offer greater volatility following value to Vista Outdoor's stockholders than is offered in the Sporting Products Sale.

Litigation against Vista Outdoor, CSG, or the members of their respective boards, could prevent or delay the completion of the Planned Separation.

The Planned Separation and related transactions may expose us to potential liabilities arising out of state and federal fraudulent conveyance laws and legal distribution requirements.

The Planned Separation could be challenged under various state and federal fraudulent conveyance laws. An unpaid creditor could claim that we did not receive fair consideration Sporting Products Sale or reasonably equivalent value result in the Planned Separation, and that payment of damages following completion of the Planned Separation left us insolvent or with unreasonably small capital or that we intended or believed we would incur debts beyond our ability to pay such debts as they mature. If Sporting Products Sale.

It is a court were to agree with such a plaintiff, then such court could void the Planned Separation as a fraudulent transfer and could impose a number of different remedies, including returning the assets or the shares of Outdoor Products SpinCo common stock or providing us with a claim for money damages against Outdoor Products SpinCo in an amount equal condition to the difference between Sporting Products Sale that no court of competent jurisdiction or other governmental authority shall have issued a judgment, order, injunction, ruling, writ, decree or other directive or enacted a law that is in effect that prohibits, enjoins or makes illegal the consideration received by us and the fair market value of Outdoor Products SpinCo at the time consummation of the Planned Separation.

Sporting Products Sale. It is possible that lawsuits may be filed by our stockholders challenging the Sporting Products Sale. The Planned Separation could outcome of any such lawsuits cannot be assured, including the amount of fees and costs associated with defending these claims or any other liabilities that may be incurred in connection therewith. If plaintiffs are successful in obtaining an injunction prohibiting the parties from completing the Sporting Products Sale on the agreed-upon terms, such an injunction may delay the consummation of the Sporting Products Sale in the expected timeframe, or may prevent the Sporting Products Sale from being consummated at all. Whether or not any plaintiff's claim is successful, this type of litigation can result in significant tax liability to costs and divert management's attention and resources from the Company and its stockholders, and tax rules could limit our ability to enter into certain transactions for a period of time following the Planned Separation.

The distribution of shares of Outdoor Products SpinCo to our stockholders in the Planned Separation is expected to qualify as tax-free under Section 355 closing of the U.S. Internal Revenue Code. We intend to obtain an opinion from Sporting Products Sale and ongoing business activities, which could adversely affect our tax advisors as to the tax-free nature operations. As of the Planned Separation. This opinion will be based on, among other things, various factual assumptions and representations by us and Outdoor Products SpinCo regarding the past and future conduct date of the companies'

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respective businesses and other matters. If any of these assumptions or representations are, or become, inaccurate or incomplete, reliance on the tax opinion may be jeopardized. The opinion will not be binding on the Internal Revenue Service (the "IRS"), and it is possible this filing, we have received certain demand letters from stockholders alleging that the IRS will take a contrary position. If the IRS determined registration statement filed by Revelyst on audit that the distribution is taxable, both we and our stockholders could incur significant U.S. federal income tax liabilities.

In addition, following the Planned Separation, compliance Form S-4 with the requirements for a tax-free spin-off under Section 355 of the Internal Revenue Code may limit our ability to enter into certain transactions that would otherwise be advantageous to us. For example, transactions such as share repurchases, certain major asset dispositions, and business combination and other strategic transactions with other businesses involving the issuance or acquisition of our stock may in some cases cause the Planned Separation to become taxable if undertaken within a period of time following the completion of the Planned Separation. As a result, we may determine to limit or forgo entirely such transactions in order to maintain the tax-free status of the Planned Separation.

We may incur additional indebtedness SEC on January 16, 2024 in connection with the Planned Separation, which could adversely impact our liquidity Sporting Products Sale contained materially misleading and strategic flexibility, incomplete statements, and demanding that Revelyst disclose additional information.

In connection with If the Planned Separation, Sporting Products Sale is not consummated by the applicable deadline, either we or CSG Elevate II Inc. ("Merger Sub Parent") may incur additional indebtedness, which terminate the Merger Agreement, subject to certain exceptions.

Either we or Merger Sub Parent may include, among other things, borrowings under credit facilities or terminate the issuance of debt securities Merger Agreement if the Sporting Products Sale has not been consummated by October 15, 2024 (with such deadline to be automatically extended to January 15, 2025, in one or more public or private offerings. Our target capital structure the event that all closing conditions except for the Company, following the those relating to regulatory approvals, completion of certain pre-closing steps relating to the Planned Separation, includes a target leverage level of up separation and those that by their nature are to approximately 2.0 times EBITDA, although we cannot assure you that additional indebtedness be satisfied at or immediately prior to closing, have been satisfied by October 15, 2024). However, this termination right will not be available to Vista Outdoor or Merger Sub Parent (as applicable) if the failure to consummate the Sporting Products Sale on terms or prior to such date is primarily due to the breach by such party, or such party's affiliates who are party to the Merger Agreement, of any Transaction Document. In the event the Merger Agreement is terminated by either party due to the failure of the Sporting Products Sale to close by October 15, 2024 (or, if applicable, January 15, 2025) or for any other reason provided under the Merger Agreement, we find acceptable or at all. Any such additional indebtedness would require a portion will have incurred significant costs and will have diverted significant management focus and resources from other strategic opportunities and ongoing business activities without realizing the anticipated benefits of our cash flow to be allocated to debt service payments instead of other business purposes, thereby reducing the amount of cash flow available for working capital, capital expenditures, acquisitions and other general corporate purposes. Furthermore, any such additional indebtedness could impose operating and financial restrictions on us that limit our growth and the implementation of our business strategy. See "Risks related to our common stock and indebtedness—Our debt covenants may limit our ability to complete acquisitions, incur debt, make investments, sell assets, merge or complete other significant transactions." Sporting Products Sale

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

We recognize the importance of being able to assess, effectively respond to, and manage material cybersecurity threats and incidents that may compromise the confidentiality, integrity or availability of our information systems, data, or network resources. To address these concerns, we have developed and implemented company-wide policies and procedures to help raise awareness of, identify, assess, and manage cybersecurity threats. Our Information Security organization has primary responsibility for the implementation of our cybersecurity policies and procedures and the management of our responses to information technology and security risks, including risks related to cybersecurity threats.

Risk Identification and Assessment

Risk identification is managed through Information Technology ("IT") programs and service providers that specialize in identifying such risks, employee training, and information security policies. We utilize third-party monitoring services that monitor our vendor relationships for cybersecurity-related issues as well as a third party for vulnerability scanning and monitoring of our environments. The cybersecurity team annually conducts internal and external penetration testing with outside third-party cybersecurity experts. Employee training programs reinforce our information security policies, standards and practices, as well as the expectation that employees comply with these policies. We also train employees on how to identify potential cybersecurity risks and protect our resources and information. Training is mandatory for all relevant employees, on a periodic basis, and is supplemented by company-wide testing initiatives, including periodic phishing tests. We also require relevant employees to take periodic awareness training on data privacy, which includes information about pertinent laws, confidentiality, and security, as well as how to effectively report and respond to unauthorized access to or use of personal information

Risk Management

Based on the risk and impact assessment mentioned above, the Information Security organization forms an Incident Response Team to identify the key responders for the security incident and maintain engagement and communication throughout the incident lifecycle, which may include, among other things, containment, eradication, recovery, and a review of lessons learned.

In addition to the Incident Response Team, we have also formed a Cybersecurity Committee that is notified of information security incidents for the purposes of assessing the potential materiality of any such incident. The Cybersecurity Committee consists of management and other representatives of our IT, Finance, Legal, and Internal Audit teams with assistance of third-party consultants and outside legal counsel as appropriate. When necessary, the Cybersecurity Committee will bring matters to the attention of the Audit Committee of the Board of Directors as discussed more fully below.

Risks Related to Third-party Service Providers

To manage cybersecurity risks related to third-party service providers, we conduct security assessments of certain third-party providers before engagement and have established monitoring procedures related to data breaches or other security incidents originating from third parties. To assist in this effort, we may from time to time engage third-party consultants, legal advisors, and audit firms to evaluate and test our risk management systems and assess and remediate certain potential cybersecurity incidents as appropriate.

Risks from Cybersecurity Threats

To date, we have not identified risks from cybersecurity threats or incidents, including as a result of any previous cybersecurity incidents, that have materially affected the Company or are reasonably likely to materially affect our operations, business strategy, results of operations, or financial condition. However, the sophistication of and risks from cybersecurity threats and incidents continue to increase, and there can be no assurance that our cybersecurity risk management policies and procedures will be fully implemented, complied with or successfully protect against all cybersecurity threats and incidents. For more information on how cybersecurity risk could materially affect our business strategy, results of operations, or financial condition, please refer to *"Item 1A Risk Factors- Legal and Regulatory Risks-* If our efforts to protect the security of personal information about our customers and consumers are unsuccessful and unauthorized access to that personal information is obtained, or we experience a significant disruption in our computer systems or a cybersecurity breach, we could experience an adverse effect on our operations, we could be subject to costly government enforcement action and private litigation and our reputation could suffer."

Governance

Board of Directors Oversight

Our Board of Directors considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee, oversight of cybersecurity and other information security risks.

The Audit Committee receives presentations at least annually regarding our enterprise risk management program, including reports from our Vice President of Internal Audit and our head of Information Technology, on information security matters (such as cybersecurity risk and developments), as well as the steps management takes to monitor and control such exposures.

Management's Role in Managing Risk and Monitoring Incidents

The leaders of our Information Security organization are responsible for assessing and managing our material risks from cybersecurity threats and supervision of both our internal information security personnel and our retained external cybersecurity consultants.

Other members of our management team, including those from legal, finance, and internal audit, supervise efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external consultants we engage; and alerts and reports produced by security tools deployed in the IT environment.

Our Cybersecurity team has extensive years of collective experience and members hold multiple certifications, including CISSP, CCNP, CISA, and CySA+.

ITEM 2. PROPERTIES

Facilities—As of **March 31, 2023** **March 31, 2024**, we occupied manufacturing, assembly, warehouse, test, research, development, and office facilities. All our facilities are leased unless noted otherwise below.

As of **March 31, 2023** **March 31, 2024**, our four reportable segments had significant operations at the following locations, which include office, manufacturing, and distribution facilities:

Sporting Products	The Kinetic Group	*Lewiston, ID; *Anoka, MN; *Lonoke, AR; *Sweet Home, OR
Revelyst Outdoor Products	Performance	Petaluma, CA; Scotts Valley, CA; Rantoul, IL; Hyde Park, UT; Overland Park, KS; Olathe, KS; Monticello, MS; Manhattan, MT; Lares, PR; *Oroville, CA; Bozeman, MT; Eagle, CO; San Diego, CA; Mountain View, AR; Seymour, MO; MO
Revelyst Adventure Sports		Petaluma, CA; Rantoul, IL; Stockton, CA; Irvine, CA; Barcelona, Spain
Revelyst Precision Sports Technology		San Diego, CA; Olathe, KS
Corporate		Anoka, MN

* denotes owned properties

Our properties are well maintained and in good operating condition and are sufficient to meet our near-term operating requirements.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are subject to various legal proceedings, including lawsuits, which arise out of, and are incidental to, the conduct of our business. We do not consider any of such proceedings that are currently pending, individually or in the aggregate, to be material to our business or likely to result in a material adverse effect on our operating results, financial condition, or cash flows.

Certain of our former subsidiaries have been identified as PRPs, along with other parties, in regulatory agency actions associated with hazardous waste sites.

As a PRP, we may be required to pay a share of the costs of the investigation and clean-up of these sites. While uncertainties exist with respect to the amounts and timing of our ultimate environmental liabilities, based on currently available

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information, we do not currently expect that these potential liabilities, individually or in the aggregate, will have a material adverse effect on our operating results, financial condition, or cash flows.

The description of certain of these environmental matters is contained in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations* under the heading, *Contingencies*, and is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES (Amount in thousands except price per share)

Vista Outdoor's common stock is listed and traded on the New York Stock Exchange under the symbol "VSTO".

The number of holders of record of Vista Outdoor's common stock as of **May 15, 2023** **May 20, 2024** was **2,826**, **2,642**.

Equity Compensation Plan Information

See Part III, Item 12 *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*, which is incorporated by reference herein for information regarding our equity compensation plans.

Recent Sales of Unregistered Securities

None

Issuer Repurchases of Equity Securities

On February 3, 2022, we announced that the Board of Directors authorized a two-year share repurchase program (the "2022 Share Repurchase Program") pursuant to which we may repurchase up to \$200,000 of our common stock. The 2022 Share Repurchase Program expires on January 24, 2024. The shares can be purchased from in open market, block purchase, or negotiated transactions, subject to compliance with applicable laws and regulations. The repurchase authorization also allows us to make repurchases under Rule 10b5-1 of the Securities Exchange Act of 1934. The repurchase program does not require us to acquire a specific number of shares and it will remain in effect until completed or it expires. The repurchase program is currently well below the covenants in our 2022 ABL Revolving Credit Facility and 2022 Term Loan that limit our share repurchases.

The following table summarizes our share repurchases during the fourth quarter of fiscal year **2023**: **2024**:

Period	Total number of shares repurchased (1)	Average price paid per share (1)	Total number of shares repurchased as part of publicly announced plan or programs	Approximate number of shares that may yet be repurchased under the plan or programs (2)
December 26, 2022 - January 22, 2023	1	24.37	—	
January 23, 2023 - February 19, 2023	1	26.49	—	
February 20, 2023 - March 31, 2023	102	28.19	—	
Fiscal quarter ended March 31, 2023	104	28.14	—	6,743

Period	Total number of shares repurchased (1)	Average price paid per share (1)
December 25, 2023 - January 21, 2024	8	28.82
January 22, 2024 - February 18, 2024	7	28.89
February 19, 2024 - March 31, 2024	36	32.23
Fiscal quarter ended March 31, 2024	51	31.26

(1) The total number of shares repurchased was 104,511 shares withheld to pay tax withholding obligations upon vesting of shares of restricted stock units, performance shares, or upon exercise of stock options, that which were granted under our equity incentive plans. The repurchase of these awards are in order to satisfy the payroll tax withholding obligations and are not considered as purchases of shares of common stock under any of publicly announced repurchase programs.

(2) There were no share repurchases during fiscal year 2023. As of March 31, 2023, the remaining amount to be repurchased was \$186,105. The approximate number of shares that may yet be repurchased 2024 under the 2022 Share Repurchase program of 6,743 was calculated using the Vista Outdoor closing stock price of \$27.71 per share on March 31, 2023. program.

Stockholder Return Performance Graph

The following graph compares, from March 31, 2018 March 31, 2019 through the March 31, 2023 March 31, 2024 fiscal year end, the cumulative total return for our common stock with the comparable cumulative total return of two indexes: the Standard & Poor's 500 Index ("S&P 500") and the Standard & Poor's 600 Smallcap Index ("S&P 600"). The S&P 500 tracks the aggregate price performance of equity securities of 500 large-cap companies that are actively traded in the U.S., and is considered to be a leading indicator of U.S. equity securities. The S&P 600 is a market value-weighted index that tracks the aggregate price performance of equity securities from a broad range of small-cap stocks traded in the U.S.

The graph assumes that on March 31, 2018 March 31, 2019, \$100 was invested in our common stock (at the closing price on that trading day) and in each of the indexes. The comparison assumes that all dividends, if any, were reinvested.

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ITEM 6. RESERVED

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

(Amounts in thousands except per share data and unless otherwise indicated)

The following discussion and analysis should be read in conjunction with our Consolidated Financial Statements and related notes appearing elsewhere in this Annual Report. This section and other sections of this Annual Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. See "Forward-Looking Statements" and Part I, Item 1A. "Risk Factors" included in this Annual Report.

(Dollar amounts in thousands unless otherwise indicated)

Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. In preparing the consolidated financial statements, we make estimates and judgments that affect the reported amounts of assets, liabilities, sales, expenses, and related disclosure of contingent assets and liabilities. We re-evaluate our estimates on an on-going basis. Our estimates are based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. We review our estimates on an ongoing basis to ensure the estimates appropriately reflect changes in our business and the most recent information available.

We believe the critical accounting policies discussed below affect our most significant estimates and judgments used in the preparation of our consolidated financial statements. For a complete discussion of all our significant accounting policies, see Note 1, *Significant Accounting Policies*, to the consolidated financial statements in Part II, Item 8 of this Annual Report.

Revenue Recognition

The total amount of revenue we recognize for the sale of our products reflects various sales adjustments for discounts, returns, refunds, allowances, rebates, and other customer incentives. These sales adjustments can vary based on market conditions, customer preferences, timing of customer payments, volume of products sold, and timing of new product launches. These adjustments require management to make reasonable estimates of the amount we expect to receive from the customer. We estimate sales adjustments by customer or by product category on the basis of our historical experience with similar contracts with customers, adjusted as necessary to reflect current facts and circumstances and our expectations for the future. Sales taxes, firearms and ammunition excise tax, and other similar taxes are excluded from revenue.

Allowance for Estimated Credit Losses

We maintain an allowance for credit losses related to accounts receivable for future expected credit losses resulting from the inability or unwillingness of our customers to make required payments. We estimate the allowance based upon historical bad debts, current customer receivable balances, age of customer receivable balances, and the customers' financial condition and in relation to a representative pool of assets consisting of a large number of customers with similar risk characteristics. The allowance is adjusted as appropriate to reflect differences in current conditions as well as changes in forecasted macroeconomic conditions.

Inventories

Our inventories are valued at the lower of cost or net realizable value, which includes a reserve for excess, obsolete and/or unmarketable inventory. We evaluate the quantities of estimate this reserve based upon current inventory held against past levels, past and future demand, and as well as our estimates of market conditions and future demands, all of which are subject to determine excess or slow-moving inventory. For each product category, change. In addition, we estimate consider inventory aging, the market value promotional environment and technological obsolescence all of the inventory comprising that category based on current which require a significant amount of assumptions and projected selling prices. If the projected market value is less than cost, we provide an allowance to reflect the lower value of the inventory. This judgment. This methodology recognizes projected inventory losses at the time such losses are evident rather than at the time goods are actually sold. The projected market value of the If these estimates are inaccurate or change, we may be exposed to adjustments to our inventory may decrease due to consumer preferences, legislative changes, or loss of key contracts among other events. reserve which could materially impact our operating results.

Income Taxes

Provisions for federal, state, and foreign income taxes are calculated based on reported pre-tax earnings and current tax law. Such provisions differ from the amounts currently receivable or payable because certain items of income and expense are recognized in different time periods for financial reporting purposes than for income tax purposes. Significant judgment is required in determining income tax provisions and evaluating tax positions. We periodically assess our liabilities and contingencies for all periods that are currently open to examination or have not been effectively settled based on the most current available information. Where it is not more likely than not that our tax position will be sustained, we record the entire resulting tax liability and when it is more likely than not of being sustained, we record our best estimate of the resulting tax

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liability. As per our policy, any applicable interest and penalties related to these positions are also recorded in the consolidated financial statements. To the extent our assessment of the tax outcome of these matters changes, such change in estimate will impact the income tax provision in the period of the change.

Deferred tax assets are assessed to determine whether it is more likely than not that some portion or all of the deferred tax assets will be realized. Significant estimates are required for this analysis. If we determine it is not more likely than not that all of the deferred tax assets will be realized, a valuation allowance will be recorded. Changes in the amounts of valuation allowance are recorded in the tax provision in the period when the change occurs.

Accounting for goodwill Goodwill and indefinite-lived intangibles Indefinite-lived Intangibles

Annual Testing

We performed our annual testing of goodwill in accordance with our accounting policies described in Note 1, *Significant Accounting Policies. The Policies*.

During the annual impairment review process we have the option to first perform a qualitative assessment compares (commonly referred to as "step zero") over relative events and circumstances to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value or to perform a quantitative assessment ("step one") where we estimate the fair value of each reporting unit to its carrying value. Impairment is measured as the amount by which the carrying value of a reporting unit exceeds its fair value.

To perform the annual quantitative goodwill impairment testing, we prepared valuations of our reporting units using both an income and market approach. The value estimated under We completed a step zero assessment during the income approach, using a discounted cash flow model was weighted at 75% fourth fiscal quarter of 2024, and concluded there were no indicators of impairment. See Note 11, *Goodwill and Intangible Assets*, to the consolidated financial statements in Part II, Item 8 of this Annual Report for discussion and details.

Indefinite-lived intangibles are not amortized and are tested for impairment annually on the estimated value derived from first day of the guideline company market approach method was weighted at 25%. We developed fourth fiscal quarter or upon the discounted cash flow analysis, using our assumptions about forecasted revenues and operating margins, capital expenditures, and occurrence of events or changes in working capital are based circumstances that indicate that the assets might be impaired. We completed a step zero assessment during the fourth quarter, and concluded there were no indicators of impairment on our plan, as reviewed by indefinite-lived intangibles. See Note 11, *Goodwill and Intangible Assets*, to the Board consolidated financial statements in Part II, Item 8 of *Directors*, this Annual Report for discussion and assumed details.

Interim Testing

During the third fiscal quarter of 2024, we completed an interim quantitative goodwill impairment analysis. We recognized impairment losses equal to the full carrying value of goodwill of \$26,219 and \$9,955, related to the former reporting units of Outdoor Cooking and Stone Glacier, respectively, and a terminal growth rate thereafter. The discounted cash flow analysis was derived from valuation techniques in which one or more significant inputs are not observable (Level 3 fair value measures). A separate discount rate was determined for each partial goodwill impairment loss of \$125,540 related to our Golf reporting unit. Goodwill relating to the Ammunition reporting unit and these cash flows were then discounted to determine was not impaired as the fair value of exceeded the reporting unit. The discount rate reflected a weighted-average cost of capital, which was calculated, in part based on observable market data. Some of this data (such as the risk free or treasury rate and the pretax cost of debt) were based on the market data at a point in time. Other data (such as the equity risk premium) were based upon market data over time for a peer group of companies. Also factoring into the discount rate was a market participant's perceived risk (such as the company specific risk premium) in the valuation implied by the sustained reduction in our stock price. There is inherent uncertainty associated with key assumptions used in our impairment testing.

Under the market approach, we applied the Guideline Public Company Method ("GPCM"). Selected peer sets are based on close competitors, publicly traded companies and reviews of analysts' reports, public filings, and industry research. This market approach method estimates the price reasonably expected to be

realized from the sale of the reporting unit based on comparable companies. In order to assess the reasonableness of the calculated fair values of our reporting units, we also compared the sum of the reporting units' fair values to our market capitalization and calculate an implied control premium (the excess of the sum of the reporting units' fair values over the market capitalization). We evaluated the control premium by comparing it to control premiums of recent comparable transactions. If the implied control premium was not reasonable in light of this assessment, we reevaluated our fair value estimates of the reporting units by adjusting the discount rates and other assumptions as necessary.

carrying value.

The decline in fair value of our former Revelyst segment reporting units was significantly impacted by a sudden decline in challenging economic environment for consumers, with higher interest rate expectations continuing, and other factors affecting the demand of market for our products, related to certain of our recent acquisitions, which resulted in lower forecasted revenues, operating margins, and operating cash flows as compared for the majority of our reporting units within the former Revelyst reportable segment. See Note 11, *Goodwill and Intangible Assets* and Note 19, *Operating Segment Information*, to the consolidated financial statements in Part II, Item 8 of this Annual Report for further information on changes to our valuation at acquisition date, reporting units and reportable segments during the fourth quarter of fiscal year 2024. Our estimates of the fair values of the reporting units were also influenced by higher discount rates in the income-based valuation approach as a result of increasing market to equity risk premiums, company specific risk premiums and higher treasury rates, since the acquisition dates. The weighted average cost of capital used in the goodwill impairment testing analysis ranged between 10.5% 12.5% and 17.0% 16.0%, which was derived from the financial structures of comparable companies corresponding to the industry of each reporting unit.

As a result, we recognized impairment losses equal unit, modified for each reporting unit based on company risk premiums to reflect the full carrying perception of risks of achieving the projected cash flows. We weighted the valuations of our former Revelyst segment reporting units using 100% of the income approach, specifically the discounted cash flow method, and weighted the value of goodwill of \$248,254, \$68,353, and \$12,349 allocated to the The Kinetic Group reporting units of Fox Racing, Simms Fishing, and QuietKat, respectively, and partial goodwill impairment charges of \$3,799 related to our Stone Glacier reporting unit. We determined that the goodwill relating to our other reporting units was not impaired as the fair value exceeded the carrying value. In order to assess the reasonableness unit using 100% of the calculated fair values of our reporting units, we also compared the sum of the reporting units' fair values to our market capitalization and calculated an implied control premium (the excess of the sum of the reporting units' fair values over the market capitalization). We evaluated the control premium by comparing it to control premiums of recent comparable transactions. If the implied control premium had not been reasonable in light of this assessment, we would reevaluate our fair value estimates of the reporting units by adjusting the discount rates and other assumptions as necessary approach.

Our Ammunition Golf, Stone Glacier and Outdoor Cooking Golf reporting units comprise our remaining goodwill at March 31, 2023 as of March 31, 2024. As After impairment losses were recorded during the third quarter of the fiscal year 2023 annual testing measurement date, 2024, the fair value of our Stone Glacier and Outdoor Cooking the Golf reporting units unit was less than 10% higher than their equal to its carrying value. For those two reporting units, if we had assumed a one

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percent increase in discount rate at that time, we would have recorded additional goodwill impairment of approximately \$11,000. \$35,000. If the reporting units do not perform to expected levels or there are adverse changes in certain macroeconomic factors, the related goodwill may be at risk for impairment in the future. We cannot predict the occurrence of certain events or changes in circumstances that might adversely affect the carrying value of goodwill. We continue to monitor the evolving macroeconomic landscape. Rising interest and income tax rates could impact the weighted average cost of capital used in our estimates of fair value for our reporting units. Additionally, high inflation may continue to adversely affect the demand and profitability of our reporting unit products.

Before completing In conjunction with our interim quantitative goodwill impairment test, analysis, we first tested our indefinite-lived intangible assets. We performed a step zero analysis on nine of our The Kinetic Group indefinite-lived tradenames. We trade names. Additionally, we performed a quantitative step one impairment analysis on our remaining indefinite-lived tradenames, which resulted in intangible assets and recorded impairment losses of \$21,200 \$26,600, \$9,600, \$6,100, \$4,500 \$1,800, \$1,100, and \$20,400 \$600 related to the Fox Racing, and CamelBak, Bell Cycling, Simms Fishing, Giro, Bushnell, and Bell Powersports indefinite-lived tradename assets, respectively. We determined The decline in fair value of the our indefinite-lived tradenames related to our Bell and Giro tradenames trade name assets was greater or equal to the carrying value, and no impairment was recorded, impacted by a reduction in forecasted revenues. The carrying value of the indefinite lived indefinite-lived intangible assets related to Fox Racing, and CamelBak, Bell Cycling, Simms Fishing, Giro, Bushnell, and Bell Powersports after the impairment was \$85,000 \$58,400, \$13,300, \$12,000, \$25,500, \$15,300, \$14,900, and \$30,000 \$3,500, respectively, at March 31, 2023 December 24, 2023. We determined the fair value of our Fox Racing, CamelBak, Bell Cycling, Simms Fishing, Giro, Bushnell, and Bell Cycling, and Giro Powersports indefinite-lived tradenames trade names using royalty rates of 3.0%, 3.0% 3%, 1.5%, 1.5%, 3%, 1.5%, 1%, and 1.5% 1%, respectively.

We estimate fair value to assess the recoverability of our goodwill and indefinite lived intangible assets using a discounted cash flow model. Our assumptions used to develop the discounted cash flow analysis and relief-from-royalty calculations, require us to make significant estimates. We based estimates regarding forecasted revenues on assumptions we believed to be reasonable, but which are unpredictable and operating margins, projected capital expenditures, changes in working capital, and appropriate discount rates, inherently uncertain. The projections also take into account several factors including current and estimated economic trends and outlook, costs of raw materials and other factors that are beyond our control. If the current economic conditions were to deteriorate, or if we were to lose significant business, causing a reduction in estimated discounted cash flows, it is possible that the estimated fair value of certain reporting units or indefinite lived intangible assets trade names could fall below their carrying value resulting in the necessity to conduct additional impairment tests in future periods. We continually monitor the reporting units and indefinite lived intangible assets for impairment indicators.

Business Combinations

We allocate the purchase price, including contingent consideration, of our acquisitions to the assets and liabilities acquired, including identifiable intangible assets, based on their fair values at the date of acquisition. The fair values are primarily based on third-party valuations using our management assumptions that require significant judgments and estimates. The purchase price allocated to intangibles is based on unobservable factors, including but not limited to, projected revenues, expenses, customer attrition rates, royalty rates, and weighted average cost of capital, among others. The weighted average cost of capital uses a market participant's cost of equity and after-tax cost of debt and reflects the

risks inherent in the cash flows. The unobservable factors we use are based upon assumptions believed to be reasonable, but are also uncertain and **unpredictable**, **as unpredictable**. As a result these estimates, and assumptions may require adjustment in the future if actual results differ from our estimates.

Contingent Consideration

Our approach to valuing the initial contingent consideration associated with the purchase price uses unobservable factors such as projected revenues and expenses over the term of the contingent earn-out period, discounted for the period over which the contingent consideration is measured, and volatility rates. Based upon these assumptions, the initial contingent consideration is then valued using a Monte Carlo simulation analysis in a risk-neutral framework. As of March 31, 2023, the contingent consideration liability consists of the estimated amounts due for earn-out payments from fiscal year 2024 through 2026. On a recurring basis, we adjust the contingent consideration liability to fair value based on the estimated probability of achieving the earn out targets and changes in any of the other Level 3 inputs above. To the extent our estimates change in the future regarding the likelihood of achieving these targets, we may need to record material adjustments to our contingent consideration liabilities.

See Note 1, *Significant Accounting Policies*, to the consolidated financial statements in Part II, Item 8 of this Annual Report, for discussion of new accounting pronouncements.

Executive Summary

and Financial Highlights

Vista Outdoor is a leading global designer, manufacturer, and **Notable Events** marketer of outdoor recreation and shooting sports products.

We operate through four reportable segments: The Kinetic Group, Revelyst Outdoor Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology. During the fourth quarter of fiscal year 2023 2024, we modified our reportable segments. Accordingly, prior comparative periods have been restated to conform to the change. Information regarding our segments is further discussed below and in Note 19, *Operating Segment Information*, to the consolidated financial statements in Part II, Item 8 of this Annual Report.

- Net The Kinetic Group consists of our ammunition brands. The primary products of this segment include ammunition used for training, hunting, target shooting and personal protection.
- Revelyst Outdoor Performance primarily consists of our outdoor cooking, fishing, outdoor accessories and technical gear and apparel brands. The primary products of this segment include waders, sportswear, outerwear, footwear and fishing tools and accessories, performance optics, outdoor accessories and outdoor cooking equipment.
- Revelyst Adventure Sports primarily consists of our protective gear and apparel, footwear, hydration and e-mobility brands. The primary products of this segment include motocross, mountain biking, cycling, and snow sports protection and accessories, as well as bike hydration packs and water bottles, and e-bikes.
- Revelyst Precision Sports Technology primarily consists of our golf technology brands. The primary products of this segment include high-performance golf GPS devices, laser rangefinders and launch monitors.
- In addition, we present a "Corporate" category for purposes of reconciliation, which is not considered a reportable segment.

Management currently considers the following events, results, trends, and uncertainties to be most important to understanding our financial condition, operating performance and significant events:

For the fiscal year ended March 31, 2024, net sales **increased** \$35,186 or 1.2%, **over** decreased \$333,744 as compared to the prior fiscal year.

- Sporting Products net sales increased \$20,041, or 1.2%.
- Outdoor Products net sales increased \$15,145, or 1.2%.

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- Net cash provided Within The Kinetic Group, these results were caused by **operating activities increased** \$167,874 from lower volume across nearly all categories as channel inventory has normalized, the terminations of the Lake City contract at the beginning of the third quarter of the prior fiscal year, and lower pricing. The Kinetic Group reported a 25.7% decrease in gross profit for the fiscal year ended March 31, 2024 due to \$486,185.
- Operating income (loss) decreased \$538,367 volume and price, unfavorable mix, and increased inputs costs due to \$107,855 or (83.3)% from inflation, as compared to the prior fiscal year. During fiscal year 2024, our Revelyst Outdoor Performance, Revelyst Adventure Sports and Revelyst Precision Sports Technology segments were significantly and adversely affected by the high interest rates and pressures posed by inflation, which created an increasingly challenging economic environment for consumers, and affected consumer confidence and purchasing patterns. The decrease in consumer demand during fiscal year 2024 resulted in channel partners remaining cautious and not increasing their purchasing behavior. This dynamic led to slower than expected decrease in the inventory levels, increased discounting, lower volume, and unfavorable mix, and as a result, decreased gross profits. These segments combined reported a 3.5% decrease in gross profit for the fiscal year ended March 31, 2024, as compared to the prior fiscal year, and a decrease of 54.2% in operating income for the same periods. Despite slower than expected inventory decreases at our channel partners, the Revelyst Outdoor Performance, Revelyst Adventure Sports and Revelyst Precision Sports Technology segments had year-over-year inventory reduction of 27%.

- Impairment expense on our Goodwill and indefinite-lived Tradenames Although we are seeing these signs of \$374,355 was recorded improvement in our fourth fiscal quarter.
- We acquired Fox Racing and Simms Fishing quarter year over year results, during the **Second** third fiscal quarter of **2023**, 2024, as a result of decreased consumer demand we lowered our projected revenues and operating income for future periods. The lower projections, combined with the decline in our stock price in the third fiscal quarter of 2024, led us to determine there were indicators of potential impairment within our former Revelyst reportable segment, and we performed an interim quantitative goodwill and indefinite-lived intangible asset impairment analysis during the third fiscal quarter of 2024. During the third fiscal quarter of 2024 we recorded impairment losses of \$218,812, which consisted of \$161,714 related to goodwill, \$50,300 related to our indefinite-lived trademarks and trade names, and \$6,798 related to amortizing intangible assets, within the former Revelyst segment. See Note 7, Acquisitions 1, *Significant Accounting Policies*, and Divestitures, of Note 11, *Goodwill and Intangible Assets*, to the consolidated financial statements in Part II, Item 8 of this Annual Report for further information.

We continue to maintain a discussion strong balance sheet with capital allocation focused on debt paydown. Fiscal year 2024 cash provided by operating activities was \$400,887. During this fiscal year, debt decreased by \$340,000 to \$720,000, with the net paydown of our acquisitions during fiscal year 2023.

- On August 5, 2022, we entered into a new ABL Term Loan Facility (the "2022 ABL Revolving Credit Facility"), which replaced the 2021 ABL Revolving Credit Facility. The 2022 ABL Revolving Credit Facility is comprised of a \$600,000 Revolving Credit Facility and an asset-backed the 2022 Term Loan being paid in full. Our total debt as a percentage of \$350,000 total capitalization (total debt and stockholders' equity) decreased to 39.0% as of March 31, 2024, compared to 48.4% as of our fiscal year 2023.

GEAR Up Transformation Program

During fiscal year 2024, we initiated the GEAR Up transformation program. GEAR Up is an efficiency and cost savings initiative program, to accelerate growth and transformation within our Revelyst Outdoor Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology reportable segments, which is driven by the following key elements:

- **Simplification of the Business Model:** Simplifying the structure of these reportable segments will accelerate them becoming an integrated house of iconic, high-performing outdoor brands that work together as one cohesive unit to form a globally branded company leveraging shared learnings and Centers of Empowerment to drive execution on a global, omni-channel growth strategy;
- **Increased Efficiency and Profitability:** Maximizing efficiency and streamlining operations through consolidation of current real estate footprint, back-office technology stack, supply chain and organizational structure; and
- **Reinvestment in the Highest Potential Brands:** Leveraging substantial opportunity to reinvest into the highest potential brands of these reportable segments to accelerate their growth and innovation pipelines.

We expect GEAR Up to deliver targeted annualized pre-tax operating profit improvements of approximately \$100,000. The profit improvements began this fiscal year and we expect to realize \$100,000 of run rate cost savings by fiscal year 2027. We are estimating pre-tax restructuring charges of approximately \$40,000 to \$50,000 over the duration of the plan and expect these charges to be completed by fiscal year 2027. All restructuring charges will be recorded as corporate expenses, and not allocated to our reportable segments. See Note 13, *Restructuring*, to the consolidated financial statements in Part II, Item 8 of this Annual Report for additional information.

Sale of The Kinetic Group and Planned Separation

October 15, 2023, we entered into a definitive agreement (the "Merger Agreement") to sell The Kinetic Group business (formerly the Sporting Products business) to CZECHOSLOVAK GROUP a.s. ("CSG"), for an enterprise value of \$1,910,000 ("2022 Term Loan" the base purchase price") on a cash-free, debt-free basis subject to working capital adjustments, in an all-cash transaction (the "Sporting Products Sale"). The Sporting Products Sale represents the next step in Vista Outdoor's plan to split Vista Outdoor into two separate entities, which was previously announced on May 5, 2022. Pursuant to a Separation Agreement entered into between Vista Outdoor and Revelyst, Inc. ("Revelyst") simultaneously with the entry into the Merger Agreement, Vista Outdoor will separate its Revelyst Outdoor Performance, Revelyst Adventure Sports and Revelyst Precision Sports Technology segments (together, the "Revelyst business", formerly the Outdoor Products business) from The Kinetic Group business by transferring the assets and liabilities of the Revelyst business to a wholly owned subsidiary of Vista Outdoor, Revelyst, and CSG will merge one of its subsidiaries with Vista Outdoor (holding only The Kinetic Group business), with each share of common stock, par value \$0.01 per share, of Vista Outdoor ("Vista Outdoor Common Stock") outstanding as of immediately prior to the closing of such transaction (other than shares held by Vista Outdoor, its subsidiaries or CSG, which will be canceled, and shares subject to appraisal demands in connection with the Sporting Products Sale) being converted into the right to receive (a) one fully paid and non-assessable share of common stock of Revelyst and (b) \$12.90 in cash ("Cash Consideration").

On May 27, 2024, the parties entered into the first amendment to the Merger Agreement (the "First Amendment"). The First Amendment:

1. increases the base purchase price from \$1,910,000 to \$1,960,000;
2. increases the Cash Consideration from \$12.90 to \$16.00 in cash per share of Vista Outdoor Common Stock; and
3. provides that certain Vista Outdoor restricted stock units held by Company employees will be converted into restricted cash awards, subject to the same terms and conditions as the corresponding Vista Outdoor restricted stock units, including vesting terms, to the extent necessary to address adverse tax consequences to such employees and the Company under Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended from time to time.

The Sporting Products Sale is expected to close in calendar year 2024, subject to approval of our stockholders, receipt of clearance by the Committee on Foreign Investment in the United States and other customary closing conditions. There can be no assurance regarding the ultimate timing of the proposed transaction or that the Sporting Products Sale will be completed.

Divestiture - Subsequent Event

On May 1, 2024, we completed the divestiture of the RCBS brand. This business was part of the Revelyst Outdoor Performance reportable segment.

Pellet Mill Fire

On February 6, 2024, a fire occurred at our Fiber Energy Seymour, Missouri pellet manufacturing location. There were no injuries or environmental issues from the fire. The damage was principally limited to the inventory, raw materials, plant equipment and building structures. As a consequence of the fire damage, the pellet mill is curtailed, and we do not expect any material revenues from this business in our next fiscal year.

RCBS and Fiber Energy Products contributed approximately \$30,000 of total combined sales in fiscal year 2024.

Outlook

Sporting Products Industry

Sales of hunting and shooting-sports related products, including ammunition, are heavily influenced by hunting and recreational shooting participation rates, personal safety, and the political environment. The Sporting Products Kinetic Group segment continues to benefit from positive participation trends. While macroeconomic conditions pressure consumer purchasing, the firearms industry continues to have a growth trend. For the 57th straight month, NICS data surpassed more than one million firearms checks. The Kinetic Group has a strong order position, but is expected to experience higher commodity input costs, including powder and copper in fiscal year 2025. We are encouraged by strong sell-through trends and the markets have remained strong. Our multi-brand strategy is a tremendous strength in this market. In fiscal year 2024, we expect a normalized purchasing cycle based on and by overall inventory levels, which remained stable market pricing and demand. We believe we have a competitive advantage as a house during the fourth fiscal quarter of brands ammunition company and are well positioned to take market share and expand into new markets, 2024.

Outdoor Recreation Industry

We believe that long-term The Revelyst Outdoor Performance, Revelyst Adventure Sports and Revelyst Precision Sports Technology segments continue to benefit from strong outdoor participation trends combined with across multiple outdoor activities, including camping, cycling, hunting, fishing and golf. For example, golf participation has expanded into off-course golf, a larger base tremendous growth opportunity where participation reached a new all-time high in 2023 expanding to 33 million participants. With non-golfers making up more than half of these participants, supports our expectation there is a large opportunity to continue to expand the golf market and attract new users. Furthermore, an estimated 54.5 million Americans fished in 2022, an increase of long-term demand for 4% from the innovative outdoor recreation-related products produced by our Outdoor Products brands. prior year. The fishing industry has been consistently stable and the national participation rate in fishing has not dropped below 16% since 2007. We believe that are transforming these segments into the current demand for leading global integrated house of brands in the outdoor industry to deliver wildly human experiences for our Outdoor Products segment is being temporarily impacted by higher inflation causing lower consumer spending consumers. We intend to drive growth through innovative product and higher input costs, along with increased inventory levels at retailers technology offerings, an enhanced direct-to-consumer channel strategy, and distributors causing increased promotional activity. We expect to see a return to organic growth for this segment in an expanded digital gaming ecosystem. At the back half end of fiscal year 2024, once point most of sale our retailer's inventory levels have come down, but they are managing their inventory tightly as we see more just in time and sell-in become more closely aligned. Our Outdoor Products brands hold a strong competitive position smaller quantity orders. We expect this dynamic to continue as we head into fiscal year 2025. During fiscal year 2025, we do not expect consumers to meaningfully change purchasing patterns due to ongoing macroeconomic uncertainties. We are expecting that the operational and organizational improvements within these segments, including the GEAR Up transformation program, will continue to positively impact profitability in both the marketplace, short- and we intend to further differentiate our brands through focused research and development, omni-channel strategies and marketing investments including traditional and digital mediums. Following significant investments in our brands' e-commerce capabilities, both directly and through our E-Commerce Center of Excellence, we believe our brands are well-positioned to benefit from the ongoing shift in consumer shopping behavior to utilize online channels. long-term.

Results of Operations

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) ("MD&A") is intended to provide a reader of our financial statements with a narrative from the perspective of our management on results of operations, our financial condition, results of operations, liquidity, and certain other factors that may affect our future results. The following information should be read in conjunction with our consolidated financial statements included in this Annual Report.

Current Economic Conditions

Inflation and Consumer Spending

We are exposed to inflationary factors such as increases in labor, supplier, logistics and overhead costs as well as interest rate exposure, which may adversely affect our operating results. During fiscal year 2024, pressures posed by inflation are causing a decline in consumer disposable income, which has temporarily impacted the demand in our brands, and has also contributed to higher costs of products and operating costs within our Revelyst Outdoor Performance, Revelyst Adventure Sports and Revelyst Precision Sports Technology segments. Increased input costs due to inflation have caused decreases in the Kinetic Group segment gross profits during fiscal year 2024. Our sales to retailers and distributors follow the end consumer spending patterns. If these adverse conditions persist or become more severe, this may continue to have an adverse effect on our operating results if the selling prices of our products are not able to offset these increased costs, or if increased selling prices reduce demand for our products. Changes to interest rates in response to inflationary factors could have adverse impacts on our cash flows and operating results depending on the severity and length of the changes. We cannot predict the impact of these adverse conditions on our liquidity and financial results.

Commodity Price Risk

We have been impacted by changes in the prices of raw materials used in production as well as changes in oil and energy costs. In particular, recent increases in the cost of raw materials used in propellants, along with the volatility of commodity metals, such as copper, zinc and lead continue to impact The Kinetic Group segment. We have a strategic sourcing, pricing and

hedging strategy to mitigate risk from commodity price fluctuation. See Note 4, *Derivative Financial Instruments*, to the consolidated financial statements in Part II, Item 8 of this Annual Report for more detail. We will continue to evaluate the need for future price changes in light of these trends, our competitive landscape, and our financial results. If our sourcing and pricing strategy is unable to offset impacts of the commodity price fluctuations, our future results from operations and cash flows would be materially impacted.

Results of Operations

Fiscal Year 2024 Compared to Fiscal Year 2023

Our net sales, gross profit, gross profit as a percentage of net sales (gross profit margin), operating income, operating income as a percentage of net sales (operating income margin), other expense (income), net, interest expense, and income tax (benefit) provision by reportable segment and by corporate and other (where applicable) are presented below:

Net Sales:	Years ended March 31,		Change	
	2024	2023(a)	Dollars	Percent
The Kinetic Group	\$ 1,452,627	\$ 1,757,932	\$ (305,305)	(17.4)%
Revelyst Outdoor Performance	450,064	460,800	(10,736)	(2.3)%
Revelyst Adventure Sports	607,518	625,250	(17,732)	(2.8)%
Revelyst Precision Sports Technology	235,854	235,825	29	— %
Total	\$ 2,746,063	\$ 3,079,807	\$ (333,744)	(10.8)%

(a)During the fourth quarter of fiscal year 2024, we modified our reportable segments. Accordingly, prior comparative periods have been restated to conform to the change.

The Kinetic Group—The decrease in net sales was a result of lower volume across nearly all categories as channel inventory has normalized, the termination of the Lake City contract at the beginning of the third quarter of the prior fiscal year, and lower pricing. These decreases were partially offset by increased shipments of primers and lower discounting.

Revelyst Outdoor Performance—The decrease in net sales was a result of lower volume and price and increased discounting, primarily in optics, shooting accessories, and stoves and stove accessories categories caused by the adverse effects of a challenging economic environment for consumers that reduced demand. These declines were partially offset by sales from Simms Fishing, which was acquired in the second fiscal quarter of the prior year, and increased military product shipments.

Revelyst Adventure Sports—The decrease in net sales is a result of lower volume and increased discounting, primarily in bike, powersports and hydration categories caused by the adverse effects of a challenging economic environment for consumers that reduced demand. These decreases were partially offset by sales from Fox Racing, which was purchased in the second fiscal quarter of the prior year, and increased military product shipments.

Revelyst Precision Sports Technology—The increase in net sales was driven by increased volume in laser ranging category, partially offset by decreased volume in launch monitor category and increased discounting.

Gross Profit:	Years ended March 31,		Change	
	2024	2023(a)	Dollars	Percent
The Kinetic Group	\$ 485,763	\$ 653,516	\$ (167,753)	(25.7)%
Revelyst Outdoor Performance	107,511	105,446	2,065	2.0 %
Revelyst Adventure Sports	161,674	168,878	(7,204)	(4.3)%
Revelyst Precision Sports Technology	104,037	112,590	(8,553)	(7.6)%
Corporate and other	—	(9,533)	9,533	100.0 %
Total	\$ 858,985	\$ 1,030,897	\$ (171,912)	(16.7)%
Gross profit margin	31.3%	33.5%		

(a)During the fourth quarter of fiscal year 2024, we modified our reportable segments. Accordingly, prior comparative periods have been restated to conform to the change.

The Kinetic Group—The decrease in gross profit was primarily caused by decreased volume and price, unfavorable mix, and increased inputs costs due to inflation. These decreases were partially offset by lower discounting. Gross profit margin was 33.4% compared to 37.2% in the prior fiscal year.

Revelyst Outdoor Performance—The increase in gross profit was primarily driven by Simms Fishing and efficiencies, partially offset by organic business volume declines and pricing. Gross profit margin was 23.9% compared to 22.9% in the prior fiscal year.

Revelyst Adventure Sports—The decrease in gross profit was primarily caused by lower organic business volume, increased discounting, unfavorable mix, and sell through of higher cost inventory, partially offset by sales from Fox Racing and pricing. Gross profit margin was 26.6% compared to 27.0% in the prior fiscal year.

Revelyst Precision Sports Technology—The decrease in gross profit was primarily caused by unfavorable product mix driven by volume shift from launch monitors to laser ranging and, increased discounting and product costs. Gross profit margin was 44.1% compared to 47.7% in the prior fiscal year.

Corporate and Other—Expenses included in gross profit were related to inventory step-up expense from acquisitions in the prior fiscal year.

Operating income (loss):	Years ended March 31,		Change	
	2024	2023 ^(a)	Dollars	Percent
The Kinetic Group	\$ 389,960	\$ 552,232	\$ (162,272)	(29.4)%
Revelyst Outdoor Performance	(2,590)	(825)	(1,765)	213.9 %
Revelyst Adventure Sports	(7,864)	7,305	(15,169)	(207.7)%
Revelyst Precision Sports Technology	39,061	55,943	(16,882)	(30.2)%
Corporate and other	(368,114)	(506,800)	138,686	27.4 %
Total	\$ 50,453	\$ 107,855	\$ (57,402)	(53.2)%
Operating income margin	1.8%	3.5%		

^(a) During the fourth quarter of fiscal year 2024, we modified our reportable segments. Accordingly, prior comparative periods have been restated to conform to the change.

The Kinetic Group—The decrease in operating income was primarily caused by the decrease in gross profit, partially offset by decreased selling costs. Operating income margin was 26.8% compared to 31.4% in the prior fiscal year.

Revelyst Outdoor Performance—The increase in operating loss was primarily caused by increased selling, general, and administrative costs related to an acquired business, partially offset by increased in gross profit and reduced selling costs related to organic businesses. Operating income margin was (0.6)% compared to (0.2)% in the prior fiscal year.

Revelyst Adventure Sports—The decrease in operating income was primarily caused by increased selling, general, and administrative costs related to an acquired business and lower gross profit, partially offset by decreased selling, general, and administrative costs related to organic businesses. Operating income margin was (1.3)% compared to 1.2% in the prior fiscal year.

Revelyst Precision Sports Technology—The decrease in operating income was primarily caused by decreased gross profit and increased research and development and selling costs. Operating income margin was 16.6% compared to 23.7% in the prior fiscal year.

Corporate and Other—The decrease in operating loss was primarily driven by decreased goodwill and intangible impairment, stock-based compensation, annual incentive compensation, inventory step-up, transaction and executive transition expense. These decreases were partially offset by increased non-cash expense related to the estimated fair value of the contingent consideration as compared to the non-cash income recognized in the prior fiscal year and planned separation, GEAR Up transformation costs, transition and post-acquisition compensation expense.

Other expense (income), net:	Years ended March 31,		Change	
	2024	2023	Dollars	Percent
Other expense (income), net	\$ 1,988	\$ (2,124)	\$ 4,112	(193.6)%

The change from other income in the prior fiscal year to other expense in the current fiscal year was caused by changes in foreign exchange gains and losses.

Interest expense, net:	Years ended March 31,		Change	
	2024	2023	Dollars	Percent
Corporate and other	\$ 62,949	\$ 59,317	\$ 3,632	6.1 %

The increase in interest expense was due to higher interest rates and debt issuance cost write offs, offset by a decrease in our average debt balance.

Income tax (benefit) provision:	Years ended March 31,			Effective
	2024	Rate	2023	
Corporate and other	\$ (8,979)	62.0 %	\$ 60,380	119.2 %

See Note 16, *Income Taxes*, to the consolidated financial statements in Part II, Item 8 of this Annual Report, for information regarding income taxes.

The decrease in the current period effective tax rate is primarily due to the impact of nondeductible impairment of goodwill.

Our provision for income taxes includes federal, state and foreign income taxes. The effective tax rate for fiscal year 2024 of 62.0% is reflective of the federal statutory rate of 21% increased by the beneficial deductions for foreign derived intangible income and changes in tax contingency, partially offset by nondeductible impairment of goodwill and non-deductible earnings.

The effective tax rate for fiscal year 2023 of 119.2% differs from the federal statutory rate of 21% primarily due to the impact of nondeductible impairment of goodwill and state taxes, partially offset by the deduction for foreign derived intangible income.

Fiscal Year 2023 Compared to Fiscal Year 2022

Our net sales, gross profit, gross profit as a percentage of net sales (gross profit margin), operating income, operating income as a percentage of net sales (operating income margin), interest expense, and income tax provision by reporting segment and by corporate and other (where applicable) are presented below (dollars in thousands):

Years ended March 31, Change				Years ended March 31, Change						
Years ended March 31,				Years ended March 31, Change						
Net Sales:	2023	2022	Dollars	Net Sales:	2023(a)	2022(a)	Dollars			
Net Sales:	2023	2022	Percent	Net Sales:	2023(a)	2022(a)	Percent			
Sporting Products	\$1,757,932	\$1,737,891	\$20,041	1.2 %						
Outdoor Products	1,321,875	1,306,730	15,145	1.2 %						
The Kinetic Group		The Kinetic Group			\$ 1,757,932	\$ 1,737,891	\$ 20,041			
Revelyst Outdoor Performance		Revelyst Outdoor Performance			460,800	564,144	(103,344)			
Revelyst Adventure Sports		Revelyst Adventure Sports			625,250	556,521	68,729			
Revelyst Precision Sports Technology		Revelyst Precision Sports Technology			235,825	186,065	49,760			
Total	Total	\$3,079,807	\$3,044,621	\$35,186	1.2 %	Total	\$ 3,079,807	\$ 3,044,621	\$ 35,186	1.2 %

Sporting Products (a)During the fourth quarter of fiscal year 2024, we modified our reportable segments. Accordingly, prior periods have been restated to conform to the change.

The Kinetic Group—The increase in net sales was driven by improved pricing in all categories and higher volume in primer and rimfire, partially offset by termination of the Lake City contract at the beginning of the third quarter of fiscal year 2023 and volume declines in pistol.

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Revelyst Outdoor Products Performance—The increase in net sales was driven by acquired businesses. Net sales of our organic business decreased primarily due to reduced purchasing across nearly all channels, partially offset by increased sales from the acquisition of Simms Fishing in the second quarter of fiscal year 2023, Stone Glacier in the fourth quarter of fiscal year 2022, and Fiber Energy in the third quarter in fiscal year 2022, pricing and increased direct-to-consumer direct-to-consumer sales.

Gross Profit:	Years ended March 31,		Change	
	2023	2022	Dollars	Percent
Sporting Products	\$ 653,516	\$ 712,160	\$ (58,644)	(8.2)%
Outdoor Products	386,914	399,447	(12,533)	(3.1)%
Corporate and other	(9,533)	(2,375)	(7,158)	(301.4)%
Total	\$ 1,030,897	\$ 1,109,232	\$ (78,335)	(7.1)%
Gross profit margin	33.5%	36.4%		

Revelyst Adventure Sports—The increase in net sales was driven by the acquisition of Fox Racing in the second quarter of fiscal year 2023, price, and increased direct-to-consumer sales, partially offset by declines in organic brand volume primarily due to reduced purchasing across nearly all channels.

Sporting Products Revelyst Precision Sports Technology—The increase in net sales was driven by the acquisition of Foresight Sports in the third quarter of fiscal year 2022, pricing and increased direct-to-consumer sales, partially offset by declines in organic volume primarily in laser ranging category.

Gross Profit:	Years ended March 31,		Change	
	2023(a)	2022(a)	Dollars	Percent
The Kinetic Group	\$ 653,516	\$ 712,160	\$ (58,644)	(8.2)%
Revelyst Outdoor Performance	105,446	154,565	(49,119)	(31.8)%
Revelyst Adventure Sports	168,878	156,315	12,563	8.0 %

Revelyst Precision Sports Technology	112,590	88,567	24,023	27.1 %
Corporate and other	(9,533)	(2,375)	(7,158)	(301.4)%
Total	\$ 1,030,897	\$ 1,109,232	\$ (78,335)	(7.1)%
Gross profit margin	33.5%	36.4%		

(a)During the fourth quarter of fiscal year 2024, we modified our reportable segments. Accordingly, prior comparative periods have been restated to conform to the change.

The Kinetic Group—The decrease in gross profit was caused by increased commodity and freight costs and lower volume. The decrease was partially offset by improved pricing. Gross profit margin was 37.2% in fiscal year 2023 compared to 41.0% in the prior year, fiscal year 2022.

Revelyst Outdoor Products Performance—The net decrease in gross profit was caused primarily driven by volume changes as discussed above. Gross profit margin was 22.9% in fiscal year 2023 compared to 27.4% in fiscal year 2022.

Revelyst Adventure Sports—The net increase in gross profit was primarily driven by volume from Fox Racing and improved pricing, which was partially offset by organic business businesses' volume declines and increased product and freight costs. These declines were partially offset by volume from acquired businesses and improved pricing. Gross profit margin was 29.3% 27.0% in fiscal year 2023 compared to 30.6% 28.1% in fiscal year 2022.

Revelyst Precision Sports Technology—The net increase in gross profit was primarily driven by volume from the prior year, acquisition of Foresight Sports as discussed above. Gross profit margin was 47.7% in fiscal year 2023 compared to 47.6% in fiscal year 2022.

Corporate and Other—Expenses included in gross profit were related to inventory step-up expense from acquisitions in fiscal year years 2023 and 2022.

		Years ended March 31,		Change						Years ended March 31,		Change	
		Years ended March 31,								Years ended March 31,		Change	
Operating income	Operating income	2023	2022	Dollars	Percent	Operating income	2023(a)	2022(a)	Dollars	Operating income	2023(a)	2022(a)	Percent
Sporting Products	Operating income	\$552,232	\$600,415	\$ (48,183)	(8.0)%	The Kinetic Group	\$552,232	\$ 600,415	\$ (48,183)	The Kinetic Group	\$552,232	\$ 600,415	(8.0) %
Outdoor Products	Operating income	62,423	164,494	(102,071)	(62.1)%	Revelyst Outdoor Performance	(825)	58,531	(59,356)	Revelyst Outdoor Performance	(825)	58,531	(101.4) %
The Kinetic Group	Revelyst Outdoor Performance	Revelyst Adventure Sports	Revelyst Precision Sports Technology	Corporate and other	Total	Revelyst Adventure Sports	7,305	54,527	(47,222)	Corporate and other	7,305	54,527	(86.6) %
Revelyst Adventure Sports	Revelyst Precision Sports Technology	Corporate and other	Corporate and other	Corporate and other	Total	Revelyst Precision Sports Technology	55,943	51,436	4,507	Corporate and other	55,943	51,436	8.8 %
Revelyst Precision Sports Technology	Corporate and other	Corporate and other	Corporate and other	Corporate and other	Total	Corporate and other	(506,800)	(118,687)	(118,687)	Corporate and other	(506,800)	(118,687)	(327.0) %
Corporate and other	Corporate and other	Corporate and other	Corporate and other	Corporate and other	Total	Corporate and other	\$107,855	\$646,222	\$ (538,367)	Corporate and other	\$107,855	\$646,222	\$ (538,367)
Total	Operating income	Operating income	Operating income	Operating income	margin	Operating income	3.5%	21.2%	(83.3)%	Total	83.3	83.3	83.3

Sporting Products (a)During the fourth quarter of fiscal year 2024, we modified our reportable segments. Accordingly, prior comparative periods have been restated to conform to the change.

The Kinetic Group—The decrease in operating income was primarily caused by the decrease in gross profit, partially offset by decreased incentive compensation and marketing costs. Operating income margin was 31.4% in fiscal year 2023 compared to 34.5% in the prior year, fiscal year 2022.

Revelyst Outdoor Products Performance—The decrease in operating income was primarily caused by decreased the decrease in gross profit in the of organic businesses as well as and increased selling, general and administrative costs related to the acquired businesses, partially offset by decreases in incentive compensation, and operating income from acquired businesses. Simms Fishing. Operating income margin was 4.7% (0.2)% in fiscal year 2023, compared to 12.6% 10.4% in fiscal year 2022.

Revelyst Adventure Sports—The decrease in operating income was primarily driven by increased selling, general and administrative expenses related to Fox Racing, partially offset by the prior year, increase in gross profit as discussed above. Operating income margin was 1.2% in fiscal year 2023, compared to 9.8% in fiscal year 2022.

Revelyst Precision Sports Technology—The increase in operating income was primarily driven by the Foresight Sports increased gross profit. Operating income margin was 23.7% in fiscal year 2023, compared to 27.6% in fiscal year 2022.

Corporate and Other—The **decrease increase** in operating **income loss** was primarily caused by goodwill and trademark impairments, increased planned separation costs, reorganization costs, inventory step-up expense, transaction costs, and transition costs. The decline was partially offset by a decrease in the fair value of the contingent consideration liabilities and lower incentive compensation expense.

	Years ended March 31,		Change	
	2023	2022	Dollars	Percent
Other income, net				
Other income, net	\$ 2,124	\$ —	\$ 2,124	— %
Total	\$ 2,124	\$ —	\$ 2,124	— %

	Years ended March 31,		Change	
	2023	2022	Dollars	Percent
Other income, net:				
Corporate and other	\$ 2,124	\$ —	\$ 2,124	— %

The increase in other income, net was caused by foreign exchange gains related to our businesses acquired during fiscal year 2023.

	Years ended March 31,		Change	
	2023	2022	Dollars	Percent
Interest expense, net:				
Corporate and other	\$ 59,317	\$ 25,264	\$ 34,053	134.8 %

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The increase in interest expense was due to higher interest rates and an increase in our average debt balance.

	Years ended March 31,			
	2023	Effective Rate	2022	Effective Rate
Income tax provision:				
Corporate and other	\$ 60,380	119.2 %	\$ 147,732	23.8 %
				\$ (87,352)

See Note 15, 16, *Income Taxes*, to the consolidated financial statements in Part II, Item 8 of this Annual Report, for information regarding income taxes.

The increase in the **current period fiscal year 2023 tax rate compared to fiscal year 2022** is primarily due to the impact of nondeductible impairment of goodwill.

Our provision for income taxes includes federal, state and foreign income taxes. The effective tax rate for fiscal year 2023 of 119.2% differs from the federal statutory rate of 21% primarily due to the impact of nondeductible impairment of goodwill and state taxes, partially offset by the deduction for foreign derived intangible income.

The effective tax rate for fiscal year 2022 of 23.8% differs from the federal statutory rate of 21% primarily due to the impact of state taxes and is partially offset by changes in tax contingency.

As of March 31, 2023 and 2022, the total amount of unrecognized tax benefits was \$28,692 and \$24,719, respectively, of which \$24,419 and \$21,139, respectively, would affect the effective tax rate, if recognized. The remaining balance is related to deferred tax items which only impact the timing of tax payments. Although the timing and outcome of audit settlements are uncertain, it is reasonably possible that a \$8,703 reduction of the uncertain tax benefits will occur in the next 12 months. The settlement of these unrecognized tax benefits could result in earnings from \$0 to \$7,993. See Note 15, *Income Taxes*, to the consolidated financial statements included in this Annual Report for further details.

Fiscal Year 2022 Compared to Fiscal Year 2021

Our net sales, gross profit, gross profit as a percentage of net sales (gross profit margin), operating income, operating income as a percentage of net sales (operating income margin), interest expense, and tax provision by reporting segment and by corporate and other (where applicable) are presented below (dollars in thousands):

	Years ended March 31,		Change	
	2022	2021	Dollars	Percent
Net Sales:				
Sporting Products	\$ 1,737,891	\$ 1,119,754	\$ 618,137	55.2 %
Outdoor Products	1,306,730	1,105,768	200,962	18.2 %
Total	\$ 3,044,621	\$ 2,225,522	\$ 819,099	36.8 %

Sporting Products—The fiscal year 2022 period includes sales from Remington and HEVI-Shot, which we acquired in the third and fourth quarters, respectively, of the prior fiscal year. The increase also reflects improved pricing and strong demand in the market across our Sporting Products line, and production increases over the prior year at all of our

facilities. These increases were partially offset by a reduction of sales from small rifle ammunition produced at the Lake City Army Ammunition Plant.

Outdoor Products—The increase in sales was driven by continued demand in the market for most of our categories, and was not restricted by retail store closures that impacted the prior year. The increase also reflects sales from businesses acquired in fiscal year 2022. This was partially offset by a decline in our Outdoor Cooking business caused primarily by declining e-commerce sales as foot traffic returned to brick and mortar stores.

	Years ended March 31,		Change	
	2022	2021	Dollars	Percent
Gross Profit:				
Sporting Products	\$ 712,160	\$ 312,230	\$ 399,930	128.1 %
Outdoor Products	399,447	321,423	78,024	24.3 %
Corporate and other	(2,375)	(693)	(1,682)	(242.7)%
Total	\$ 1,109,232	\$ 632,960	\$ 476,272	75.2 %
Gross profit margin	36.4%	28.4%		

Sporting Products—The fiscal year 2022 period gross profit includes profits from Remington and HEVI-Shot, which we acquired in the third and fourth quarters, respectively, of the prior fiscal year. The increase also reflects improved pricing, sales

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volume and operating efficiencies. These increases were partially offset by increased commodity and input costs. Gross profit margin was 41.0% compared to 27.9% in the prior year.

Outdoor Products—The increase in gross profit was primarily driven by sales volume and operating efficiencies, partially offset by higher logistics costs, input costs, and sales channel mix. The increase also reflects gross profit from acquisitions that occurred during fiscal year 2022. Gross profit margin was 30.6% compared to 29.1% in the prior year.

Corporate and Other—The decrease in corporate gross profit was due to inventory step-up expenses from acquisitions during the current year.

	Years ended March 31,		Change	
	2022	2021	Dollars	Percent
Operating income (loss):				
Sporting Products	\$ 600,415	\$ 222,713	\$ 377,702	169.6 %
Outdoor Products	164,494	137,942	26,552	19.2 %
Corporate and other	(118,687)	(69,226)	(49,461)	(71.4)%
Total	\$ 646,222	\$ 291,429	\$ 354,793	(121.7)%
Operating income margin	21.2%	13.1%		

Sporting Products—The increase in operating income was primarily driven by the gross profit increase, partially offset by higher selling, general, and administrative expenses from the acquisitions of Remington and HEVI-Shot and higher selling and marketing expenses to support increased sales. Operating income margin was 34.5% compared to 19.9% in the prior year.

Outdoor Products—The increase in operating income was primarily driven by the gross profit increase, partially offset by increased selling, general, and administrative expenses from the fiscal year 2022 acquisitions and investments in selling and marketing expenses to support increased sales and industry events, such as trade shows that returned in fiscal year 2022. Operating income margin was 12.6% in fiscal year 2021, compared to 12.5% in the previous year.

Corporate and Other—The decrease in operating income was primarily driven by the prior fiscal year pretax gain related to the divestiture of a non-strategic business in our Sporting Products segment. Additionally, fiscal year 2022 has higher share-based and incentive compensation expense, higher post-acquisition compensation, and investments in human capital which support our centers of excellence.

	Years ended March 31,		Change	
	2022	2021	Dollars	Percent
Interest expense, net:				
Corporate and other	\$ 25,264	\$ 25,574	\$ (310)	(1.2)%

The decrease in interest expense was due to a decrease in debt issuance cost write-offs and a reduction in our interest rate on the 4.5% Notes, offset by an increase in our average debt balance.

	Years ended March 31,			
	Effective		Effective	
	2022	Rate	2021	Rate
Income tax provision				
Corporate and other	\$ 147,732	23.8 %	\$ (6,628)	(2.6)%
				\$ 154,360

See Note 15, *Income Taxes*, to the consolidated financial statements in Part II, Item 8 of this Annual Report, for information regarding income taxes.

The increase in the fiscal year 2022 tax rate is primarily due to the impact of the prior year decrease in the valuation allowance driven by earnings, the benefit of the loss carrybacks to prior profitable years as permitted under IRS regulations under the CAREs Act which permitted us to realize previously valued assets, and the release of the reserves for uncertain tax positions due to statute expiration in the prior year.

Our provision for income taxes includes federal, state and foreign income taxes. The effective tax rate for fiscal year 2022 of 23.8% differs from the federal statutory rate of 21% primarily due to the impact of state taxes and is partially offset by changes in tax contingency.

The effective tax rate for fiscal year 2021 of (2.6)% differs from the federal statutory rate of 21% primarily due to the impact of the decrease in the valuation allowance, the release of uncertain tax positions, and the impact of the CAREs Act.

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As of March 31, 2022 and 2021, the total amount of unrecognized tax benefits was \$24,719 and \$23,000, respectively, of which \$21,139 and \$20,283, respectively, would affect the effective tax rate, if recognized. The remaining balance is related to deferred tax items which only impact the timing of tax payments. Although the timing and outcome of audit settlements are uncertain, it is reasonably possible that a \$3,419 reduction of the uncertain tax benefits will occur in the next 12 months. The settlement of these unrecognized tax benefits could result in earnings from \$0 to \$2,753. See Note 15, *Income Taxes*, to the consolidated financial statements included in this Annual Report for further details.

Liquidity and Capital Resources

We manage our business to maximize operating cash flows as the primary source of liquidity. In addition to cash on hand and cash generated by operations, our sources of liquidity include committed credit facilities and access to the public debt and equity markets. We use our cash primarily to fund investments in our existing businesses and for debt payments, acquisitions, share repurchases, and other activities.

Financial Condition

Cash increased decreased to \$60,271 as of March 31, 2024 from \$86,208 at March 31, 2023 from \$22,584 at March 31, 2022. Increases We used cash during the year to cash were primarily due to cash generated by operating activities pay off our 2022 Term Loan and proceeds from for net paydown of our 2022 ABL Revolving Credit Facility, capital expenditures and 2022 Term Loan during the last twelve months. our acquisition of PinSeeker. These increases uses of cash were partially offset primarily by cash paid for acquisitions. provided from our operating activities of \$400,887.

Operating Activities

Net cash provided by operating activities increased \$167,874 decreased \$85,298 from the prior fiscal year. The increase decrease was primarily driven by an increase in cash collections in the timing of accounts receivable collections. Cash used to purchase inventory decreased compared to the prior fiscal year as a result of our fourth fiscal quarter, an income tax refund in the fourth fiscal quarter, and improvement in our successful inventory management in the second half of the current fiscal year. programs within our Revelyst Outdoor Performance, Revelyst Adventure Sports and Revelyst Precision Sports Technology segments.

Investing Activities

Cash used for investing activities increased \$201,831 decreased \$742,985 from the prior fiscal year. The current prior fiscal year cash usage was driven by the acquisition of businesses.

Financing Activities

Net cash provided by financing activities increased \$318,241 decreased \$747,649 from the prior fiscal year. The increase was primarily driven by net proceeds from our During the prior fiscal year, we obtained 2022 Term Loan and had net advances on our ABL Revolving Credit Facility. During the current fiscal year, we paid off the 2022 Term Loan, made net repayments on our ABL Revolving Credit Facility and the decrease in cash used for the repurchase of shares made higher contingent consideration payments as compared to the prior fiscal year.

Liquidity

In addition to our normal operating cash requirements, our principal future cash requirements are to fund capital expenditures, debt repayments, share repurchases, earn-outs related to previous acquisitions, execution of our GEAR Up transformation program and any strategic acquisitions. Our short-term cash requirements for operations are expected to consist mainly of capital expenditures to maintain production facilities and working capital requirements. Our debt service requirements over the next two years consist of required interest payments due under our 4.5% Notes 2022 Term Loan and 2022 ABL Revolving Credit Facility and principal payments due under the Facility. Our 2022 Term Loan. Loan was paid in full during the fourth fiscal quarter of fiscal year 2024.

Based on our current financial condition, management believes that our cash position, combined with anticipated generation of cash flows and the availability of funding, if needed, under our 2022 ABL Revolving Credit Facility, access to debt and equity markets, as well as other potential sources of funding including additional bank financing, will be adequate to fund future growth, to service our currently anticipated short-term and long-term debt obligations, make capital expenditures, pay earn-outs related to previous acquisitions, and fund the 2022 Share Repurchase Program execute our GEAR Up transformation program over the next 12 months. As of March 31, 2023 March 31, 2024, based on the borrowing base less outstanding borrowings of \$355,000, \$220,000, outstanding letters of credit of \$15,645, \$14,612, less the minimum required borrowing base of \$58,472, \$57,000 the amount available under the 2022 ABL Revolving Credit Facility was \$155,607, \$237,109. Our total debt as a percentage of total capitalization (total debt and stockholders' equity) was 48% 39% as of March 31, 2023 March 31, 2024. See Note 13, 14, Long-term Debt, to the consolidated financial statements in Part II, Item 8 of this Annual Report, for a detailed discussion of our indebtedness.

There can be no assurance that the cost or availability of future borrowings, if any, will not be materially impacted by capital and credit market conditions, including any disruptions to these markets, as a result of natural disasters and public health crises or other significant catastrophic events, or our future financial condition and performance. Furthermore, because our 2022 ABL Revolving Credit Facility is secured in large part by receivables from our customers, a sustained deterioration in general economic conditions that adversely affects the creditworthiness of our customers could have a negative effect on our future available liquidity under the 2022 ABL Revolving Credit Facility.

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Share Repurchases

As of March 31, 2023, there is \$186,105 remaining under our \$200,000 2022 Share Repurchase Program, which we intend to fund through the fourth fiscal quarter of 2024. Additional information regarding our share repurchases during fiscal year 2023/2024 is presented in Part II, Item 5 of this Annual Report.

Material Cash Requirements

The following tables summarize our material cash requirements as of March 31, 2023/March 31, 2024:

		Material cash requirements by period					Total	Material cash requirements by period		
		Less than 1 year		Years 2 - 3		Years 4 - 5		Less than 1 year	Years 2 - 3	Years 4 - 5
		Total	1 year	Years 2 - 3	Years 4 - 5	More than 5 years		Total	1 year	Years 2 - 3
Long-term debt	Long-term debt	\$ 1,060,000	\$ 65,000	\$ 495,000	\$ —	\$ 500,000				
Interest on debt	Interest on debt	224,637	61,195	95,942	45,000	22,500				
Operating leases	Operating leases	180,908	25,479	37,365	31,854	86,210				
Purchase commitments and other	Purchase commitments and other	175,902	163,125	12,742	35	—				
Pension plan contributions										
Total	Total	\$ 1,641,447	\$ 314,799	\$ 641,049	\$ 76,889	\$ 608,710				

Payments for interest is are based on outstanding debt as of March 31, 2023/March 31, 2024.

Pension benefit obligation has been excluded from our material cash requirements (see Note 14, Employee Benefit Plans, plan contributions are an estimate of the contributions we will make to the consolidated financial statements in Part II, Item 8 of this Annual Report, plans through fiscal 2033 to provide pension benefits for details employees based on our required contributions to our pension trust).expected actuarial estimated funding requirements through fiscal 2033.

The total liability for uncertain tax positions as of March 31, 2023/March 31, 2024, was approximately \$28,692/\$24,853 (see Note 15/16, Income Taxes, to the consolidated financial statements in Part II, Item 8 of this Annual Report), none of which is expected to be paid

within 12 months. We are unable to provide a reasonably reliable estimate of the timing of future payments relating to the non-current uncertain tax position obligations.

Contingencies

Litigation

From time-to-time, we are subject to various legal proceedings, including lawsuits, which arise out of and are incidental to the conduct of our business. We do not consider any of such proceedings that are currently pending, individually or in the aggregate, to be material to our business or likely to result in a material adverse effect on our operating results, financial condition, or cash flows.

Environmental Liabilities

Our operations and ownership or use of real property are subject to a number of federal, state, and local environmental laws and regulations, as well as applicable foreign laws and regulations, including those governing the discharge of hazardous materials, remediation of contaminated sites, and restoration of damage to the environment. We are obligated to conduct investigation and/or remediation activities at certain sites that we own or operate or formerly owned or operated.

Certain of our former subsidiaries have been identified as PRPs, along with other parties, in regulatory agency actions associated with hazardous waste sites. As a PRP, those former subsidiaries may be required to pay a share of the costs of the investigation and clean-up of these sites. In that event, we would be obligated to indemnify those subsidiaries

for such costs. While uncertainties exist with respect to the amounts and timing of the ultimate environmental liabilities, based on currently available information, we do not currently expect that these potential liabilities, individually or in the aggregate, will have a material adverse effect on our operating results, financial condition, or cash flows.

We could incur substantial additional costs, including cleanup costs, resource restoration, fines, and penalties or third-party property damage or personal injury claims, as a result of violations or liabilities under environmental laws or non-compliance with environmental permits. While environmental laws and regulations have not had a material adverse effect on our operating results, financial condition, or cash flows in the past, and we have environmental management programs in place to mitigate these risks, it is difficult to predict whether they will have a material impact in the future.

See Note 16, 17, *Commitments and Contingencies*, to the consolidated financial statements included in Part II, Item 8 of this Annual Report for additional information.

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Dependence on Key Customers; Concentration of Credit

No customer contributed more than 10% of sales during fiscal years 2024, 2023, 2022, and 2021, 2022. If a key customer fails to meet payment obligations, our operating results and financial condition could be adversely affected.

Inflation and Consumer Spending

We are exposed to inflationary factors such as increases in labor, supplier, logistics and overhead costs that may adversely affect our operating results. The recent rise in inflation is causing a decline in consumer disposable income, and discretionary spending, which has temporarily impacted the demand in our Outdoor Products brands. Inflation has also contributed to the cost of our products and operating costs. The change in consumer discretionary spending has also had an impact on retailer inventory levels. Our sales to retailers and distributors follows the end consumer spending patterns. During fiscal year 2023, we experienced a decline in retailer and distributor sales due to their excess inventory levels caused by the shift in consumer spending patterns. If these adverse conditions persist or become more severe, this may continue to have an adverse affect on our operating results, if the selling prices of our products are not able to offset these increased costs. We cannot predict the impact of these adverse conditions on our liquidity and financial results.

Commodity Price Risk

We have been impacted by changes in the prices of raw materials used in production as well as changes in oil and energy costs. In particular, the prices of commodity metals, such as copper, zinc, and lead continue to be volatile. These prices generally impact our Sporting Products Segment. See Note 4, *Derivative Financial Instruments*, to the consolidated financial statements included in this Annual Report for additional information. We have a strategic sourcing, pricing and hedging strategy to mitigate risk from commodity price fluctuation. We will continue to evaluate the need for future price changes in light of these trends, our competitive landscape, and our financial results. If our sourcing and pricing strategy is unable to offset impacts of the commodity price fluctuations, our future results from operations and cash flows would be materially impacted.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from changes in interest rates. A significant portion of our indebtedness consists of term loans and revolver borrowings with variable rate interest that exposes us to interest rate risk. If interest rates increase, our debt service obligations on our variable rate indebtedness will increase even if the amount borrowed remains the same, and our net income (loss) and cash flows will correspondingly decrease. Assuming \$485 million \$145 million of variable-rate indebtedness (which was the amount portion of our indebtedness outstanding as of March 31, 2023) and considering March 31, 2024, which was not included in our hedged floating-to-fixed interest rate swaps, swaps) a change of 1/4 of one percent in interest rates would result in a \$1.2 million \$0.4 million change in annual estimated interest expense. To mitigate the risks from interest rate exposure, we enter into hedging transactions, mainly interest rate swaps, through derivative financial instruments that have been authorized pursuant to corporate policies. We measure market risk related to holdings of financial instruments based on changes in interest rates utilizing a sensitivity analysis. The sensitivity analysis measures the potential loss in fair values, cash flows, and earnings based on a hypothetical change (increase and decrease) in interest rates. We used current market rates on the debt portfolio to perform the sensitivity analysis.

We may use derivatives to hedge certain interest rate, rates, foreign currency exchange rate, rates, and commodity price risks, but do not use derivative financial instruments for trading or other speculative purposes. Additional information regarding these financial instruments is contained in Note 2, *Fair Value of Financial Instruments*, to the audited consolidated financial statements included in this Annual Report. Our objective in managing exposure to changes in interest rates is to limit the impact of such changes on earnings and cash flow.

We conduct business through our subsidiaries in many different countries, and fluctuations in currency exchange rates could have a significant impact on the reported results of operations, which are presented in U.S. dollars. Cross-border transactions, both with external parties and intercompany relationships, result in increased exposure to foreign exchange effects. Accordingly, significant changes in currency exchange rates, particularly the Euro, the British pound, the Chinese renminbi (yuan), and the Canadian dollar, could cause fluctuations in the reported results of our businesses' operations that could negatively affect our results of operations. To mitigate the risks from foreign currency exposure, we enter into hedging transactions, mainly foreign currency forward contracts, through derivative financial instruments that have been authorized pursuant to corporate policies. Additional information regarding these financial instruments is contained in Note 2, *Fair Value of Financial Instruments*,

In addition, sales and expenses of our non-U.S. businesses are also translated into U.S. dollars for reporting purposes and the strengthening or weakening of the U.S. dollar could result in unfavorable translation effects.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Vista Outdoor Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Vista Outdoor Inc. and subsidiaries (the "Company") as of **March 31, 2023** **March 31, 2024** and **2022, 2023**, and the related consolidated statements of comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended **March 31, 2023** **March 31, 2024**, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of **March 31, 2023** **March 31, 2024** and **2022, 2023**, and the results of its operations and its cash flows for each of the three years in the period ended **March 31, 2023** **March 31, 2024**, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of **March 31, 2023** **March 31, 2024**, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated **May 25, 2023** **May 29, 2024**, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing a separate opinion on the critical audit matters or on the accounts or disclosures to which they relate.

Business Combinations Impairment of Goodwill – Fox Racing Golf Reporting Unit – Refer to Note **7.11** to the financial statements

During **The Company tests goodwill for impairment on the second first day of the fourth fiscal quarter or upon the occurrence of events or changes in circumstances that indicate that the asset might be impaired.** As a result of a downward revision of forecasted cash flows due to lower volume and profitability expectations, combined with the decline in the Company's stock price in the third quarter of fiscal year **2023, 2024**, the Company **acquired Fox Racing for \$575 million.** The concluded that triggering events had occurred potentially indicating that the fair values of certain reporting units were less than their carrying values. Based on this assessment, the Company **allocated the purchase price** recognized a partial goodwill impairment loss of \$125.5 million related to the **tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date, which resulted in the Fox Racing trademark being recorded at \$106 million and customer relationships at \$149 million.** **Golf reporting unit.** The Company estimated the fair value of the **trademark and customer relationship intangible assets using reporting unit was determined considering both an income and market approach.** The Company weighted the valuation of their **Golf reporting unit using 100% of the income approach, specifically the discounted cash flow method, which required management** to make significant estimates and assumptions related to **projected forecasted revenues, royalty rate, operating margins, and the weighted average cost of capital.** Changes in these assumptions could have a significant impact on the fair value.

We identified the fair value determination of **acquired intangible assets, specifically the Fox Racing trademark and customer relationships, Golf goodwill** as a critical audit matter due to the significant estimates and assumptions in determining **projected forecasted revenues, royalty rate, operating margins, and the weighted average cost of capital.** This required a high degree of auditor judgment and an increased extent of effort, including the need to involve fair value specialists, when performing audit procedures to evaluate the reasonableness of management's estimates related to these assumptions.

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How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to **the projected forecasted revenues, selection of operating margins, and the royalty rate, and selection of the weighted average cost of capital** included the following, among others:

- We tested the effectiveness of internal controls over management's valuation analysis, including those over the projected forecasted revenues and operating margins, and selection of the weighted average cost of capital and royalty rate. capital.
- We inquired of appropriate individuals, both within and outside of finance, regarding the projected revenues, forecasted revenues and operating margins.
- We evaluated the reasonableness of management's projected forecasted revenues and operating margins by comparing the projections forecasts to:
 - Historical sales and growth rates of the acquired entity, as well as open sales orders as Golf reporting unit.
 - Historical operating margins of the acquisition date, Golf reporting unit.
 - Internal communications to management and the Board of Directors.
 - Forecasted information included in analyst and industry reports for the Company, applicable market data, and certain of its peer companies.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the weighted average cost of capital by:
 - Testing the source information underlying the determination of the weighted average cost of capital and testing the mathematical accuracy of the calculations.
 - Comparing the selected weighted average cost of capital to market data.
- Developing ranges of a range based upon our independent estimates estimate and comparing those to the weighted average cost of capital selected by management. management to that range.
- Comparing the estimated weighted average return on assets, internal rate Impairment of return, and the weighted average cost of capital used in the valuation models and evaluating whether they were consistent with each other.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the royalty rate by:
 - Testing the source information underlying the determination of the royalty rate and testing the mathematical accuracy of the calculations.
 - Comparing the selected royalty rate to market data.
 - Developing ranges of independent estimates and comparing those to the royalty rate selected by management.

Goodwill and Indefinite-Lived Tradename Impairments- Trade Name – Fox Racing and Simms Fishing Reporting Units – Refer to Note 11 to the financial statements

The Company tests goodwill Indefinite-lived intangibles are tested for impairment annually on the first day of the fourth fiscal quarter or upon the occurrence of events or changes in circumstances that indicate that the reporting unit asset might be impaired. Based on this assessment, the Company recognized impairment losses of \$248.3 million and \$68.4 million related to the goodwill associated in conjunction with the reporting units Company's interim quantitative goodwill impairment assessment, they performed a fair value assessment on indefinite-lived trade names and recorded an impairment loss of Fox Racing and Simms Fishing, respectively. The Company also tested indefinite-lived intangible assets, which resulted in impairment losses of \$21.2 million and \$20.4 million, respectively, \$26.6 million related to the Fox Racing and Simms Fishing indefinite-lived tradenames. trade name. The Company estimates fair value to assess the recoverability of goodwill and indefinite-lived intangible assets trade names using a discounted cash flow model, relief from royalty method, which required Management to make significant estimates and assumptions related to forecasted revenues, and operating margins, the weighted average cost of capital and the royalty rates, rate.

We identified the fair value determination of the Fox Racing and Simms Fishing goodwill and related indefinite-lived tradenames trade name as a critical audit matter due to the significant estimates and assumptions in determining forecasted revenues, and operating margins, the weighted average cost of capital and the royalty rates, rate. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve fair value specialists, when performing audit procedures to evaluate the reasonableness of management's estimates related to these assumptions.

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How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to forecasted revenues, and operating margins, selection of royalty rates, and the selection of the weighted average cost of capital, and the selection of royalty rate included the following, among others:

- We tested the effectiveness of internal controls over management's valuation analysis, including those over the forecasted revenues, and operating margins, and the selection of the weighted average cost of capital, and the selection of the royalty rates, rate.
- We inquired of appropriate individuals, both within and outside of finance, regarding the forecasted revenues.
- We evaluated the reasonableness of management's forecasted revenues and operating margins by comparing the forecasts to:
 - Historical sales and growth rates of the reporting units, as well as open sales orders as of the fourth fiscal quarter.
 - Historical operating margins of the reporting units Fox Racing.
 - Internal communications to management and the Board of Directors.
 - Forecasted information included in analyst and industry reports for the Company, applicable market data, and certain of its peer companies.

- With the assistance of our fair value specialists, we evaluated the reasonableness of the weighted average cost of capital and royalty rate by:
 - Testing the source information underlying the determination of the weighted average cost of capital and **testing the mathematical accuracy of the calculations.**
 - Comparing the selected weighted average cost of capital to market data.**
 - Developing ranges of independent estimates and comparing those to the weighted average cost of capital selected by management.**
- With the assistance of our fair value specialists, we evaluated the reasonableness of the royalty rates by:
 - Testing the source information underlying the determination of the royalty rates rate and testing the mathematical accuracy of the calculations.
 - Comparing Developing a range based upon our independent estimate and comparing the weighted average cost of capital selected royalty rates by management to market data. that range.
 - Developing ranges of a range based upon our independent estimates estimate and comparing those to the royalty rates rate selected by management management to that range.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah Minneapolis, Minnesota

May 25, 2023 29, 2024

We have served as the Company's auditor since 2014.

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VISTA OUTDOOR INC.

CONSOLIDATED BALANCE SHEETS

(Amounts in thousands except share data)	(Amounts in thousands except share data)	March 31,		(Amounts in thousands except share data)		March 31,
		2023	2022	2024	2023	
ASSETS	ASSETS	ASSETS				
Current assets:	Current assets:	Current assets:				
Cash and cash equivalents	Cash and cash equivalents	\$ 86,208	\$ 22,584			
Net receivables	Net receivables	339,373	356,773			
Net inventories	Net inventories	709,897	642,976			
Income tax receivable	Income tax receivable	—	43,560			
Other current assets	Other current assets	60,636	45,050			
Total current assets	Total current assets	1,196,114	1,110,943			
Net property, plant, and equipment	Net property, plant, and equipment	228,247	211,087			
Operating lease assets	Operating lease assets	106,828	78,252			
Goodwill	Goodwill	465,709	481,857			
Net intangible assets	Net intangible assets	733,176	459,795			
Deferred income tax assets						

Deferred charges and other non-current assets, net	Deferred charges and other non-current assets, net	68,808	54,267
Total assets	Total assets	\$2,798,882	\$2,396,201
LIABILITIES AND STOCKHOLDERS' EQUITY	LIABILITIES AND STOCKHOLDERS' EQUITY		LIABILITIES AND STOCKHOLDERS' EQUITY
Current liabilities:	Current liabilities:		Current liabilities:
Current portion of long-term debt	Current portion of long-term debt	\$ 65,000	\$ —
Accounts payable	Accounts payable	136,556	146,697
Accrued compensation	Accrued compensation	60,719	79,171
Accrued income taxes	Accrued income taxes	6,676	—
Federal excise, use, and other taxes	Federal excise, use, and other taxes	38,543	40,825
Other current liabilities	Other current liabilities	146,377	127,180
Total current liabilities	Total current liabilities	453,871	393,873
Long-term debt	Long-term debt	984,658	666,114
Deferred income tax liabilities	Deferred income tax liabilities	40,749	29,304
Long-term operating lease liabilities	Long-term operating lease liabilities	103,313	80,083
Accrued pension and postemployment benefits	Accrued pension and postemployment benefits	25,114	22,634
Other long-term liabilities	Other long-term liabilities	59,384	79,794
Total liabilities	Total liabilities	1,667,089	1,271,802
Commitments and contingencies (Notes 13 and 16)			
Commitments and contingencies (Notes 14 and 17)			Commitments and contingencies (Notes 14 and 17)
Common stock—\$0.01 par value:	Common stock—\$0.01 par value:		Common stock—\$0.01 par value:
Authorized—500,000,000 shares	Authorized—500,000,000 shares		Authorized—500,000,000 shares
Issued and outstanding—57,085,756 shares as of March 31, 2023 and 56,093,456 shares as of March 31, 2022		570	560
Issued and outstanding—58,238,276 shares as of March 31, 2024 and 57,085,756 shares as of March 31, 2023			

Additional paid-in-capital	Additional paid-in-capital	1,711,155	1,730,927
Accumulated deficit	Accumulated deficit	(230,528)	(220,810)
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(80,802)	(76,679)
Common stock in treasury, at cost— 6,878,683 shares held as of March 31, 2023 and 7,870,983 shares held as of March 31, 2022		(268,602)	(309,599)
Common stock in treasury, at cost— 5,726,163 shares held as of March 31, 2024 and 6,878,683 shares held as of March 31, 2023			
Total stockholders' equity	Total stockholders' equity	<u>1,131,793</u>	<u>1,124,399</u>
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	<u>\$2,798,882</u>	<u>\$2,396,201</u>

See Notes to the Consolidated Financial Statements.

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VISTA OUTDOOR INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Amounts in thousands except per share data)	(Amounts in thousands except per share data)	Years ended March 31,			Years ended March 31,		
		2023	2022	2021	(Amounts in thousands except per share data)	2024	2023
Sales, net	Sales, net	\$3,079,807	\$3,044,621	\$2,225,522			
Cost of sales	Cost of sales	2,048,910	1,935,389	1,592,562			
Gross profit	Gross profit	1,030,897	1,109,232	632,960			
Operating (income) expenses:					Operating expenses:		
Operating expenses:					Operating expenses:		
Research and development	Research and development	44,209	28,737	22,538			
Selling, general, and administrative	Selling, general, and administrative	504,478	434,273	337,460			
Impairment of goodwill and intangibles (Note 11)	Impairment of goodwill and intangibles (Note 11)	374,355	—	—			
(Gain) on divestiture (Note 7)		—	—	(18,467)			
Operating income	Operating income	107,855	646,222	291,429			

Loss on extinguishment of debt (Note 13)	—	—	(6,471)
Other income, net (Note 4)	2,124	—	—
Other (expense) income, net (Note 4)			
Interest expense, net	Interest expense, net	(59,317)	(25,264)
Income before income taxes		50,662	620,958
Income tax (provision) benefit		(60,380)	(147,732)
Income (loss) before income taxes		259,384	6,628
Income tax benefit (provision)			
Net income			
Net income (loss)		\$ (9,718)	\$ 473,226
Earnings per common share:			
Earnings (loss) per common share:			Earnings (loss) per common share:
Basic	Basic	\$ (0.17)	\$ 8.27
Diluted	Diluted	\$ (0.17)	\$ 8.00
Weighted-average number of common shares outstanding:			
Weighted-average number of common shares outstanding:	Weighted- average number of common shares outstanding:		
Basic	Basic	56,600	57,190
Diluted	Diluted	56,600	59,137
Net income (loss) (from above)	Net income (loss) (from above)	\$ (9,718)	\$ 473,226
Net income (loss) (from above)			
Net income (loss) (from above)			
Other comprehensive income (loss), net of tax:	Other comprehensive income (loss), net of tax:		
Pension and other postretirement benefit liabilities:	Pension and other postretirement benefit liabilities:		
Reclassification of prior service credits for pension and postretirement benefit plans recorded to net income, net of tax benefit of \$0, \$434, and \$77	—	(1,336)	(236)

Reclassification of net actuarial loss for pension and postretirement benefit plans recorded to net income, net of tax expense of \$(884), \$(1,215), and \$(950)	2,776	3,744	2,927
Valuation adjustment for pension and postretirement benefit plans, net of tax benefit (expense) of \$1,003, \$(1,434), and \$(4,055)	(3,150)	4,683	12,496
Change in derivative instruments, net of tax benefit (expense) of \$1,707, \$168, and \$(515)	(3,187)	(517)	1,587
Change in cumulative translation adjustment, net of tax benefit (expense) of \$(317), \$0, and \$0	(562)	(58)	1,025

Pension and other postretirement benefit liabilities:

Pension and other postretirement benefit liabilities:

Reclassification of prior service credits for pension and postretirement benefit plans recorded to net income, net of tax benefit of \$0, \$0, and \$434

Reclassification of prior service credits for pension and postretirement benefit plans recorded to net income, net of tax benefit of \$0, \$0, and \$434

Reclassification of prior service credits for pension and postretirement benefit plans recorded to net income, net of tax benefit of \$0, \$0, and \$434

Reclassification of net actuarial loss for pension and postretirement benefit plans recorded to net income, net of tax expense of \$(704), \$(884), and \$(1,215)

Valuation adjustment for pension and postretirement benefit plans, net of tax benefit (expense) of \$(150), \$1,003, and \$(1,434)

Change in derivative instruments, net of tax benefit (expense) of \$(1,105), \$1,707, and \$168

Change in cumulative translation adjustment, net of tax benefit (expense) of \$20, \$(317), and \$0				
Total other comprehensive income (loss)	Total other comprehensive income (loss)	(4,123)	6,516	17,799
Comprehensive income (loss)	Comprehensive income (loss)	\$ (13,841)	\$ 479,742	\$ 283,811

See Notes to the Consolidated Financial Statements.

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VISTA OUTDOOR INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands)	(Amounts in thousands)	Years ended March 31,			Years ended March 31,		
		2023	2022	2021	(Amounts in thousands)	2024	2023
Operating Activities							
Net income (loss)	Net income (loss)	\$ (9,718)	\$ 473,226	\$ 266,012	Operating Activities		
Adjustments to net income (loss) to arrive at cash provided by operating activities:	Adjustments to net income (loss) to arrive at cash provided by operating activities:				Adjustments to net income (loss) to arrive at cash provided by operating activities:		
Depreciation	Depreciation	48,126	46,094	45,264			
Amortization of intangible assets	Amortization of intangible assets	43,963	26,246	19,846			
Amortization of deferred financing costs	Amortization of deferred financing costs	6,702	1,411	2,922			
Impairment of goodwill and intangibles (Note 11)	Impairment of goodwill and intangibles (Note 11)	374,355	—	—			
Impairment of long-lived assets							
Change in fair value of contingent consideration	Change in fair value of contingent consideration	(27,510)	955	—			
Gain on sale of businesses (Note 7)		—	—	(18,467)			
Deferred income taxes	Deferred income taxes	(43,177)	11,857	(10,106)			
Foreign currency translation gains, net		(1,249)	—	—			
Gain on foreign exchange							
Loss on disposal of property, plant, and equipment	Loss on disposal of property, plant, and equipment	1,719	796	4,565			
Loss on extinguishment of debt		—	—	6,471			

Share-based compensation	Share-based compensation	28,119	27,407	13,303	
Changes in assets and liabilities:	Changes in assets and liabilities:				Changes in assets and liabilities:
Net receivables	Net receivables	66,860	(50,631)	17,495	
Net inventories	Net inventories	18,537	(172,741)	(84,185)	
Accounts payable	Accounts payable	(33,596)	(24,350)	72,946	
Accrued compensation	Accrued compensation	(25,803)	14,370	22,617	
Accrued income taxes	Accrued income taxes	59,679	(3,968)	(37,397)	
Federal excise, use, and other taxes	Federal excise, use, and other taxes	(3,311)	8,111	3,323	
Pension and other postretirement benefits	Pension and other postretirement benefits	1,988	(1,561)	(6,607)	
Other assets and liabilities	Other assets and liabilities	(19,499)	(38,911)	27,372	
Cash provided by operating activities	Cash provided by operating activities	486,185	318,311	345,374	
Investing Activities	Investing Activities				Investing Activities
Capital expenditures	Capital expenditures	(38,810)	(42,782)	(30,166)	
Proceeds from note receivable	Proceeds from note receivable	10,683	—	—	
Proceeds from the sale of businesses		—	—	23,654	
Acquisition of businesses, net of cash received	Acquisition of businesses, net of cash received	(761,589)	(545,467)	(95,605)	
Proceeds from the disposition of property, plant, and equipment	Proceeds from the disposition of property, plant, and equipment	47	411	99	
Cash used for investing activities	Cash used for investing activities	(789,669)	(587,838)	(102,018)	
Financing Activities	Financing Activities				Financing Activities
Borrowings on lines of credit		468,000	400,000	73,077	
Payments made on lines of credit		(283,000)	(230,000)	(240,333)	
Proceeds from credit facility					
Repayments of credit facility					
Proceeds from issuance of long-term debt	Proceeds from issuance of long-term debt	350,000	—	500,000	
Payments made on long-term debt		(145,000)	—	(350,000)	
Payments on long-term debt					

Payments made for debt issue costs and prepayment premiums	Payments made for debt issue costs and prepayment premiums	(17,209)	(1,061)	(6,496)
Early redemption of long-term debt		—	—	(5,141)
Proceeds from exercise of stock options	Proceeds from exercise of stock options	4,213	533	1,386
Payments made for contingent consideration	Payments made for contingent consideration	(706)	—	—
Purchase of treasury shares	Purchase of treasury shares	—	(113,195)	—
Payment of employee taxes related to vested stock awards	Payment of employee taxes related to vested stock awards	(9,090)	(7,310)	(4,133)
Cash provided by (used for) financing activities		367,208	48,967	(31,640)
Cash (used for) provided by financing activities				
Effect of foreign currency exchange rate fluctuations on cash	Effect of foreign currency exchange rate fluctuations on cash	(100)	(121)	174
Increase (decrease) in cash and cash equivalents	Increase (decrease) in cash and cash equivalents	63,624	(220,681)	211,890
Cash and cash equivalents at beginning of year	Cash and cash equivalents at beginning of year	22,584	243,265	31,375
Cash and cash equivalents at end of year	Cash and cash equivalents at end of year	\$ 86,208	\$ 22,584	\$ 243,265
Supplemental Cash Flow Disclosures:	Supplemental Cash Flow Disclosures:	Supplemental Cash Flow Disclosures:		
Noncash investing activity:	Noncash investing activity:	Noncash investing activity:		
Capital expenditures included in accounts payable and other accrued liabilities	Capital expenditures included in accounts payable and other accrued liabilities	\$ 4,751	\$ 1,656	\$ 2,004
Contingent consideration in connection with business combinations	Contingent consideration in connection with business combinations	(11,400)	(35,964)	—

See Notes to the Consolidated Financial Statements.

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VISTA OUTDOOR INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Common Stock \$0.01 Par Value									
(Amounts in thousands except share data)	(Amounts in thousands except share data)	Shares	Amount	Additional Capital	Retained Earnings	Accumulated (Accumulated Deficit)	Other Comprehensive Loss	Treasury Stock	Total Equity
Balance, March 31, 2020		58,038,822	\$ 580	\$1,744,096	\$ (960,048)	\$ (100,994)	\$ (241,129)	\$ 442,505	
Comprehensive income		—	—	—	266,012	17,799	—	—	283,811
Exercise of stock options	92,604	—	—	(2,370)	—	—	—	3,756	1,386
Share-based compensation	—	—	—	13,303	—	—	—	—	13,303
Restricted stock vested and shares withheld	304,099	—	—	(18,773)	—	—	—	14,444	(4,329)
Employee stock purchase program	15,742	—	—	(322)	—	—	—	638	316
Other	109,749	5	(4,455)	—	—	—	—	4,455	5
(Amounts in thousands except share data)									
(Amounts in thousands except share data)									
Balance, March 31, 2021	Balance, March 31, 2021	58,561,016	585	1,731,479	(694,036)	(83,195)	(217,836)	736,997	
Comprehensive income	Comprehensive income	—	—	—	473,226	6,516	—	—	479,742
Exercise of stock options	Exercise of stock options	28,921	—	(607)	—	—	—	1,140	533
Share-based compensation	Share-based compensation	—	—	27,407	—	—	—	—	27,407
Restricted stock vested and shares withheld	Restricted stock vested and shares withheld	406,691	—	(24,823)	—	—	—	17,206	(7,617)
Employee stock purchase program	Employee stock purchase program	12,799	—	(2)	—	—	—	504	502
Treasury shares purchased	Treasury shares purchased	(2,980,681)	(30)	—	—	—	—	(113,165)	(113,195)
Other	Other	64,710	5	(2,527)	—	—	—	2,552	30
Balance, March 31, 2022	Balance, March 31, 2022	56,093,456	560	1,730,927	(220,810)	(76,679)	(309,599)	1,124,399	
Comprehensive loss	Comprehensive loss	—	—	—	(9,718)	(4,123)	—	—	(13,841)
Exercise of stock options	Exercise of stock options	321,260	—	(8,384)	—	—	—	12,597	4,213
Share-based compensation	Share-based compensation	—	—	28,119	—	—	—	—	28,119
Restricted stock vested and shares withheld	Restricted stock vested and shares withheld	602,574	—	(37,409)	—	—	—	25,729	(11,680)
Employee stock purchase program	Employee stock purchase program	23,556	—	(340)	—	—	—	923	583

Other	Other	44,910	10	(1,758)	—	—	1,748	—
Balance,	Balance,							
March 31,	March 31,							
2023	2023	57,085,756	\$ 570	\$1,711,155	\$ (230,528)	\$ (80,802)	\$ (268,602)	\$1,131,793
Comprehensive income								
Exercise of stock options								
Share-based compensation								
Restricted stock vested and shares withheld								
Employee stock purchase program								
Other								
Balance,								
March 31,								
2024								

See Notes to the Consolidated Financial Statements.

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VISTA OUTDOOR INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in thousands except per share data and unless otherwise indicated)

1. Significant Accounting Policies

Nature of Operations. Vista Outdoor Inc. (together with our subsidiaries, "Vista Outdoor", "we", "our", and "us", unless the context otherwise requires) is a leading global designer, manufacturer, and marketer of outdoor recreation and shooting sports products. We made changes to our reporting units and reportable segments during the fourth quarter of fiscal year 2024. See Note 11, *Goodwill and Intangible Assets* and Note 19, *Operating Segment Information*, for further information. We operate through two four reportable segments, **Sporting Products** The Kinetic Group, Revelyst Outdoor Performance, Revelyst Adventure Sports, and **Outdoor Products**. Revelyst Precision Sports Technology. We are headquartered in Anoka, Minnesota and have manufacturing and distribution facilities in the United States, Canada, Mexico, and Puerto Rico along with international customer service, sales and sourcing operations in Asia and Europe. We have a robust global distribution network serving customers in over 100 countries. Vista Outdoor was incorporated in Delaware in 2014.

Basis of Presentation. The consolidated financial statements reflect our financial position, results of operations, and cash flows in conformity with accounting principles generally accepted in the U.S.

Change in Presentation. In connection with our preparation of the consolidated financial statements for the year ended March 31, 2023, we changed the presentation of "Earnings (loss) before interest, income taxes, and other" to "Operating income", removed the subtotal "Earnings (loss) before interest and income taxes", and are now including " (Gain) on divestiture" in the subtotal "Operating income" within the consolidated statements of comprehensive income (loss). These corrections did not affect previously reported net income (loss) and are immaterial to the previously issued financial statements.

Principles of Consolidation. The consolidated financial statements include our net assets and results of operations as described above. All intercompany transactions and accounts within the businesses have been eliminated.

Fiscal Year. References in this report to a particular fiscal year refer to the year ended March 31 of that calendar year. Our interim quarterly periods are based on 13-week periods and end on Sundays.

Use of Estimates. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect amounts reported therein. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may differ from those estimates. We review our estimates to ensure that these estimates properly reflect changes in our business or as new information becomes available.

Sale of The Kinetic Group and Planned Separation

On October 15, 2023, we entered into a definitive agreement (the "Merger Agreement") to sell The Kinetic Group business (formerly the Sporting Products business) to CZECHOSLOVAK GROUP a.s. ("CSG"), for an enterprise value of \$1,910,000 ("the base purchase price") on a cash-free, debt-free basis subject to working capital adjustments, in an all-cash transaction (the "Sporting Products Sale"). The Sporting Products Sale represents the next step in Vista Outdoor's plan to split Vista Outdoor into two separate entities.

which was previously announced on May 5, 2022. Pursuant to a Separation Agreement entered into between Vista Outdoor and Revelyst, Inc. ("Revelyst") simultaneously with the entry into the Merger Agreement, Vista Outdoor will separate its Revelyst Outdoor Performance, Revelyst Adventure Sports and Revelyst Precision Sports Technology segments (together, the "Revelyst business", formerly the Outdoor Products business) from The Kinetic Group business by transferring the assets and liabilities of the Revelyst business to a wholly owned subsidiary of Vista Outdoor, Revelyst, and CSG will merge one of its subsidiaries with Vista Outdoor (holding only The Kinetic Group business), with each share of common stock, par value \$0.01 per share, of Vista Outdoor, ("Vista Outdoor Common Stock") outstanding as of immediately prior to the closing of such transaction (other than shares held by Vista Outdoor, its subsidiaries or CSG, which will be canceled, and shares subject to appraisal demands in connection with the Sporting Products Sale) being converted into the right to receive (a) one fully paid and non-assessable share of common stock of Revelyst and (b) \$12.90 in cash ("Cash Consideration").

On May 27, 2024, the parties entered into the first amendment to the Sporting Products Sale (the "First Amendment"). The First Amendment:

1. increases the base purchase price from \$1,910,000 to \$1,960,000;
2. increases the Cash Consideration from \$12.90 to \$16.00 in cash per share of Vista Outdoor Common Stock; and
3. provides that certain Vista Outdoor restricted stock units held by Company employees will be converted into restricted cash awards, subject to the same terms and conditions as the corresponding Vista Outdoor restricted stock units, including vesting terms, to the extent necessary to address adverse tax consequences to such employees and the Company under Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended from time to time.

The Sporting Products Sale is expected to close in calendar year 2024, subject to approval of our stockholders, receipt of clearance by the Committee on Foreign Investment in the United States and other customary closing conditions. There can be no assurance regarding the ultimate timing of the proposed transaction or that the Sporting Products Sale will be completed.

Revenue Recognition. For the majority of our contracts with customers, we recognize revenue for our products at a point in time upon the transfer of control of the products to the customer, which typically occurs upon shipment and coincides with our right to payment, the transfer of legal title, and the transfer of the significant risks and rewards of ownership of the product. For our contracts that include bundled and hardware and software sales, revenue related to delivered hardware and bundled software is recognized when control has transferred to the customer, which typically occurs upon shipment. Revenue allocated to unspecified software update rights is deferred and recognized on a straight-line basis over the estimated period they are expected to be provided.

The total amount of revenue we recognize for the sale of our products reflects various sales adjustments for discounts, returns, refunds, allowances, rebates, and other customer incentives. These sales adjustments can vary based on market conditions, customer preferences, timing of customer payments, volume of products sold, and timing of new product launches. These adjustments require management to make reasonable estimates of the amount we expect to receive from the customer. We estimate sales adjustments by customer or by product category on the basis of our historical experience with similar contracts with customers, adjusted as necessary to reflect current facts and circumstances and our expectations for the future. Sales taxes, firearms and ammunition excise tax, and other similar taxes are excluded from revenue. Revenue recognition is discussed in further detail in Note 5, *Revenue Recognition*.

For the immaterial amount of our contracts that have multiple performance obligations, which represent promises within an arrangement that are distinct, we allocate revenue to all distinct performance obligations based on their relative stand-alone selling prices ("SSPs"). When available, we use observable prices to determine SSPs. When observable prices are not available, SSPs are established that reflect our best estimates of what the selling prices of the performance obligations would be if they were sold regularly on a stand-alone basis. We allocate revenue and any related discounts to these performance obligations based on their relative SSPs.

Cost of Sales. Cost of sales includes material, labor, and overhead costs associated with product manufacturing, including depreciation, amortization, purchasing and receiving, inspection, warehousing, product liability, warranty, and inbound and outbound shipping and handling costs.

Research and Development Costs. Research and development costs consist primarily of compensation and benefits and experimental work materials for our employees who are responsible for the development and enhancement of new and existing products. Research and development costs incurred to develop new products and to enhance existing products are charged to expense as incurred.

Selling, General, and Administrative Expense. Selling, general, and administrative expense includes, among other items, administrative salaries, benefits, commissions, advertising, insurance, and professional fees.

Advertising Costs. Advertising and promotional costs including print ads, commercials, catalogs, and brochures are expensed in the period when the first advertisement is run. Our co-op program is structured so that certain customers are eligible for reimbursement for certain types of advertisements on qualifying product purchases and are accrued as purchases are made. Advertising costs totaled \$58,259, \$59,189, \$58,028, and \$44,600 for the fiscal years ended March 31, 2023, March 31, 2024, 2022, 2023, and 2021, 2022, respectively.

Cash Equivalents. Cash equivalents are all highly liquid cash investments purchased with original maturities of three months or less.

Allowance for Estimated Credit Losses. We maintain an allowance for credit losses related to accounts receivable for future expected credit losses resulting from the inability or unwillingness of our customers to make required payments. We estimate the allowance based upon historical bad debts, current customer receivable balances, age of customer receivable balances, and the customers' financial condition and in relation to a representative pool of assets consisting of a large number of customers with similar risk characteristics. The allowance is adjusted as appropriate to reflect differences in current conditions as well as changes in forecasted macroeconomic conditions.

Inventories. Inventories are stated at the lower of cost, determined using the first-in, first-out ("FIFO") method, or net realizable value. Inventory costs associated with work in process inventory and finished goods include material, labor, and manufacturing overhead, while costs associated with raw materials and purchased finished goods include material and inbound freight costs. We provide inventory allowances for any excess and obsolete inventories and periodically write inventory amounts down to market when costs exceed market value.

Warranty Costs. We provide consumer warranties against manufacturing defects on certain products within the Sporting Products and Outdoor Products segments with warranty periods typically ranging from one year to the expected lifetime of the product. The estimated costs of such product warranties are recorded at the time the sale is recorded. Estimated future warranty costs are accrued at the time of sale based upon actual past experience, our current production environment as well as specific and identifiable warranties as applicable. See Note 12, *Other Current Liabilities, and Restructuring*, for additional detail.

Fair Value Measurements. Fair value is defined as the price that would be received to sell an asset or the price paid to transfer a liability (the exit price) in the principal and most advantageous market for the asset or liability in an orderly transaction between market participants. We measure and disclose the fair value of nonfinancial and financial assets and liabilities utilizing a hierarchy of valuation techniques based on whether the inputs to a fair value measurement are considered to be observable or unobservable in a marketplace. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. This hierarchy requires the use of observable market data when available. The measurement of assets and liabilities at fair value are classified using the following three-tier hierarchy:

Level 1—Quoted prices for identical instruments in active markets.

Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3—One or more significant inputs to the valuation model are unobservable.

See Note 2, *Fair Value of Financial Instruments*, for additional disclosure regarding fair value of financial instruments.

Goodwill. We test goodwill for impairment on the first day of the fourth fiscal quarter or upon the occurrence of events or changes in circumstances that indicate that the asset might be impaired. Goodwill is assigned to our reporting units, which are our operating segments, or components of an operating segment, that constitute a business for which discrete financial information is available, and for which segment management regularly reviews the operating results.

During the annual impairment review process we have the option to first perform a qualitative assessment (commonly referred to as "step zero") over relative events and circumstances to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value or to perform a quantitative assessment ("step one") where we estimate the fair value of each reporting unit using both an income and market approach.

We performed completed a quantitative step zero assessment for the annual impairment test in during the fourth quarter, and concluded there were no indicators of fiscal year 2023 to determine the recoverability of goodwill for all of our reporting units. Based on this assessment, we recognized impairment losses of \$248,254, \$68,353, \$12,349 and \$3,799 related to the goodwill associated with the reporting units of Fox Racing, Simms Fishing, QuietKat, and Stone Glacier, respectively. impairment. See Note 11, *Goodwill and Intangible Assets*, for discussion and details.

WhenDuring the third quarter of fiscal year 2024, as a result of an increasingly challenging economic environment for consumers due to higher interest rate expectations continuing, and other factors affecting the market for our products, we perform a quantitative analysis to assess reduced our projections for fiscal year 2024 and beyond for the recoverability majority of our reporting units within the former Revelyst reportable segment. See Note 11, *Goodwill and Intangible Assets* and Note 19, *Operating Segment Information*, for further information on changes to our reporting units and reportable segments during the fourth quarter of fiscal year 2024. As a result of a downward revision of forecasted cash flows due to lower volume and profitability expectations, combined with the decline in our stock price in the third fiscal quarter, we concluded that triggering events had occurred potentially indicating that the fair values of certain reporting units within our former Revelyst reportable segment were less than their carrying values. Based on these events, we completed an interim quantitative goodwill impairment analysis and recognized goodwill impairment losses of \$161,714 related to reporting units within our former Revelyst reportable segment, which are included in "Impairment of goodwill and intangibles" on our consolidated statements of comprehensive income (loss) for the fiscal year 2024. See Note 11, *Goodwill and Intangible Assets*, for further information.

For the third quarter fiscal year 2024 interim quantitative goodwill impairment analysis, we determine determined the estimated fair value of each reporting unit and compare compared it to the their respective carrying value of the reporting unit, amounts, including goodwill. When fair value is less than the carrying value of the net assets and related goodwill, an impairment charge is recognized for the excess. The fair value of each reporting unit was determined using considering both an income and market approach. The value estimated We weighted the valuations of our former Revelyst segment reporting units using a 100% of the income approach, specifically the discounted cash flow model is method. The weighted against average cost of capital used in the estimated value income approach ranged between 12.5% and 16.0%, which was derived from the guideline company financial structures of comparable companies corresponding to the industry of each reporting unit. We weighted the value of The Kinetic Group reporting unit using 100% of the market approach, method, based on the offer accepted in the Sporting Products Sale. This market approach method estimates the price reasonably expected to be realized from the sale of the reporting unit based on comparable companies, realized.

In developing the discounted cash flow analysis, our assumptions about forecasted revenues and operating margins, capital expenditures, and changes in working capital are based on our plan, as reviewed by the Board of Directors, and assume a terminal growth rate thereafter. A separate discount rate is determined for each reporting unit and these cash flows are then discounted to determine the fair value of the reporting unit. The discounted cash flow analysis is derived from valuation techniques in which one or more significant inputs are not observable (Level 3 fair value measurements).

Indefinite Lived Indefinite-Lived Intangible Assets.Indefinite lived Indefinite-lived intangibles are not amortized and are tested for impairment annually on the first day of the fourth fiscal quarter or upon the occurrence of events or changes in circumstances that indicate that the assets might be impaired. We completed a step zero assessment on nine of our tradenames in our fiscal year 2023 annual assessment, during the fourth quarter, and concluded there were no indicators of impairment on those indefinite lived our indefinite-lived intangibles. We performed a step one analysis on our remaining indefinite-lived tradenames, which resulted in impairment losses on two of those tradenames. See Note 11, *Goodwill and Intangible Assets*, for discussion and details.

Our identifiable intangibles assetsin conjunction with indefinite lives consist of certain our interim quantitative goodwill impairment analysis, we performed a fair value analysis on our indefinite-lived trademarks and tradenames. When we complete trade names within the former Revelyst reportable segment, which resulted in impairment losses of \$50,300, related to indefinite-lived intangible assets. These losses are included in "Impairment of goodwill and intangibles" on our consolidated statements of comprehensive income

(loss) for the fiscal year of 2024. We also performed a step one assessment, zero analysis on The Kinetic Group indefinite-lived trade names during the impairment test consists third fiscal quarter of a comparison of 2024. See Note 11, *Goodwill and Intangible Assets*, for further information.

We calculated the estimated fair value of the specific intangible asset with its carrying value. The estimated fair value of these assets is measured our indefinite-lived intangibles using the relief-from-royalty method which assumes that the asset has value to the extent that the owner is relieved of the obligation to pay royalties for the benefits received from them.

This method requires that we estimate We estimated the future revenue for the related brands and technology, the appropriate royalty rate, and the weighted average cost of capital. We base based our fair values and estimates on assumptions we believe believed to be reasonable, but which are unpredictable and inherently uncertain. If the carrying amount of an asset is higher than its fair value, an impairment exists and the asset would be recorded at the estimated fair value.

Our assumptions used to develop the discounted cash flow analysis and the relief-from-royalty calculation require us to make significant estimates regarding forecasted revenues and operating margins, projected capital expenditures, changes in working capital, and the appropriate discount rate. The projections also take into account several factors including current and estimated economic trends and outlook, costs of raw materials and other factors that are beyond our control. If the current economic conditions were to deteriorate, or if we were to lose significant business, causing a reduction in estimated discounted cash flows, it is possible that the estimated fair value of certain reporting units or tradenames trade names could fall below their carrying value resulting in the necessity to conduct additional impairment tests in future periods. We continually monitor the reporting units and tradenames trade names for impairment indicators and update assumptions used in the most recent calculation of the estimated fair value of a reporting unit or tradenames trade names as appropriate.

Amortizing Intangible Assets and Long-Lived Assets. Our primary identifiable intangible assets include trademarks and tradenames, patented technology, and customer relationships. Our long-lived assets consist primarily of property, plant, and equipment, amortizing right-of-use assets related to our operating leases and amortizing costs related to cloud computing arrangements. Our primary identifiable intangible assets include trademarks and trade names, patented technology, and customer relationships. We periodically evaluate the recoverability of the carrying amount of our long-lived assets whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable or exceeds its fair value.

In conjunction with our interim quantitative goodwill impairment analysis, we performed recoverability tests of our long-lived assets, including amortizing intangible assets, by comparing the net book value of our long-lived assets or asset groups, to the future undiscounted net cash flows attributable to such assets. Based on the results of the recoverability test, we determined that the fair value of certain definite lived intangibles related to trade names and customer relationship within our former Outdoor Cooking reporting unit were less than their carrying value. The fair value of these intangibles was determined using the cost approach. As a result, we recorded impairment charges totaling \$6,798 related to amortizing intangible assets, which are included in "Impairment of goodwill and intangibles" on our consolidated statements of comprehensive income (loss) for the fiscal year of 2024. See Note 11, *Goodwill and Intangible Assets*, for further information.

Business Combinations. We allocate the purchase price, including contingent consideration, of our acquisitions to the assets and liabilities acquired, including identifiable intangible assets, based on their fair values at the date of acquisition. The fair values are primarily based on third-party valuations using our management assumptions that require significant judgments and estimates. The purchase price allocated to intangibles is based on unobservable factors, including but not limited to, projected revenues, expenses, customer attrition rates, royalty rates, and weighted average cost of capital, among others. The weighted average cost of capital uses a market participant's cost of equity and after-tax cost of debt and reflects the risks inherent in the cash flows. The fair value calculation of initial contingent consideration associated with the purchase price also uses unobservable factors such as projected revenues and expenses over the term of the contingent earn-out period, discounted

for the period over which the contingent consideration is measured, and volatility rates. Based upon these assumptions, the initial contingent consideration is then valued using a Monte Carlo simulation analysis in a risk-neutral framework. The inputs used to calculate the fair value of the contingent consideration liabilities are considered to be Level 3 inputs due to the lack of relevant market activity and significant management judgment. See Note 2, *Fair Value of Financial Instruments*, for additional disclosure regarding fair value of financial instruments. During the measurement period of one year from the acquisition date, we continue to collect information and reevaluate our estimates and assumptions and record any adjustments to these estimates to goodwill. See Note 7, *Acquisitions and Divestitures*, for additional information.

Derivatives and Hedging. We mitigate the impact of variable interest rates, foreign currency exchange rates, and commodity prices affecting the cost of raw materials with interest rate swaps, foreign currency, and commodity forward

contracts that are accounted for as designated hedges pursuant to ASC Topic 815, "Derivatives and Hedging" ("ASC Topic 815"). ASC Topic 815 requires that an entity recognize all derivatives as either assets or liabilities on the balance sheet, measure those instruments at fair value and recognize changes in the fair value of derivatives in earnings in the period of change unless the derivative qualifies as designated cash flow hedge that offsets certain exposures. Certain criteria must be satisfied in order for derivative financial instruments to be classified and accounted for as a cash flow hedge. Derivatives that are not elected for hedge accounting treatment are recorded immediately in earnings. We may use derivatives to hedge certain variable interest rates, foreign currency exchange rates, and commodity price risks, but do not use derivative financial instruments for trading or other speculative purposes. We utilize counterparties for our derivative instruments that we believe are creditworthy at the time the transactions are entered into and closely monitor the credit ratings of these counterparties. See Note 4, *Derivative Financial Instruments*, for additional information.

We would discontinue hedge accounting prospectively (i) if it is determined that the derivative is no longer effective in offsetting changes in the cash flows of a hedged item, (ii) when the derivative expires or is sold, terminated, or exercised, (iii) if it becomes probable that the forecasted transaction being hedged by the derivative will not occur, (iv) if a hedged firm commitment no longer meets the definition of a firm commitment, or (v) if it is determined that designation of the derivative as a hedge instrument is no longer appropriate. The fair value of our forward contracts is based on pricing models using current market rates. These contracts are classified under Level 2 of the fair value hierarchy (see hierarchy. See Note 2, *Fair Value of Financial Instruments*, for further information).

Stock-Based Compensation. We account for our share-based compensation arrangements in accordance with ASC Topic 718, "Compensation—Stock Compensation" ("ASC Topic 718") which requires the measurement and recognition of compensation expense for all share-based payment awards to employees and directors based on estimated fair values. Our stock-based compensation plans, which are described more fully in Note 17, *Stockholders' Equity*, provide for the grant of various types of stock-based incentive

awards, including performance awards, performance awards with a **TSR** total shareholder return (TSR) modifier, restricted stock units, and options to purchase common stock. The types and mix of stock-based incentive awards are evaluated on an ongoing basis and may vary based on our overall strategy regarding compensation, including consideration of the impact of expensing stock awards on our results of operations.

Income Taxes. We account for income taxes under the asset and liability method in accordance with the accounting standard for income taxes. The asset and liability method requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities. Under this method, changes in tax rates and laws are recognized in income in the period such changes are enacted.

We record net deferred tax assets to the extent that we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies, and recent results of operations. Significant estimates are required for this analysis. If we were to determine that the amount of deferred income tax assets, we would be able to realize in the future had changed, we would make an adjustment to the valuation allowance, which would decrease or increase the provision for income taxes.

The provision for federal, foreign, and state and local income taxes is calculated on income before income taxes based on current tax law and includes the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provision differs from the amounts currently payable because certain items of income and expense are recognized in different reporting periods for financial reporting purposes than for income tax purposes.

We periodically assess our liabilities and contingencies for all periods that are currently open to examination or have not been effectively settled based on the most current available information. Where it is not more likely than not that our tax position will be sustained, we record the entire resulting tax liability and when it is more likely than not of being sustained, we record our best estimate of the resulting tax liability. To the extent our assessment of the tax outcome of these matters changes, such change in estimate will impact the income tax provision in the period of change. It is our policy to record interest and penalties related to income taxes as part of the income tax expense for financial reporting purposes.

Worker's Compensation. The liability for losses under our worker's compensation program has been actuarially determined. The balance for worker's compensation liability was **\$8,198** **\$9,662** and **\$7,354** **\$8,198** as of **March 31, 2023** **March 31, 2024** and **2022, 2023**, respectively.

Translation of Foreign Currencies. Assets and liabilities of foreign subsidiaries are translated at current exchange rates. Income and expenses in foreign currencies are translated at the average exchange rate during the period. Gains and losses from the translation of foreign subsidiary financial statements into U.S. dollars are reported as a component of accumulated other comprehensive loss ("AOCL") in stockholders' equity. Gains and losses from assets and liabilities denominated in a currency other than the functional currency of the entity in which they reside are generally recognized during the current period in the consolidated statements of comprehensive income (loss), as part of other (expense) income, net.

Other income, net. (Expense) Income, Net. Other (expense) income, net primarily includes gains and losses on foreign currency forward contracts and foreign currency transactions. See Note 4, *Derivative Financial Instruments*, for additional information.

Accumulated Other Comprehensive Loss. The components of AOCL, net of income taxes, are as follows:

		March 31,		March 31,	2024	2023
		2023	2022			
Derivatives	Derivatives	\$ (3,543)	\$ (356)			
Pension and other postretirement benefit liabilities	Pension and other postretirement benefit liabilities			(71,449)	(71,075)	
Cumulative translation adjustment	Cumulative translation adjustment			(5,810)	(5,248)	
Total accumulated other comprehensive loss	Total accumulated other comprehensive loss					
		<u>\$(80,802)</u>	<u>\$(76,679)</u>			

The following table details the amounts reclassified from AOCL to earnings as well as the changes in derivatives, pension and other postretirement benefits and foreign currency translation, net of income tax:

		Years ended March 31,			
				Years ended March 31,	
		2023	2022	2024	2023

		Pension and other						Pension and other						Pension and other	Postretirement translation adjustment	Cumulative translation adjustment	Pension and other	Postretirement translation adjustment	Cumulative translation adjustment						
		Postretirement			Cumulative			Postretirement			Cumulative														
		Derivatives	Benefits	adjustment	Derivatives	Benefits	adjustment	Derivatives	Benefits	adjustment	Derivatives	Benefits	adjustment												
		Total			Total			Total			Total														
Beginning of year AOCL	Beginning of year AOCL	\$ (356)	\$ (71,075)	\$ (5,248)	\$ (76,679)	\$ 161	\$ (78,166)	\$ (5,190)	\$ (83,195)																
Change in fair value of derivatives	Change in fair value of derivatives	(3,122)	—	—	(3,122)	1,224	—	—	1,224																
Net gain reclassified from AOCL		(65)	—	—	(65)	(1,741)	—	—	(1,741)																
Income tax impact on derivative instruments																									
Net loss (gain) reclassified from AOCL																									
Net actuarial losses reclassified from AOCL	Net actuarial losses reclassified from AOCL	(1)	(1)	—	2,776	—	2,776	—	3,744	—	3,744														
Prior service costs reclassified from AOCL	Prior service costs reclassified from AOCL	(1)	(1)	—	—	—	—	—	(1,336)	—	(1,336)														
Valuation adjustment for pension and postretirement benefit plans	Valuation adjustment for pension and postretirement benefit plans	(1)	(1)	—	(3,150)	—	(3,150)	—	4,683	—	4,683														
Net change in cumulative translation adjustment	Net change in cumulative translation adjustment			—	—	(562)	(562)	—	—	(58)	(58)														
End of year AOCL	End of year AOCL	\$ (3,543)	\$ (71,449)	\$ (5,810)	\$ (80,802)	\$ (356)	\$ (71,075)	\$ (5,248)	\$ (76,679)																

(a) Amounts related to our pension and other postretirement benefits that were reclassified from AOCL were recorded as a component of net periodic benefit cost for each period presented. See Note 14, 15, Employee Benefit Plans.

Recent Accounting Pronouncements—In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.” This ASU improves financial reporting by requiring disclosure of incremental segment information. The new guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. We considered all recent accounting pronouncements are currently evaluating the impact of adopting this ASU 2023-07 on our consolidated financial statements and concluded they disclosures.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (“ASU 2023-09”), which improves the transparency of income tax disclosures by requiring companies to (1) disclose consistent categories and greater disaggregation of information in the effective rate reconciliation and (2) provide information on income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, although early adoption is permitted. The guidance should be applied on a prospective basis with the option to apply the standard retrospectively. We are currently evaluating the impact of adopting this ASU 2023-09 on our consolidated financial statements and disclosures.

Accounting Standards Adopted During this Fiscal Year—In September 2022, the FASB issued ASU 2022-04, Liabilities—Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations, which requires a buyer in a supplier finance program to disclose qualitative and quantitative information about its program to allow a user of the financial statements to understand the program’s nature, activity during the period, changes from period to period, and potential magnitude. The amendments in ASU 2022-04 are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2022, with the exception for the amendment on roll-forward information, which is effective for fiscal years beginning after December 15, 2023. The guidance should be applied retrospectively, except for the amendment on roll-forward information, which should be applied prospectively. This ASU was effective for us in the first quarter of fiscal year 2024, with the exception of the amendment on roll-forward information, which will be effective for us in our Form 10-K for fiscal year 2025. We adopted this ASU during the first quarter of fiscal year 2024 and the adoption did not expected to have a material an impact on our consolidated financial statements, statement disclosures.

2. Fair Value of Financial Instruments

We measure and disclose our financial assets and liabilities at fair value on a recurring and nonrecurring basis. Fair value is defined as the price that would be received to sell an asset or the price paid to transfer a liability (the exit price) in the principal and most advantageous market for the asset or liability in an orderly transaction between market participants. Assets and liabilities carried at fair value are classified using the three-tier hierarchy. See Note 1, *Significant Accounting Policies*, for additional information.

The following section describes the valuation methodologies we use to measure our financial instruments at fair value on a recurring basis:

Derivative Financial Instruments

Hedging instruments (see Note 4, *Derivative Financial Instruments*), are re-measured on a recurring basis using broker quotes, (See Note 4, *Derivative Financial Instruments*), daily market foreign currency rates, (See Note 4, *Derivative Financial Instruments*), and interest rate curves as applicable (Note 13, *Long-term Debt*) and are therefore categorized within Level 2 of the fair value hierarchy.

Note Receivable

In connection with the sale of our Firearms business in fiscal year 2020, we received a \$12,000 interest-free, five-year pre-payable promissory note, originally due June 2024. Based on the general market conditions and the credit quality of the buyer at the time of the sale, we discounted the Note Receivable at an effective interest rate of 10% and estimated fair value using a discounted cash flow approach. We consider considered this to be a Level 3 instrument. The note was paid in full in our during the fourth quarter of fiscal quarter ending March 31, 2023. See Note 8, *Receivables*, for additional information.

Contingent Consideration

In connection with some of our acquisitions, we recorded contingent consideration liabilities that can be earned by the sellers upon achievement of certain milestones. The liabilities are measured on a recurring basis and recorded at fair value, using a discounted cash flow analysis or a Monte Carlo simulation analysis in a risk-neutral framework with assumptions for volatility, market price of risk adjustment, risk-free rate, and cost of debt, utilizing revenue projections for the respective earn-out period, corresponding targets and approximate timing of payments as outlined in the purchase agreements. The inputs used to calculate the fair value of the contingent consideration liabilities are considered to be Level 3 inputs due to the lack of relevant market activity and significant management judgment. Changes in the fair value of the contingent consideration obligation results from changes in discount periods and rates, and changes in probability assumptions with respect to the likelihood of achieving the performance targets. The fair value adjustments are recorded in selling, general, and administrative in the consolidated statement of comprehensive income (loss). As of March 31, 2023, the The estimated fair values of contingent consideration payable related to our acquisitions of QuietKat, Stone Glacier, and Fox Racing Fiber Energy, and HEVI-Shot as of March 31, 2024 are \$8,634, \$5,920, \$5,720, \$0, \$750, \$2,806, and \$0, respectively. See Note 7, *Acquisitions and Divestitures*, for additional information.

Following is a summary of our contingent consideration liability Level 3 activity during fiscal year 2023:

2024:

Balance, March 31, 2022				\$ 37,090
Acquisition of Fox Racing				11,400
Decrease in fair value				(27,510)
Payments made				(706)
Balance, March 31, 2023				\$ 20,274
Increase in fair value				5,855
Payments made				(22,573)
Balance, March 31, 2024				\$ 3,556

Contingent consideration liabilities are reported under the following captions in the consolidated balance sheets:

	March 31,		March 31,	
	2023		2024	
	Other current liabilities	Other long-term liabilities	Other current liabilities	Other long-term liabilities
Other current liabilities	\$ 8,586	\$ 96		
Other long-term liabilities	11,688	36,994		
Total	\$ 20,274	\$ 37,090		

Disclosures about the Fair Value of Financial Instruments

The carrying amount of our receivables, inventory, accounts payable, and accrued liabilities as of **March 31, 2023** **March 31, 2024** and **March 31, 2022** **March 31, 2023** approximates fair value because of the short maturity of these instruments. The carrying values of cash and cash equivalents as of **March 31, 2023** **March 31, 2024** and **March 31, 2022** **March 31, 2023** are categorized within Level 1 of the fair value hierarchy.

The table below discloses information about carrying values and estimated fair value relating to our financial assets and liabilities:

	March 31,			
	2023		2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Fixed rate debt (1)	\$ 500,000	\$ 404,000	\$ 500,000	\$ 460,000
Variable rate debt (2)	560,000	560,000	170,000	170,000

	March 31,			
	2024		2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Fixed rate debt(1)	\$ 500,000	\$ 500,865	\$ 500,000	\$ 404,000
Variable rate debt(2)	220,000	220,000	560,000	560,000

(1) **Fixed rate debt**—In fiscal year 2021, we issued \$500,000 aggregate principal amount of 4.5% Senior Notes which will mature on March 15, 2029. These notes are unsecured and senior obligations. The fair value of the fixed-rate debt is based on market quotes for each issuance. We consider these to be Level 2 instruments. See Note **13, 14, Long-term Debt**, for information on our credit facilities, including certain risks and uncertainties.

(2) **Variable rate debt**— The carrying value of the amounts outstanding under our ABL Revolving Credit Facility and **2022 Term Loan** approximates the fair value because the interest rates are variable and reflective of market rates as of **March 31, 2023** **March 31, 2024**. The fair value of this debt is categorized within Level 2 of the fair value hierarchy based on the observable market borrowing rates. See Note **13, 14, Long-term Debt**, for additional information on our credit facilities, including related certain risks and uncertainties.

We measure certain nonfinancial assets at **During the third fiscal quarter of 2024, we recognized impairment losses related to our goodwill and indefinite-lived intangible assets**. The fair value on a nonrecurring basis if certain indicators of these assets are present, categorized within Level 3 of the fair value hierarchy. See Note 1, **Significant Accounting Policies**, and Note 11, **Goodwill and Intangible Assets**, for discussion and details of the impairment losses recorded in the third fiscal quarter of 2024.

We periodically evaluate the recoverability of the carrying amount of our long-lived assets, including amortizing intangible assets, whenever events or changes in circumstances indicate that the carrying amount of the asset may not be fully recoverable or exceeds its fair value. These assets include long-lived assets that are written down to fair value when they are held for sale or determined to be impaired. See Note 1, **Significant Accounting Policies**, and Note 11, **Goodwill and Intangible Assets**, for discussion of an identified trigger event and impairment expense related to certain amortizing intangibles during third fiscal quarter of 2024. See Note 3, **Leases**, for further information on our accounting policies regarding long-lived assets. During discussion of right of use asset (ROU) impairments during the fourth quarter of fiscal year 2023, we recognized impairment losses of \$248,254, \$68,353, \$12,349 and \$3,799 related year. Significant assumptions were used to the goodwill associated with the reporting units of Fox Racing, Simms Fishing, QuietKat, and Stone Glacier, respectively. During the fourth quarter of fiscal year 2023, we recognized impairment losses of \$21,200 and \$20,400, related to the Fox Racing and Simms Fishing indefinite-lived trademark assets, respectively. The estimate fair value of goodwill and intangible long-lived assets, are which were categorized within Level 3 of the fair value hierarchy. See Note **11, 13, Goodwill and Intangible Assets Restructuring**, for discussion and details of the impairment losses recorded in fiscal year 2023. During the fourth quarter of fiscal year 2023, we recognized impairment losses on ROU assets of \$1,812 long-lived asset impairments related to our restructuring plan. Significant assumptions were used to estimate fair value of the ROU assets, which was categorized within Level 3 of the fair value hierarchy plan during fiscal year 2024.

3. Leases

We lease certain warehouse and distribution space, manufacturing space, office space, retail locations, equipment, and vehicles. All of these leases are classified as operating leases. Operating lease assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. We use our incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. These rates are assessed on a quarterly basis. The operating lease assets also include any lease payments made less lease incentives. Leases with an initial term of twelve months or less are not recorded on the balance sheet. For operating leases, expense is recognized on a straight-line basis over the lease term. Variable lease payments associated with our leases are recognized upon occurrence of the event, activity, or circumstance in the lease agreement on which those payments are assessed. Tenant improvement allowances are recorded as leasehold improvements with an offsetting adjustment included in our calculation of its right-of-use asset.

Many leases include one or more options to renew, with renewal terms that can extend the lease term up to five years. The exercise of lease renewal options is at our sole discretion. The depreciable life of assets and leasehold improvements are limited by the expected lease term.

The amounts of assets and liabilities related to our operating leases were as follows:

March 31,

Balance Sheet Caption		2023	2022	March 31,	
Balance sheet caption		Balance sheet caption		2024	2023
Assets:	Assets:				
Operating lease assets					
Operating lease assets					
Operating lease assets	Operating lease assets	Operating lease assets	\$106,828	\$78,252	
Liabilities:	Liabilities:				
Liabilities:					
Current: Current:					
Current:					
Current:					
Operating lease liabilities					
Operating lease liabilities					
Operating lease liabilities	Operating lease liabilities	Operating lease liabilities	\$ 16,351	\$11,804	
Long-term:	Long-term:				
Long-term					
Operating lease lease	Operating lease lease	operating lease			
liabilities	liabilities	liabilities	103,313	80,083	
Operating lease liabilities					
Operating lease liabilities					
Total lease liabilities	Total lease liabilities		\$119,664	\$91,887	

The components of lease expense are recorded to cost of sales and selling, general, and administrative expenses in the consolidated statements of comprehensive income (loss). The components of lease expense were as follows:

Years ended March 31,		2023	2022	Years ended March 31,	
Years ended March 31,		2024	2024	Years ended March 31,	
Fixed operating lease costs (1)	Fixed operating lease costs (1)	\$ 28,128	\$22,917		
Variable operating lease costs	Variable operating lease costs	3,200	3,322		
Operating and Sublease income		(602)	(483)		

Operating and sublease income	Net lease costs	Net lease costs	\$ 30,726	\$ 25,756
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(1) Includes short-term leases, which are immaterial.

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

	March 31,		2024	March 31, 2023
	2023	2022		
Weighted Average Remaining Lease Term (Years):				
Weighted average remaining lease term (years):	March 31, 2024		2024	March 31, 2023
Operating leases	9.71	8.65	8.82	9.71
Weighted Average Discount Rate:				
Weighted average discount rate:				
Weighted average discount rate:				
Weighted average discount rate:				
Operating leases	8.43 %	7.99 %		
Operating leases	8.64	%	8.43	%

The approximate future minimum lease payments under operating leases were as follows:

Fiscal year 2024	2025	\$ 25,479	24,245
Fiscal year 2025		19,559	
Fiscal year 2026		23,457	17,806
Fiscal year 2027		21,064	16,489
Fiscal year 2028		18,336	
Fiscal year 2029		15,365	16,345
Thereafter		86,210	72,867
Total lease payments		180,908	176,314
Less imputed interest		(61,244)	(55,942)
Present value of lease liabilities		\$ 119,664	120,372

Supplemental cash flow information related to leases is as follows:

Years ended March 31,

	2023	2022		
	Years ended March 31,		Years ended March 31,	
	2024	2024	2023	
Cash paid for amounts included in the measurement of lease liabilities:	Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows - operating leases				
Operating cash flows - operating leases				
Operating cash flows - operating leases	Operating cash flows - operating leases	\$ 22,760	\$ 19,268	
Right-of-use assets obtained in exchange for lease liabilities:	Right-of-use assets obtained in exchange for lease liabilities:			
Operating leases	Operating leases	\$ 45,283	\$ 15,537	
Operating leases				
Operating leases				
ROU asset re-measurement				

As part of our restructuring plans in fiscal years 2024 and 2023, we made strategic decisions to close and impair office locations that were no longer being used as intended or weren't able to be subleased. Accordingly, during fiscal years 2024 and 2023, we recognized ROU asset impairment of \$3,116 and \$1,812, respectively, reducing the carrying value of the lease asset to its estimated fair value.

4. Derivative Financial Instruments

Commodity Price Risk

We use designated cash flow hedges to hedge our exposure to price fluctuations on lead we purchase for raw material components in our ammunition manufacturing process that are designated and qualify as effective cash flow hedges. The effectiveness of cash flow hedge contracts is assessed quantitatively at inception and qualitatively thereafter considering the transactions critical terms and counterparty credit quality.

The gains and losses on these hedges are included in accumulated other comprehensive loss and are reclassified into earnings at the time the forecasted revenue or expense is recognized. The gains or losses on the lead forward contracts are recorded in inventory as the commodities are purchased and in cost of sales when the related inventory is sold. As of **March 31, 2023** **March 31, 2024**, we had outstanding lead forward contracts on approximately **4.75** **6.25** million pounds of lead. In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, the related change in fair value of the derivative instrument would be reclassified from accumulated other comprehensive loss and recognized in earnings. The **asset** **short-term liability** related to the lead forward contracts is immaterial and is recorded as part of other current assets. **liabilities**. The long-term **asset** related to the lead forward contracts is immaterial and is recorded as part of deferred charges and other non-current assets, net.

Foreign Exchange Risk

In the normal course of business, we are exposed to gains and losses resulting from fluctuations in foreign currency exchange rates relating to transactions of our international subsidiaries. We use designated cash flow hedges and non-designated hedges in the form of foreign currency forward contracts as part of our strategy to manage the level of exposure to the risk of fluctuations in foreign currency exchange rates and to mitigate the impact of foreign currency translation on transactions that are denominated primarily in British Pounds, Euros, and Canadian Dollars.

Cash Flow Hedging Instrument

We use foreign currency forward contracts designated as qualifying cash flow hedging instruments to help mitigate our exposure on our foreign subsidiaries' inventory purchases and intercompany transactions, which is different than their functional currency. Certain U.S. subsidiaries also hedge a portion of their future sales in Canadian Dollars. These contracts generally mature within 12 months to 15 months from their inception. As of **March 31, 2023** **March 31, 2024**, the notional amounts of our foreign currency forward

contracts designated as cash flow hedge instruments were approximately \$40,615, \$4,064. The effectiveness of cash flow hedge contracts is assessed quantitatively at inception and qualitatively thereafter considering the transactions critical terms and counterparty credit quality.

As of March 31, 2023/March 31, 2024, we have no remaining foreign currency forward contracts not designated as cash flow hedge instruments.

During the fiscal years ended 2024, 2023, and 2022, we recorded net losses foreign currency translation loss of \$3,194 were recorded in accumulated other \$2,991, \$588, and \$0, respectively, on the consolidated statements of comprehensive income (loss) related within other income (expense), net.

Interest Rate Swaps

During fiscal year 2023, we entered into floating-to-fixed interest rate swaps in order to foreign currency forward contracts. Net losses mitigate the risk of \$588, \$0, and \$0 were reclassified changes in our interest rates on our outstanding variable-rate debt. We will receive variable interest payments from accumulated other comprehensive income (loss) the counterparty lenders in exchange for fixed interest rate payments made by us. As of March 31, 2024, we had the following interest rate swaps outstanding:

	Notional	Fair value	Pay fixed	Receive floating	Maturity date
Non-amortizing swap	\$ 50,000	\$ 73	4.491%	5.324%	Feb 2026
Non-amortizing swap	25,000	(60)	4.650%	5.321%	Mar 2026

The amount paid or received under these swaps is recorded as an adjustment to cost of sales for the fiscal years 2023, 2022, and 2021, respectively, interest expense. All unrealized gains and losses as shown as of March 31, 2023/March 31, 2024 will be recognized in the consolidated statements of comprehensive income (loss) in cost of sales or other income, net interest expense within the next twelve months two fiscal years, at their then-current value.

The net liability related to following tables summarize the foreign forward contracts as of March 31, 2023 and March 31, 2022 of \$3,252 and \$0, respectively, and is recorded as part of other current liabilities.

Foreign Currency Forward Contracts Not Designated as Hedging Instruments

We have also used non-designated hedges to hedge a portion of U.S. subsidiary sales that are recorded in Canadian Dollars. These contracts generally mature within 12 months from inception. As of March 31, 2023, the notional amounts of our foreign currency forward contracts not designated as cash flow hedge instruments were approximately \$2,840.

We record these derivatives on the balance sheet at fair value with changes in fair value recorded in the consolidated statements of comprehensive income (loss). Net gains of \$875, \$0, and \$0 for the fiscal years ended 2023, 2022, and 2021, respectively, were recognized in the consolidated statements of comprehensive income (loss), as part of other income, net. The fair value of our derivative instruments as well as the foreign exchange forward contracts is \$91 and is recorded as part location of other current assets. In addition, during the asset and/or liability on the consolidated balance sheets:

Derivatives not designated as hedging instruments	Balance sheet location	Asset derivatives fair value as of	
		March 31,	
		2024	2023
Foreign currency forward contracts	Other current assets	\$ —	\$ 91
Total		\$ —	\$ 91

fiscal years ended 2023, 2022, and 2021, we recognized

Derivatives designated as cash flow hedging instruments	Balance sheet location	Asset (Liability) derivatives fair value as of	
		March 31,	
		2024	2023
Interest rate swap contract	Deferred charges and other non-current assets, net	\$ 13	\$ —
Foreign currency forward contracts	Other current liabilities	(4)	(3,252)
Interest rate swap contract	Other long-term liabilities	—	(1,760)
Total		\$ 9	\$ (5,012)

The following tables summarize the net foreign currency translation gains effect of \$1,249, \$0, and \$0, respectively, all cash flow hedges for each of our derivative contracts on the consolidated financial statements:

See Note 13, Long-term Debt, for additional information on our interest rate swap contracts.

Derivatives designated as cash flow hedging instruments:	Gain (loss) recognized in other comprehensive income		
	Years ended March 31,		
	2024	2023	2022

Foreign currency forward contracts	\$ 199	\$ (3,782)	\$ —
Lead forward contracts	115	713	—
Interest rate swap contracts	2,293	(1,760)	—
Total gain (loss)	\$ 2,607	\$ (4,829)	\$ —

Derivatives designated as cash flow hedging instruments:	Gain (loss) reclassified from other comprehensive income into earnings		
	Years ended March 31,		
	2024	2023	2022
Foreign currency forward contracts	Cost of sales	\$ (1,349)	\$ (588)
Foreign currency forward contracts	Other income (expense), net	(1,642)	—
Lead forward contracts	Cost of sales	446	653
Interest rate swap contracts	Interest expense, net	520	—
Total gain (loss)		\$ (2,025)	\$ 65

5. Revenue Recognition

The following tables disaggregate our net sales. Company's disaggregated revenue is fully disclosed by major product category:

	Years ended March 31,					
	2023			2022		
	Sporting Products	Outdoor Products	Total	Sporting Products	Outdoor Products	Total
Sporting Products (1)	\$ 1,757,932	\$ —	\$ 1,757,932	\$ 1,737,891	\$ —	\$ 1,737,891
Outdoor Accessories (2)	—	288,672	288,672	—	442,348	442,348
Action Sports (3)	—	495,862	495,862	—	401,984	401,984
Outdoor Recreation (4)	—	537,341	537,341	—	462,398	462,398
Total	\$ 1,757,932	\$ 1,321,875	\$ 3,079,807	\$ 1,737,891	\$ 1,306,730	\$ 3,044,621

Geographic Region	Years ended March 31,					
	2023			2022		
	Sporting Products	Outdoor Products	Total	Sporting Products	Outdoor Products	Total
United States	\$ 1,619,221	\$ 930,389	\$ 2,549,610	\$ 1,632,507	\$ 976,939	\$ 2,609,446
Rest of the World	138,711	391,486	530,197	105,384	329,791	435,175
Total	\$ 1,757,932	\$ 1,321,875	\$ 3,079,807	\$ 1,737,891	\$ 1,306,730	\$ 3,044,621

(1) Sporting Products includes the Ammunition operating segment.

(2) Outdoor Accessories includes the Outdoor Accessories operating segment.

(3) Action Sports includes the operating segments: Sports Protection reportable segments and Cycling.

(4) Outdoor Recreation includes the operating segments: Hydration, Outdoor Cooking, Golf, Fishing and our Stone Glacier business.

We sell our products by geographic area in the U.S. and internationally. A majority of our sales are concentrated in the U.S. See Note 18, 19, Operating Segment Information for information on international revenues. Information.

Product Sales

For the principal activities from which the majority of our contracts with customers, we recognize Company recognizes its revenue for our products at a point by reportable segment is discussed below and in time upon the transfer of control of the products to the customer, which typically occurs upon shipment and coincides with our right to payment, the transfer of legal title, and the transfer of the significant risks and rewards of ownership of the product. For our contracts that include bundled hardware and software sales, revenue related to delivered hardware and bundled software is recognized when control has transferred to the customer, which typically occurs upon shipment. Revenue allocated to unspecified software update rights is deferred and recognized on a straight-line basis over the estimated period they are expected to be provided. Note 1, Significant Accounting Policies.

Typically, our contracts require customers to pay within 30-60 days of product delivery with a discount available to some customers for early payment. In some cases, we offer extended payment terms to customers. However, we do not consider these extended payment terms to be a significant financing component of the contract because the payment terms are less than a year.

In limited circumstances, our contract with a customer may have shipping terms that indicate a transfer of control of the products upon their arrival at the destination rather than upon shipment. In those cases, we recognize revenue only when the product reaches the customer destination, which may require us to estimate the timing of transfer of control based on the expected delivery date. In all cases, however, we consider our costs related to shipping and handling to be a cost of fulfilling the contract with the customer.

The total amount of revenue we recognize for the sale of our products reflects various sales adjustments for discounts, returns, refunds, allowances, rebates, and other customer incentives. These sales adjustments can vary based on market conditions, customer preferences, timing of customer payments, volume of products sold, and timing of new product launches. These adjustments require management to make reasonable estimates of the amount we expect to receive from the customer. We estimate sales adjustments by customer or by product category on the basis of our historical experience with similar contracts with customers, adjusted as necessary to reflect current facts and circumstances and our expectations for the future. Sales taxes, federal excise taxes, and other similar taxes are excluded from revenue.

For the immaterial amount of our contracts that have multiple performance obligations, which represent promises within an arrangement that are distinct, we allocate revenue to all distinct performance obligations based on their relative stand-alone selling prices ("SSPs"). When available, we use observable prices to determine SSPs. When observable prices are not available, SSPs are established that reflect our best estimates of what the selling prices of the performance obligations would be if they were sold regularly on a stand-alone basis. We allocate revenue and any related discounts to these performance obligations based on their relative SSPs.

Incentives in the form of cash paid to the customer (or a reduction of a customer cash payment to us) typically are recognized as a reduction of sales unless the incentive is for a distinct benefit that we receive from the customer, e.g., advertising or marketing.

We pay commissions to some of our employees based on agreed-upon sales targets. We recognize the incremental costs of obtaining a contract as an expense when incurred because our sales contracts with commissions are a year or less.

6. Earnings Per Share

The computation of basic earnings per share ("EPS") is based on the weighted average number of shares that were outstanding during the period. The computation of diluted EPS is based on the number of basic weighted average shares outstanding plus the number of common shares that would be issued assuming the exercise of all potentially dilutive common shares, such as common stock to be issued upon exercise of options, contingently issuable shares and restricted stock units, using the treasury stock method.

In computing EPS for the fiscal years presented, earnings, as reported for each respective period, is divided by the number of shares below:

		Years ended March 31,			Years ended March 31,							
		2023	2022	2021	2024		2023	2022				
Numerator:	Numerator:											
Net income (loss)	Net income (loss)											
Net income (loss)	Net income (loss)											
Net income (loss)	Net income (loss)	\$ (9,718)	\$ 473,226	\$ 266,012								
Denominator:	Denominator:											
Weighted-average number of common shares outstanding, basic	Weighted-average number of common shares outstanding, basic	56,600	57,190	58,241								
Weighted-average number of common shares outstanding, basic	Weighted-average number of common shares outstanding, basic											
Dilutive effect of stock-based awards (1)	Dilutive effect of stock-based awards (1)	—	1,947	1,664								
Diluted shares	Diluted shares	56,600	59,137	59,905								
Earnings per common share:												
Earnings (loss) per common share:	Basic	\$ (0.17)	\$ 8.27	\$ 4.57								
Basic	Basic	\$ (0.17)	\$ 8.00	\$ 4.44								
Diluted	Diluted	\$ (0.17)	\$ 8.00	\$ 4.44								

(1) Due to the loss from continuing operations for the fiscal year ended March 31, 2023, March 31, 2024 and 2023, there are no common shares added to calculate diluted EPS because the effect would be anti-dilutive. Potentially dilutive securities of 300 and 1,504 were excluded from diluted EPS in fiscal years 2024 and 2023, respectively, as we had a net loss. Potentially There were no potentially dilutive securities, which were not included in the computation of diluted earnings per share, because either the effect would have been anti-dilutive, or the options' exercise prices were greater than the average market price of the common stock, were 0, and 543 for the fiscal years year ended March 31, 2022 and, 2021 and, respectively.

7. Acquisitions

PinSeeker

During the fourth quarter of fiscal year 2024, we acquired PinSeeker, a leader in virtual network of golfers, allowing players to complete globally in real-time. The results of this business are reported within the Revelyst Precision Sports Technology reportable segment. We accounted for the acquisition as a business combination using the acquisition method of accounting and Divestitures performed a preliminary allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. The preliminary fair values of acquired assets and liabilities assumed represent management's estimate of fair value and are subject to change if additional information, such as post-close working capital adjustments becomes available. We expect to finalize the purchase price allocation as soon as practicable within the measurement period, but not later than one year following the acquisition date. The acquisition is not significant to our consolidated financial statements and as such we have not included disclosures of the allocation of the purchase price or any pro forma information.

Simms Fishing

During the second quarter of fiscal year 2023, we acquired Simms Fishing Products ("Simms"), a premium fishing brand and leading manufacturer of waders, outerwear, footwear and technical apparel. The results of this business are reported within the Revelyst Outdoor Products Performance reportable segment. We accounted for the acquisition as a business combination using the acquisition method of accounting and performed an allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. We finalized the purchase price allocation during the fourth quarter of fiscal year 2023, and no significant changes were recorded from the original estimation. The excess of the consideration transferred over the estimated fair value of the net assets received has been recorded as goodwill. The factors that contributed to the recognition of goodwill primarily relate to acquisition-driven anticipated cost savings and synergies. Assembled workforce is not recognized separate and apart from goodwill as it is neither separable nor contractual in nature. The acquisition is not significant to our consolidated financial statements and as such we have not included disclosures of the allocation of the purchase price or any pro forma information.

Fox Racing

During the second quarter of fiscal year 2023, we acquired Fox (Parent) Holdings, Inc. ("Fox Racing"), for a base purchase price of \$540,000, subject to certain customary adjustments for cash and debt, transaction expenses, and working capital. In connection with the acquisition, we refinanced our 2021 ABL Revolving Credit Facility by entering into the 2022 ABL Revolving Credit Facility, which provides for a \$600,000 senior secured asset-based revolving credit facility, leader in motocross industry and a \$350,000 term loan facility (the "2022 Term Loan"). The proceeds of the Term Facility, together with the proceeds of a borrowing under the ABL Credit Facility, were used to finance the acquisition and to pay related fees and expenses. See Note 13, *Long-term Debt*, for additional information. The agreement includes up to an additional \$50,000 of contingent consideration payable to Seller and certain individuals during the first quarter of fiscal year 2024 if Fox Racing achieves certain adjusted Earnings Before Interest, Tax, Depreciation, and Amortization ("EBITDA") targets during the period beginning on January 1, 2022 and ending on December 31, 2022. The initial fair value of the contingent consideration was \$11,400, and is included growing brand in the total purchase consideration below. See Note 2, *Fair Value of Financial Instruments*, for additional information related to the initial fair value calculation methodology and current fair value of the contingent consideration.

The results of this business are reported within the Sports Protection operating segment and the Outdoor Products reportable segment. We accounted for the acquisition as a business combination using the acquisition method of accounting, and performed an allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date, mountain bike category. We finalized the purchase price allocation during the fourth quarter of fiscal year 2023, and no significant changes were recorded from the original estimation. The excess results of this business are reported within the consideration transferred over the estimated fair value of the net assets received has been recorded as goodwill. The factors that contributed to the recognition of goodwill primarily relate to acquisition-driven anticipated cost savings and synergies. Assembled workforce is not recognized separate and apart from goodwill as it is neither separable nor contractual in nature.

Revelyst Adventure Sports reportable segment.

Fox Racing purchase price allocation:

	August 5, 2022
Cash consideration to the Seller	\$ 564,134
Fair value of contingent consideration payable	11,400
Total estimated purchase consideration	\$ 575,534
Fair value of assets acquired:	
Accounts receivable	\$ 39,174
Inventories	96,142
Intangible assets	255,200
Property, plant, and equipment	23,570
Operating lease assets	16,078
Other current assets	17,145
Other long-term assets	5,347
Total assets	452,656
Fair value of liabilities assumed:	
Accounts payable	18,584
Long-term operating lease liabilities	11,971
Deferred income taxes	55,488
Other liabilities	39,292
Other long-term liabilities	41
Total liabilities	125,376
Net assets acquired	327,280
Goodwill	\$ 248,254

	Value	Useful life (years)
Tradenames	\$ 106,200	Indefinite
Customer relationships	149,000	5 to 15

Fox Racing supplemental pro forma data:

Fox's Fox Racing's net sales of \$180,320 and net loss of \$18,857 since the acquisition date, August 5, 2022, were included in our consolidated results for the fiscal year ended March 31, 2023, and are reflected in the **Outdoor Products Revelyst Adventure Sports** reportable segment.

The following unaudited pro forma financial information presents our results as if the Fox Racing acquisition had occurred on April 1, 2021:

	Years ended March 31,	
	2023	2022
Sales, net	\$ 3,185,662	\$ 3,344,338
Net income (loss)	(6,930)	433,199

The unaudited supplemental pro forma data above includes the following significant non-recurring adjustments to net income (loss) to account for certain costs which would have been incurred if the Fox Racing acquisition had been completed on April 1, 2021:

	Years ended March 31,	
	2023	2022
Fees for advisory, legal, and accounting services ⁽¹⁾	\$ (6,064)	\$ 6,064
Inventory step-up, net ⁽²⁾	(7,544)	7,544
Interest ⁽³⁾	10,627	30,406
Depreciation ⁽⁴⁾	969	2,482
Amortization ⁽⁵⁾	4,245	12,257
Management Fees ⁽⁶⁾	(530)	(1,413)
Income tax provision (benefit) ⁽⁷⁾	(910)	(13,260)

Years ended March 31,

		2023	2022
Fees for advisory, legal, and accounting services (1)		\$ (6,064)	\$ 6,064
Inventory step-up, net (2)		(7,544)	\$7,544
Interest (3)		10,627	30,406
Depreciation (4)		969	2,482
Amortization (5)		4,245	12,257
Management Fees (6)		(530)	(1,413)
Income tax provision (benefit) (7)		(910)	(13,260)

(1) During the fiscal year ended March 31, 2023, we incurred a total of \$6,064 in acquisition related costs, including legal and other professional fees, all of which were reported in selling, general, and administrative expense in the consolidated statements of comprehensive income (loss). This adjustment is to show the results as if those fees were incurred during the first quarter of fiscal year 2022.

(2) Adjustment reflects the increased cost of goods sold expense resulting from the fair value step-up in inventory, which was expensed over inventory turns.

(3) Adjustment for the estimated interest expense and debt issuance amortization expense on \$580,000 in borrowings from Vista's 2022 ABL Revolving Credit Facility and 2022 Term Loan, used to finance the acquisition of Fox Racing. The interest rate assumed for purposes of preparing this pro forma financial information is 5.58%. This rate is the weighted average interest rate for our borrowings under the 2022 ABL Revolving Credit Facility and 2022 Term Loan during the quarter of the acquisition.

(4) Adjustment for depreciation related to the revised fair-value basis of the acquired property, plant and equipment and change in estimated useful lives.

(5) Adjustment for amortization of acquired intangible assets.

(6) Represents an adjustment for management fees historically charged by the previous owner of Fox Racing under the terms of their management agreement.

(7) Income tax effect of the adjustments made at a blended federal, state, and international statutory rate adjusted for any non-deductible acquisition costs.

The unaudited pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the acquisition taken place on the date indicated, or of our future consolidated results of operations. The pro forma financial information presented above has been derived from our historical consolidated financial statements and from the historical accounting records of Fox Racing.

Stone Glacier

During the fourth quarter of fiscal year 2022, we acquired Stone Glacier, a premium brand focused on ultralightweight, performance hunting gear designed for backcountry use. The addition of Stone Glacier allows us to enter the packs, camping equipment, and technical apparel categories with a fast-growing brand and provide a foundation for us to leverage camping category synergies. The results of this business are reported within the **Revelyst Outdoor Products** **Performance reportable** segment. Contingent consideration with an initial fair value of \$9,939 was included in the purchase price. See Note 2, *Fair Value of Financial Instruments*, for information related to the fair value calculation. We accounted for the acquisition as a business combination using the acquisition method of accounting and performed an allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. We finalized the purchase price allocation during the fourth quarter of fiscal year 2023, and no significant changes were recorded from the original estimation. The acquisition is not significant to our consolidated financial statements and as such we have not included disclosures of the allocation of the purchase price or any pro forma information.

Fiber Energy

During the third quarter of fiscal year 2022, we acquired Fiber Energy Products, a leader in all-natural wood grilling pellets. This strategic transaction secures a continuous supply of pellets for our **Camp Chef** business and expands our revenue in a consumable category. The results of this business are reported within the **Revelyst Outdoor Products** **Performance reportable** segment. Contingent consideration with an initial fair value of \$3,625 was included in the purchase price. See Note 2, *Fair Value of Financial Instruments*, for more information related to the fair value calculation. We accounted for the acquisition as a business combination using the acquisition method of accounting and performed an allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. The fair values of acquired assets and liabilities assumed represent management's estimate of fair value. We finalized the purchase price allocation during the

fourth quarter of fiscal year 2022. The acquisition is not significant to our consolidated financial statements and as such we have not included disclosures of the allocation of the purchase price or any pro forma information.

Foresight Sports

During the third quarter of fiscal year 2022, we acquired Foresight Sports ("Foresight"), a leading designer and manufacturer of golf performance analysis, entertainment, and game enhancement technologies for approximately \$470,772. The purchase agreement includes \$5,599 related to employee retention payments, which will be accounted for separately from the business combination as post combination compensation expense. Contingent payments of up to \$25,000 if certain net sales targets are met will also be accounted for separately from the business combination as post combination compensation expense. We used cash on hand and available liquidity under our 2021 ABL Revolving Credit Facility to complete the transaction. The results of this business are reported within the **Outdoor Products** **Revelyst Precision Sports Technology reportable** segment.

Foresight's net sales of \$61,173 and net income (loss) of \$18,423 since the acquisition date, September 28, 2021, are included in our consolidated results for the fiscal year ended March 31, 2022, and are reflected in the **Outdoor Products** **Revelyst Precision Sports Technology reportable** segment.

We accounted for the acquisition as a business combination using the acquisition method of accounting. The purchase price allocation below was allocated to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. We finalized the purchase price allocation during the third quarter of fiscal year 2023, and no significant changes were recorded from the original estimation. The excess of the consideration transferred over the estimated fair value of the net assets received has been recorded as goodwill. The factors that contributed to the recognition of goodwill primarily relate to acquisition-driven anticipated cost savings and synergies. Assembled workforce is not recognized separate and apart from goodwill as it is neither separable nor contractual in nature. The goodwill is deductible for tax purposes.

Foresight purchase price allocation:

	September 28, 2021	
Total consideration transferred	\$	470,772
Fair value of assets acquired:		
Accounts receivable	\$	2,806
Inventories		10,780
Intangible assets		131,500
Property, plant, and equipment		1,870
Operating lease assets		6,506
Other assets		2,006
Total assets		155,468
Fair value of liabilities assumed:		
Accounts payable		6,177
Customer deposits		2,084
Long-term operating lease liabilities		5,961
Contract liabilities		2,992
Other liabilities		1,729
Other long-term liabilities		9,182
Total liabilities		28,125
Net assets acquired		127,343
Goodwill	\$	<u>343,429</u>

	Value	Useful life (years)
Tradenames	\$ 42,500	20
Patented technology	19,900	5 to 10
Customer Relationships	69,100	5 to 15

Foresight supplemental pro forma data:

The following unaudited pro forma financial information presents our results as if the Foresight acquisition had been completed on April 1, 2020:

	Years ended March 31,	
	2022	2021
Sales, net	\$ 3,088,220	\$ 2,296,413
Net income (loss)	515,345	268,547

The unaudited supplemental pro forma data above includes the following significant non-recurring adjustments to net income (loss):

	Years ended March 31,	
	2022	2021
Fees for advisory, legal, and accounting services (1)	\$ (3,080)	\$ 3,080
Inventory step-up, net (2)	(1,247)	\$ 1,247
Interest (3)	2,203	6,565
Depreciation & amortization (4) (5)	4,961	8,122
Income tax provision (6)	3,520	5,520

Years ended March 31,

	2022	2021
Fees for advisory, legal, and accounting services ⁽¹⁾	\$ (3,080)	\$ 3,080
Inventory step-up, net ⁽²⁾	(1,247)	\$1,247
Interest ⁽³⁾	2,203	6,565
Depreciation and amortization ⁽⁴⁾⁽⁵⁾	4,961	8,122
Income tax provision ⁽⁶⁾	3,520	5,520

⁽¹⁾During the fiscal year ended March 31, 2022, we incurred a total of \$3,080 in acquisition related costs, including legal and other professional fees, related to the acquisition, all of which were reported in selling, general, and administrative expense

in the consolidated statements of comprehensive income (loss). This adjustment is to show the results as if those fees were incurred during the first quarter of fiscal 2021.

⁽²⁾ Adjustment reflects the increased cost of goods sold expense resulting from the fair value step-up in inventory which was expensed in full during the third quarter of fiscal year 2022. This adjustment is to show the results as if that expense was incurred during the first quarter of fiscal 2021.

⁽³⁾ Adjustment to reflect an increase in interest expense resulting from assumed advances to complete the transaction on our 2018 New Credit Facilities prior to March 31, 2021 and our 2021 ABL Revolving Credit Facility after March 31, 2021.

⁽⁴⁾ Adjustment for depreciation related to the revised fair-value basis of the acquired property, plant and equipment and change in estimated useful lives.

⁽⁵⁾ Adjustment for amortization of acquired intangible assets.

⁽⁶⁾ *Income tax effect of the adjustments made at a blended federal and state statutory rate including the impact of the **valuation** valuation allowance.*

The unaudited pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the acquisition taken place on the date indicated, or of our future consolidated results of operations. The pro forma financial information presented above has been derived from our historical consolidated financial statements and from the historical accounting records of Foresight.

QuietKat

During the first quarter of fiscal year 2022, we acquired QuietKat, an electric bicycle company that specializes in designing, manufacturing, and marketing rugged, all-terrain eBikes. The results of this business are reported within the **Outdoor Products** **Revelyst Adventure Sports** reportable segment. We accounted for the acquisition as a business combination using the acquisition method of accounting and performed an allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. We finalized the purchase price allocation during the first quarter of fiscal year 2023 and no significant changes were recorded from the original estimation. Contingent consideration with an initial fair value of \$22,400 was included in the purchase price. See Note 2, *Fair Value of Financial Instruments*, for information related to the fair value calculation. In addition to the consideration we paid at closing, \$13,000 was paid to key members of QuietKat management and is considered compensation that will be expensed over approximately three years, provided the key members continue their employment with us through the respective milestone dates. The acquisition is not significant to our consolidated financial statements and as such we have not included disclosures of the allocation of the purchase price or any pro forma information.

HEVI-Shot

During the fourth quarter of fiscal year 2021, we acquired HEVI-Shot Ammunition, which added specialized lead-free ammunition capabilities and another iconic brand to our ammunition portfolio. Contingent consideration with an initial fair value of \$176 was included in the purchase price. See Note 2, *Fair Value of Financial Instruments*, for information related to the fair value calculation. We accounted for the acquisition as a business combination using the acquisition method of accounting, and performed an allocation of the purchase price to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. The fair values of acquired assets and liabilities assumed represent management's estimate of fair value. We finalized the purchase price allocation during the first quarter of fiscal year 2022, and no significant changes were recorded.

Remington

During the third quarter of fiscal year 2021, we acquired certain assets related to Remington Outdoor Company, Inc.'s ("Remington") ammunition and accessories businesses, including Remington's ammunition manufacturing facility in Lonoke, Arkansas and related intellectual property. The aggregate consideration of the transaction including working capital adjustments was \$81,691 for the net assets acquired, subject to certain customary closing adjustments. We funded the acquisition using a combination of approximately \$51,691 of cash on hand and approximately \$30,000 drawn from our existing asset-based revolving credit facility. The acquisition will allow us to leverage our current manufacturing infrastructure, distribution channels and scale to restore efficiency, profitability and sustainability to the Remington ammunition and accessories business.

We accounted for the acquisition of Remington as a business combination using the acquisition method of accounting. The purchase price allocation below was allocated to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. The fair values of acquired assets and liabilities assumed represent management's estimate of fair value. We finalized the purchase price allocation during the fourth quarter of fiscal year 2021. The excess of the consideration transferred over the estimated fair value of the net assets received has been recorded as goodwill. The factors that contributed to the recognition of goodwill primarily relate to acquisition-driven anticipated cost savings and synergies along with the assembled workforce acquired. Assembled workforce is not recognized separate and apart from goodwill as it is neither separable nor contractual in nature. The goodwill is deductible for tax purposes. The results of this business are reported in our Sporting Products segment.

Remington Purchase Price Allocation:

Total purchase price:			
Cash paid		\$	81,400
Cash paid for working capital			291
Total purchase price		\$	81,691
Fair value of assets acquired:			
Inventories		\$	20,021
Intangible assets			26,200
Property, plant, and equipment			31,200
Other assets			3,363
Total assets			80,784
Fair value of liabilities assumed:			
Accounts payable			311
Other liabilities			2,969
Total liabilities			3,280
Net assets acquired			77,504
Goodwill		\$	4,187

	Value	Useful life (years)
Indefinite lived tradenames	\$ 24,500	Indefinite
Customer relationships	1,700	20

Supplemental Pro Forma Data:

The following pro forma financial information presents our results as if the Remington acquisition had been completed on April 1, 2019:

	Years ended March 31,	
	2021	2020
Sales, net	\$ 2,298,396	\$ 1,933,699
Net income (loss)	255,022	(205,399)

The unaudited supplemental pro forma data above include the following significant non-recurring adjustments to net income (loss):

	Years ended March 31,	
	2021	2020
Fees for advisory, legal, and accounting services (1)	\$ (3,429)	\$ 3,429
Inventory step-up, net (2)	(400)	400
Interest (3)	835	3,538
Depreciation (4)	1,902	3,804
Amortization (5)	42	84
Income taxes (6)	2,324	—

(1) Adjustment for fees that were incurred in connection with the acquisition of Remington during fiscal year 2021 as if those fees were incurred during the first quarter of fiscal year 2020. Costs were recorded in selling, general, and administrative expense. We paid a total of \$3,429 in transaction costs.

(2) Adjustment reflects the increased cost of goods sold expense resulting from the fair value step-up in inventory which was expensed over the first inventory cycle.

(3) Adjustment to reflect an increase in interest expense resulting from interest on the 2018 ABL Revolving Credit Facility.

(4) Adjustment for depreciation related to the revised basis of the acquired property, plant, and equipment and change in estimated useful lives.

(5) Adjustment for amortization of acquired intangible assets.

(6) Income tax effect of the adjustments made at a blended federal and state statutory rate including the impact of the valuation allowance.

The unaudited pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the acquisition taken place on the date indicated, or of our future consolidated results of operations. The pro forma financial information presented above has been derived from our historical consolidated financial statements and from the historical accounting records of Remington.

Divestiture of Businesses

During the third quarter of fiscal year 2021, we sold a non-strategic business in our Sporting Products segment. As part of the agreement, we provided limited transition services during fiscal 2021. During the three months ended December 27, 2020, we recognized a pretax gain on this divestiture of approximately \$18,467, which was included in

operating income on the consolidated statement of comprehensive income (loss). This transaction did not meet the criteria for discontinued operations as it did not represent a strategic shift that will have a major effect on our ongoing operations. The assets of this business represented a portion of our Ammunition reporting unit.

8. Receivables

Our trade accounts receivables are recorded at net realizable value, which includes an appropriate allowance for estimated credit losses as described in Note 1, *Significant Accounting Policies*. We maintain an allowance for credit losses related to accounts receivable for future expected credit losses resulting from the inability or unwillingness of our customers to make required payments. We estimate the allowance based upon historical bad debts, current customer receivable balances, age of customer receivable balances and the customers' financial condition, and in relation to a representative pool of assets consisting of a large number of customers with similar risk characteristics. The allowance is adjusted as appropriate to reflect differences in current conditions as well as changes in forecasted macroeconomic conditions. Receivables that do not share risk

characteristics are evaluated on an individual basis, including those associated with customers that have a higher probability of default.

Net receivables are summarized as follows:

	March 31,	
	2023	2022
Trade receivables	\$ 349,424	\$ 357,584
Other receivables	8,899	13,699
Less: allowance for estimated credit losses and discounts	(18,950)	(14,510)
Net receivables	\$ 339,373	\$ 356,773

	March 31,	
	2024	2023
Trade receivables	\$ 357,672	\$ 349,424
Other receivables	17,585	8,899
Less: allowance for estimated credit losses and discounts	(19,354)	(18,950)
Net receivables	\$ 355,903	\$ 339,373

Walmart represented 10% 11% and 14% 10% of the total trade receivables balance as of March 31, 2023 March 31, 2024 and 2022, 2023, respectively.

The following provides a reconciliation of the activity related to the allowance for estimated credit losses and discounts for the periods presented:

Balance, March 31, 2021 March 31, 2022	\$ 13,422	14,510
Provision for credit losses	2,350	2,289
Write-off of uncollectible amounts, net of recoveries	(1,262)	(259)
Purchase accounting (Note 7)		2,410
Balance, March 31, 2022 March 31, 2023	14,510	18,950
Provision for credit losses	2,289	1,915
Write-off of uncollectible amounts, net of recoveries	(259)	(1,511)
Purchase accounting (Note 7)		2,410
Balance, March 31, 2023 March 31, 2024	\$ 18,950	19,354

Note Receivable, see Note 2, *Fair Value of Financial Instruments*, is summarized as follows:

	March 31,	
	2023	2022
Principal	\$ —	\$ 12,000
Less: unamortized discount	—	(2,308)
Note receivable, net, included within deferred charges and other non-current assets	\$ —	\$ 9,692

This note receivable was originally due in full in June 2024. During fiscal year 2023, we entered into an agreement with the debtors to provide a discount in exchange for accelerated payment. We received a payment of \$10,683 in the fourth fiscal quarter, and the note receivable was considered satisfied in full.

9. Inventories

Net inventories consist of the following:

		March 31,			
		2023	2022	March 31,	
Raw materials	Raw materials	\$ 199,225	\$ 220,425	2024	2023
Work in process	Work in process	63,652	60,390		
Finished goods	Finished goods	447,020	362,161		
Net inventories	Net inventories	\$ 709,897	\$ 642,976		

We consider inventories to be long-term if they are not expected to be sold within one year. Long-term inventories are presented on the balance sheet net of reserves within deferred charges and other non-current assets and totaled \$45,929 \$38,683 and \$14,662 \$45,929 as of March 31, 2023 March 31, 2024 and 2022 2023, respectively.

10. Property, Plant, and Equipment

Property, plant, and equipment is stated at cost and depreciated over estimated useful lives using a straight-line method. Machinery and equipment are depreciated over 1 to 10 years and buildings and improvements are depreciated over 1 to 30 years. Depreciation expense was \$49,145, \$48,126, \$46,094, and \$45,264 \$46,094 in fiscal years 2024, 2023, 2022, and 2021, 2022, respectively.

WeAs discussed in Note 1, *Significant Accounting Policies*, we review property, plant, and equipment for impairment when indicators of potential impairment are present. When such impairment is identified, it is recorded as a loss in that period. Maintenance and repairs are charged to expense as incurred. Major improvements that extend useful lives are capitalized and depreciated. The cost and accumulated depreciation of property, plant, and equipment retired or otherwise disposed of are removed from the related accounts, and any residual values are charged or credited to income.

On February 6, 2024, a fire occurred at our Fiber Energy Seymour, Missouri pellet manufacturing location. There were no injuries or environmental issues from the fire. The damage was principally limited to the inventory, raw materials, plant equipment and building structures. We have adequate property damage and business interruption insurance, subject to an applicable deductible. We completed our final damage assessment, and discussions with the insurance carrier is ongoing. We assessed incurred costs and lost earnings related to business interruption and property damage to our facility, as well as timing of recognition under applicable insurance recovery guidance, and recorded accruals of \$3,242 in fiscal year 2024 for insurance recoveries that offset the impairment expense of the damaged fixed assets and inventory of \$4,242. The net expense of \$1,000 is included in Selling, general, and administrative expenses in the consolidated statements of comprehensive income (loss).

Property, plant, and equipment consists of the following:

		March 31,		March 31,	
		2023	2022	2024	2023
Land	Land	\$ 13,276	\$ 12,575		
Buildings and improvements	Buildings and improvements	108,377	84,916		
Machinery and equipment	Machinery and equipment	498,266	461,635		
Property not yet in service	Property not yet in service	22,639	19,672		
Gross property, plant, and equipment	Gross property, plant, and equipment	642,558	578,798		
Less: accumulated depreciation	Less: accumulated depreciation	(414,311)	(367,711)		
Net property, plant, and equipment	Net property, plant, and equipment	\$228,247	\$211,087		

11. Goodwill and Intangible Assets

The change in the carrying value of goodwill was as follows:

	Sporting Products	Outdoor Products	Total

Balance, March 31,									
2021		\$ 86,082	\$ —	\$ 86,082	The Kinetic Group	Revelyst Outdoor Performance	Revelyst Adventure Sports	Revelyst Precision Sports Technology	Total
Acquisitions		23	395,752	395,775					
Balance, March 31, 2022	Balance, March 31, 2022	86,105	395,752	481,857					
Acquisitions	Acquisitions	—	316,607	316,607					
Impairment	Impairment	—	(332,755)	(332,755)					
Balance, March 31, 2023	Balance, March 31, 2023	\$ 86,105	\$ 379,604	\$ 465,709					
Acquisitions									
Impairment									
Balance, March 31, 2024									

The ~~increases~~ increase in goodwill in fiscal years 2023 and 2022 were year 2024 was due to ~~acquisitions~~ our PinSeeker acquisition. See Note 7, *Acquisitions and Divestitures*, for details of our acquisitions during fiscal years 2023 and 2022. The decrease in fiscal year 2023 2024 was due to an impairment charge of ~~\$332,755~~ \$161,714 recognized in the fourth fiscal third quarter of fiscal year 2023 2024 as discussed below. As of March 31, 2024, there were \$745,957, \$617,179, and \$125,540 of accumulated impairment losses, related to the Revelyst Outdoor Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology reportable segments, respectively. As of March 31, 2023 and 2022, there were \$1,326,962 \$709,783, \$617,179, and \$994,207 \$0 of accumulated impairment losses, recorded within related to the Revelyst Outdoor Products segment, Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology reportable segments, respectively. The goodwill recorded within the Sporting Products The Kinetic Group segment has no accumulated impairment losses.

Fiscal year 2024 assessment

We performed our annual testing of goodwill in accordance with our accounting policies described in Note 1, *Significant Accounting Policies*. We completed a step zero assessment during the fourth quarter, and concluded there were no indicators of impairment.

During the fourth quarter of fiscal year 2024 we determined there was a change to our reporting units, based on the change in our reportable segments. See Note 19, *Operating Segment Information*, for additional information. Our reporting units are now the same as our reportable segments. There was no goodwill recorded in the reporting units affected by the reorganization.

Results of our interim testing

During the third quarter of fiscal year 2024, as a result of an increasingly challenging economic environment for consumers due to higher interest rate expectations continuing, and other factors affecting the market for our products, we reduced our projections for fiscal year 2024 and beyond for the majority of our reporting units within the former Revelyst reportable segment. As a result of a downward revision of forecasted cash flows due to lower volume and profitability expectations, combined with the decline in our stock price in the third fiscal quarter, we concluded that triggering events had occurred potentially indicating that the fair values of certain reporting units within our former Revelyst reportable segment were less than their carrying values. We recognized impairment losses equal to the full carrying value of goodwill of \$26,219 and \$9,955, related to the former reporting units of Outdoor Cooking and Stone Glacier, respectively, and a partial goodwill impairment loss of \$125,540 related to our Golf reporting unit. Goodwill relating to the Ammunition reporting unit was not impaired as the fair value exceeded the carrying value. Our Ammunition and Golf reporting units comprise our remaining goodwill at March 31, 2024.

For the third quarter of fiscal year 2024 interim quantitative goodwill impairment analysis, we determined the estimated fair value of each reporting unit and compared it to their respective carrying amounts, including goodwill. The fair value of each reporting unit was determined considering both an income and market approach. We weighted the valuations of our former Revelyst segment reporting units using 100% of the income approach, specifically the discounted cash flow method. The weighted average cost of capital used in the income approach ranged between 12.5% and 16.0%, which was derived from the financial structures of comparable companies corresponding to the industry of each reporting unit. We weighted the value of The Kinetic Group reporting unit using 100% of the market approach, based on the offer accepted in the Sporting Products Sale. This market approach method estimates the price reasonably expected to be realized. See *Sale of The Kinetic Group and Planned Separation* in the Executive Summary and Financial Highlights of Part II, Item 7 of this Annual Report for further discussion of the Sporting Products Sale.

Before completing our interim goodwill impairment test, we performed a fair value analysis on our indefinite-lived trademarks and trade names within the former Revelyst reportable segment, which we recorded impairment losses of \$26,600, \$9,600, \$6,100, \$4,500 \$1,800, \$1,100, and \$600 related to the Fox Racing, CamelBak, Bell Cycling, Simms Fishing, Giro, Bushnell, and Bell Powersports indefinite-lived tradename assets, respectively. The carrying value of the indefinite-lived intangible assets related to Fox Racing, CamelBak, Bell Cycling, Simms Fishing, Giro, Bushnell, and Bell Powersports after the impairment was \$58,400, \$13,300, \$12,000, \$25,500, \$15,300, \$14,900, and \$3,500, respectively, at March 31, 2024. We determined the fair value of our Fox Racing, CamelBak, Bell Cycling, Simms Fishing, Giro, Bushnell, and Bell Powersports indefinite-lived trade names using royalty rates of 3%, 1.5%, 1.5%, 3%, 1.5%, 1%, and 1%, respectively.

Fiscal year 2023 assessment

We performed our annual testing of goodwill in accordance with our accounting policies described in Note 1, *Significant Accounting Policies*. To perform the annual quantitative goodwill impairment testing, we prepared valuations of our reporting units using both an income and market approach, which were compared with the respective carrying values of

the reporting units to determine whether any goodwill impairment existed.

The decline in fair value of our reporting units was significantly impacted by a sudden decline in the demand of products related to certain of our recent acquisitions, which resulted in lower forecasted revenues, operating margins, and operating cash flows as compared to our valuation at acquisition date. Our estimates of the fair values of the reporting units were also influenced by higher discount rates in the income-based valuation approach as a result of increasing market to equity risk premiums, company specific risk premiums and higher treasury rates, since the acquisition dates. The weighted average cost of capital used in the goodwill impairment testing ranged between 10.5% and 17.0%, which was derived from the financial structures of comparable companies corresponding to the industry of each reporting unit.

As a result, we recognized impairment losses equal to the full carrying value of goodwill of \$248,254, \$68,353, and \$12,349 allocated to the former reporting units of Fox Racing, Simms Fishing, and QuietKat, respectively, and partial goodwill impairment charges of \$3,799 related to our former Stone Glacier reporting unit. We determined that the goodwill relating to our other reporting units was not impaired as the fair value exceeded the carrying value. Our Ammunition, Golf, Stone Glacier, and Outdoor Cooking reporting units comprise our remaining goodwill at March 31, 2023. As of the fiscal year 2023 annual testing measurement date, the fair value of our former Stone Glacier and former Outdoor Cooking reporting units was less than 10% higher than their carrying values. In order to assess the reasonableness of the calculated fair values of our reporting units, we also compared the sum of the reporting units' fair values to our market capitalization and calculated an implied control premium (the excess of the sum of the reporting units' fair values over the market capitalization). We evaluated the control premium by comparing it to control premiums of recent comparable transactions. If the implied control premium was not reasonable in light of this assessment, we would have reevaluated our fair value estimates of the reporting units by adjusting the discount rates and other assumptions as necessary.

Before completing our goodwill impairment test, we first tested our indefinite-lived intangible assets. We performed a step zero analysis on nine of our indefinite-lived tradenames. We performed a step one analysis on our remaining indefinite-lived tradenames, which resulted in impairment losses of \$21,200 and \$20,400, related to the Fox Racing and Simms Fishing indefinite-lived tradename assets, respectively. We determined the fair value of the indefinite-lived tradenames related to our Bell Cycling and Giro tradenames was greater or equal to the carrying value, and no impairment was recorded. The carrying value of the indefinite lived indefinite-lived intangible assets related to Fox Racing and Simms Fishing after the impairment was \$85,000 and \$30,000, respectively at March 31, 2023. We determined the fair value of our Fox Racing, Simms Fishing, Bell Cycling, and Giro indefinite-lived tradenames using royalty rates of 3.0%, 3.0%, 1.5%, and 1.5%, respectively.

Fiscal year 2022 annual assessment

We performed our annual testing of goodwill in accordance with our accounting policies described in Note 1, *Significant Accounting Policies*. We completed a step zero assessment as of January 1, 2022 and concluded there were no indicators of impairment.

Our indefinite lived indefinite-lived intangibles are not amortized and are tested for impairment annually or upon the occurrence of events or changes in circumstances that indicate that the assets might be impaired. We completed a step zero assessment as of January 1, 2022, in accordance with our accounting policies described in Note 1, *Significant Accounting Policies*, and concluded there were no indicators of impairment.

Fiscal year 2021 annual assessment

We performed our annual testing of goodwill in accordance with our accounting policies described in Note 1, *Significant Accounting Policies*. We completed a step zero assessment as of January 1, 2021 and concluded there were no indicators of impairment.

Our indefinite lived intangibles are not amortized and are tested for impairment annually or upon the occurrence of events or changes in circumstances that indicate that the Intangible assets might be impaired. We completed a step zero assessment as of January 1, 2021, in accordance with our accounting policies described in Note 1, *Significant Accounting Policies*, and concluded there were no indicators of impairment for the majority of our indefinite lived intangibles. We completed a step one assessment as of January 1, 2021, related to our CamelBak indefinite-lived tradename and concluded there was no impairment. We determined the fair value of the CamelBak indefinite-lived tradename using a royalty rate of 2.5%.

Net intangibles consisted of the following:

		March 31,							
		March 31,							
Trade names	Trade names	2023			2022			Gross carrying amount	Accumulated amortization
		Gross carrying amount	Accumulated amortization	Total	Gross carrying amount	Accumulated amortization	Total		
Patented technology	Patented technology	\$ 113,915	\$ (30,848)	\$ 83,067	\$ 113,915	\$ (23,756)	\$ 90,159		
Customer relationships and other	Customer relationships and other	36,854	(16,313)	20,541	36,854	(13,324)	23,530		
Total	Total	681,006	(198,433)	482,573	478,937	(154,744)	324,193		
Non-amortizing trade names	Non-amortizing trade names	250,603	—	250,603	135,602	—	135,602		

Net intangible assets	Net intangible assets	\$ 931,609	\$ (198,433)	\$ 733,176	\$ 614,539	\$ (154,744)	\$ 459,795
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The net increase decrease in the gross carrying amount of amortizing intangible assets in fiscal year 2023 2024 was due to acquisitions, impairment, less decreases related increases due to impairment as discussed above, the acquisition of PinSeeker and the impact of foreign exchange rates. See Note 7.1, *Acquisitions and Divestitures Significant Accounting Policies*, for details discussion of our acquisitions impairment recorded during fiscal year 2024. We recorded impairment expense related to customer relationship and trade name intangibles within our former Outdoor Cooking reporting unit, net of accumulated amortization of \$5,805 and \$993, respectively. The decrease in non-amortizing trade names is due to impairment as discussed above. Amortization expense related to these assets was \$50,146, \$43,963 and \$26,246 in fiscal years 2024, 2023, and 2022, respectively, which is included within cost of sales. The amortizable intangible assets in the table above are being amortized using a straight-line method over a weighted average remaining period of approximately 12.1 11.5 years.

Amortization expense related to these assets was \$43,963, \$26,246 and \$19,846 in fiscal years 2023, 2022, and 2021, respectively, which is included within cost of sales. We expect amortization expense related to these assets in each of the next five fiscal years and beyond to be incurred as follows:

Fiscal year 2024	\$ 50,604
Fiscal year 2025	\$ 50,586 49,991
Fiscal year 2026	47,577 46,981
Fiscal year 2027	46,127 45,531
Fiscal year 2028	40,957 40,361
Fiscal year 2029	33,871
Thereafter	246,722 210,598
Total	\$ 482,573 427,333

12. Other Current Liabilities and Restructuring

The major categories over 5% of current liabilities are as follows:

	March 31,		March 31,	2024	2023
	2023	2022			
Warranty liability					
Accrual for in-transit inventory	Accrual for in-transit inventory	\$ 9,810	\$ 11,620		
Operating lease liabilities					
Contingent consideration					
Other	Other	136,567	115,560		
	Total				
Total other current liabilities	other current liabilities	\$ 146,377	\$ 127,180		

We provide consumer warranties against manufacturing defects on certain products with warranty periods ranging from one year to the expected lifetime of the product. The estimated costs of such product warranties are recorded at the time the sale is recorded based upon actual past experience, our current production environment as well as specific and identifiable warranties as applicable. The warranty liability recorded at each balance sheet date reflects the estimated current and long-term liability for warranty coverage for products delivered based on historical information and current trends.

The following is a reconciliation of the changes in our combined current and long-term product warranty liability during the periods presented:

Balance as of March 31, 2021	March 31, 2022	\$ 8,696	9,073
Payments made		(4,169)	(4,676)
Warranties issued		4,479	4,827
Changes related to pre-existing warranties and other adjustments		67	328
Balance as of March 31, 2022	March 31, 2023	9,073	9,552
Payments made		(4,676)	(6,834)
Warranties issued		4,827	12,119
Changes related to pre-existing warranties and other adjustments		328	(3,785)
Balance as of March 31, 2023	March 31, 2024	\$ 9,552	11,052

13. Restructuring

As part of our restructuring plans, we have and will incur severance and employee related costs, professional fees, ROU asset impairments and other exit and disposal costs which are recorded in Selling, general, and administrative in the consolidated statements of comprehensive income (loss). Severance and employee related costs consist primarily of salary continuation benefits, outplacement services and continuation of health benefits. Severance and employee related benefits are pursuant to our severance plan and are accounted for in accordance with ASC 712, *Compensation - Nonretirement Postemployment Benefits*, based upon the characteristics of the termination benefits being provided in the restructuring, pursuant to our severance plan. Severance and employee related costs are recognized when the benefits are determined to be probable of being paid and reasonably estimable. Professional fees, contract termination costs and other exit and disposal costs are accounted for in accordance with ASC 420, *Exit or Disposal Cost Obligations* and are recognized as incurred. Asset impairments are accounted for in accordance with ASC 360-10, *Impairment and Disposal of Long-Lived Assets*. Restructuring accruals are based upon management estimates at the time and are subject to change depending upon changes in facts and circumstances subsequent to the date the original liability was recorded.

During fiscal year 2024, we initiated the GEAR Up transformation program. GEAR Up is an efficiency and cost savings initiative program, to accelerate growth and transformation within our Revelyst Outdoor Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology reportable segments. We made changes to the structure of our organization during the fourth fiscal quarter of 2024, which resulted in our previous Revelyst reportable segment being reorganized into three new reportable segments. We further finalized plans to centralize certain functions under shared services to better support our segments. We also announced plans to geographically consolidate the businesses within Revelyst Adventure Sports, Revelyst Outdoor Performance and Revelyst Precision Sports Technology. These geographic relocations are expected to be completed during fiscal 2025.

For GEAR Up, we are estimating pre-tax restructuring charges of approximately \$40,000 to \$50,000 over the duration of the plan. We expect these charges to be completed during fiscal 2027. All of pre-tax restructuring charges will be recorded as corporate expense, and not allocated to our reportable segments.

During fiscal year 2024, we incurred \$8,279, of pre-tax restructuring costs in connection with GEAR Up, which are recorded in Selling, general, and administrative expense in the consolidated statements of comprehensive income (loss). In the fourth quarter of fiscal year 2023, we announced a restructuring plan cost reduction and earnings improvement program, which includes severance and asset impairments related to product line reassessments, office closures, and headcount reductions across our brands and corporate teams. We recorded \$5,604 and \$15,668 of pre-tax restructuring charges for the fiscal year ended March 31, 2023. The years 2024 and 2023, respectively. These restructuring charges are included in selling, general, and administrative expenses expense in our consolidated statement of comprehensive income (loss). This program was substantially completed as of March 31, 2024, and with immaterial expenses expected in future years.

The following tables summarize restructuring charges recorded as a result of our restructuring programs for the periods presented:

	Years ended March 31,		Incurred since inception
	2024	2023	
GEAR Up restructuring costs			
Employee severance and related expenses	\$ 6,056	\$ —	\$ 6,056
Professional fees	1,720	—	1,720
Right-of-use asset impairments	129	—	129
Impairment on technology assets	306	—	306
Other	68	—	68
Total	\$ 8,279	\$ —	\$ 8,279
Cost reduction and earnings improvement program			
Other asset impairments	\$ —	\$ 7,628	\$ 7,628
Employee severance and related expenses	614	5,225	5,839
Right-of-use asset impairments	3,825	1,812	5,637
Impairment on technology assets	—	1,003	1,003
Contract termination costs	1,165	—	1,165
Total	\$ 5,604	\$ 15,668	\$ 21,272

The tables below present a roll forward of our accruals or (deposits) related to GEAR Up, which are as follows: included in Accounts payable, Other current liabilities, or Other current assets:

	For the year ended
	March 31, 2023
Other asset impairments	\$ 7,628
Employee severance and related expenses	5,225
ROU asset impairments	1,812
Impairment on technology assets	1,003
Total	\$ 15,668

GEAR Up	Balance as of March 31,		Balance as of March 31,	
	2023	Charges	Payments	2024
Employee severance and related expenses	\$ —	\$ 6,056	\$ (657)	\$ 5,399
Professional fees	—	1,720	(2,688)	(968)
Other	—	68	(61)	7
Total	\$ —	\$ 7,844	\$ (3,406)	\$ 4,438

Cost reduction and earnings improvement program	Balance as of March 31,		Balance as of March 31,	
	2023	Charges	Payments	2024
Employee severance and related expenses	\$ 5,225	\$ 614	\$ (4,835)	\$ 1,004
Total	\$ 5,225	\$ 614	\$ (4,835)	\$ 1,004

- Other asset impairments related to non-refundable deposits on contracts and capitalized costs on projects abandoned due to product line reassessments.

- Employee costs including severance payments and benefits were recorded for the reduction in workforce across our brands and corporate teams. As of March 31, 2023, \$5,225 of employee related costs were included in other current liabilities on the consolidated balance sheets.
- ROU asset impairments were recorded based on the approved plan to reduce distribution space permanently, and abandon equipment leases related to product line reassessments. Significant assumptions used to estimate fair value of the ROU assets, were the current economic environment, real estate market conditions and general market participant assumptions.
- Technology assets were fully impaired on the cease use date in conjunction with internal projects abandoned due to the restructuring.

There were no other liabilities related to the restructuring plan as of March 31, 2023, except the employee costs described above.

13.14. Long-term Debt

	March 31,		
	2023	2022	
2021 ABL Revolving Credit Facility	\$ —	\$ 170,000	
	March 31,		March 31,
	2024		2023
2022 ABL Revolving Credit Facility	355,000	—	
2022 Term Loan	205,000	—	
Total Principal	Total Principal		
Amount of Credit Agreements	Amount of Credit Agreements	560,000	170,000
4.5% Senior Notes	4.5% Senior Notes	500,000	500,000

Total Principal Amount of Long-Term Debt	Total Principal Amount of Long-Term Debt	1,060,000	670,000
Less: unamortized deferred financing costs	Less: unamortized deferred financing costs	(10,342)	(3,886)
Carrying amount of long-term debt	Carrying amount of long-term debt	1,049,658	666,114
Less: current portion	Less: current portion	(65,000)	—
Carrying amount of long-term debt, excluding current portion	Carrying amount of long-term debt, excluding current portion	\$ 984,658	\$666,114

Credit Agreements—On August 5, 2022, In fiscal year 2023, we refinanced our 2021 ABL Revolving Credit Facility by entering into the 2022 ABL Revolving Credit Facility, which provides for a \$600,000 senior secured asset-based revolving credit facility. The amount available under the 2022 ABL Revolving Credit Facility is the lesser of the total commitment of \$600,000 or a borrowing base based on percentages of eligible receivables, inventory, and cash, minus certain reserves, but, in each case, subject to the excess availability financial covenant under the 2022 ABL Revolving Credit Facility described below. As of **March 31, 2023** **March 31, 2024**, the Excess Availability, or the amount available to borrow under the 2022 ABL Revolving Credit Facility, based on the borrowing base less outstanding borrowings of **\$355,000** **\$220,000** and outstanding letters of credit of **\$15,645**, **\$14,612**, less the minimum required borrowing base of **\$58,472**, **\$57,000**, was **\$155,607**, **\$237,109**. The 2022 ABL Revolving Credit Facility matures on March 31, 2026 (the “Maturity Date”), subject to a customary springing maturity in respect of the 4.5% Notes due 2029 (described below) and the 2022 Term Loan (described below). Any outstanding revolving loans under the 2022 ABL Revolving Credit Facility will be payable in full on the Maturity Date.

Concurrently with the effectiveness of the 2022 ABL Revolving Credit Facility, we also obtained a \$350,000 senior secured asset-based term loan facility (the “2022 Term Loan”). The 2022 Term Loan matures on August 5, 2024 (the “Term Maturity Date”) and is subject to quarterly principal payments on was paid off during the last business day fourth quarter of each quarter in an amount equal to (i) 12.5% of the original principal amount of the 2022 Term Loan if the aggregate outstanding principal balance of the 2022 Term Loan exceeds the Term Loan Formula Threshold described below, or (ii) 10.0% of the original principal amount of the 2022 Term Loan if the aggregate outstanding principal balance of the 2022 Term Loan is equal to or less than the Term Loan Formula Threshold described below. As of March 31, 2023, our quarterly principal payments are equal to 10.0% of the original principal amount of the 2022 Term Loan. The 2022 Term Loan is also subject to certain mandatory prepayment requirements, including with respect to the net cash proceeds from the sale of certain collateral, subject to our rights to reinvest such proceeds, and a percentage of our excess cash flow, to be calculated annually. The Term Loan Formula Threshold is based on a percentage of the appraisal value of eligible intellectual property, eligible machinery and equipment, and the fair market value of eligible real property minus certain reserves. Any outstanding term loans under the 2022 Term Loan will be payable in full on the Term Maturity Date.

fiscal year 2024.

Borrowings under the 2022 ABL Revolving Credit Facility bear interest at a rate equal to either the sum of a base rate plus a margin ranging from 0.25% to 0.75% or the sum of a Term Secured Overnight Financing Rate (“Term SOFR”) plus a credit spread adjustment of 0.10%, plus a margin ranging from 1.25% to 1.75%. The margins vary based on our Average Excess Availability under the 2022 ABL Revolving Credit Facility. As of **March 31, 2023** **March 31, 2024**, the margin under the 2022 ABL Revolving Credit Facility was **0.75%** **0.50%** for base rate loans and **1.750%** **1.50%** for Term SOFR loans. We pay a commitment fee on the unused commitments under the 2022 ABL Revolving Credit Facility of 0.175% per annum.

Borrowings under the 2022 Term Loan bear interest at a rate equal to either the sum of a base rate plus a margin ranging from 2.50% to 3.00% or the sum of Term SOFR plus a credit spread adjustment of 0.10%, plus a margin ranging from 3.50% to 4.00%. The margins vary based on our Term Loan Formula Threshold under the 2022 Term Loan. As of March 31, 2023, the margin under the 2022 Term Loan was 2.50% for base rate loans and 3.50% for Term SOFR loans.

As of March 31, 2023 **March 31, 2024**, the weighted average interest rate for our borrowings under the 2022 ABL Revolving Credit Facility and 2022 Term Loan was **7.24%** **6.66%**.

We incurred **Unamortized** debt issuance costs of \$2,423 related to the 2022 Term Loan were written off during the fourth quarter of approximately \$10,432. The debt issuance costs associated with the 2022 Term Loan are being amortized to fiscal year 2024. This expense is included in interest expense over 2 years, in the consolidated statements of comprehensive income (loss). The remaining unamortized debt issuance costs of approximately \$11,282, including \$11,310, which includes remaining unamortized debt issuance costs related to the 2021 ABL Credit Facility, Facility. The costs are being amortized over the term of the 2022 ABL Revolving Credit Facility, and are included within other current and non-current assets.

We incurred **Unamortized** debt issuance costs of \$2,423 related to the 2022 Term Loan were written off during the fourth quarter of approximately \$10,432. The debt issuance costs associated with the 2022 Term Loan are being amortized to fiscal year 2024. This expense is included in interest expense over 2 years, in the consolidated statements of comprehensive income (loss).

Substantially all domestic tangible and intangible assets of Vista Outdoor and our domestic subsidiaries are pledged as collateral under the 2022 ABL Revolving Credit Facility and 2022 Term Loan Facility.

4.5% Notes—In fiscal year 2021, we issued \$500,000 aggregate principal amount of 4.5% Notes that mature on March 15, 2029. These notes are unsecured and senior obligations. Interest on the notes is payable semi-annually in arrears on March 15 and September 15 of each year. We have had the right to redeem some or all of these notes on or after March 15, 2024 at specified redemption prices. Prior to March 15, 2024, we may redeem some or all of these notes at a price equal to 100% of their principal amount plus accrued and unpaid interest to the date of redemption and a specified make-whole premium. In addition, prior to March 15, 2024, we may redeem up to 40% of the aggregate principal amount of these notes with the net cash proceeds of certain equity offerings, at a price equal to 104.5% of their principal amount plus accrued and unpaid interest to the date of redemption. Debt issuance costs of approximately \$4,491 are being amortized to interest expense over eight years, the term of the notes.

Rank and guarantees—The 2022 ABL Revolving Credit Facility and 2022 Term Loan obligations are obligation is guaranteed on a secured basis, jointly and severally and fully and unconditionally by substantially all of our domestic subsidiaries. Vista Outdoor (the parent company issuer) has no independent assets or operations. We own 100% of all of these guarantor subsidiaries. The 4.5% Notes are senior

unsecured obligations of Vista Outdoor and will rank equally in right of payment with any future senior unsecured indebtedness and senior in right of payment to any future subordinated indebtedness of Vista Outdoor. The 4.5% Notes are fully and unconditionally guaranteed, jointly and severally, by our existing and future domestic subsidiaries that guarantee indebtedness under our 2022 ABL Revolving Credit Facility and 2022 Term Loan or that incur or guarantee certain of our other indebtedness, or indebtedness of any subsidiary guarantor, in an aggregate principal amount in excess of \$75,000. These guarantees are senior unsecured obligations of the applicable subsidiary guarantors. The guarantee by any subsidiary guarantor of our obligations in respect of the 4.5% Notes will be released in any of the following circumstances:

- if, as a result of the sale of its capital stock, such subsidiary guarantor ceases to be a restricted subsidiary,
- if such subsidiary guarantor is designated as an "Unrestricted Subsidiary",
- upon defeasance or satisfaction and discharge of the 4.5% Notes, or
- if such subsidiary guarantor has been released from its guarantees of indebtedness under the 2022 ABL Revolving Credit Facility and 2022 Term Loan and all capital markets debt securities

Interest Rate swaps—During fiscal year 2023, we entered into floating-to-fixed interest rate swaps in order to mitigate the risk of changes in our interest rates on our outstanding variable-rate debt. We will receive variable interest payments from the counterparty lenders in exchange for fixed interest rate payments made by us. As of March 31, 2023, we had the following interest rate swaps outstanding:

	Notional	Fair Value	Pay Fixed	Receive Floating	Maturity Date
Non-amortizing swap	\$ 50,000	\$ (1,087)	4.910%	4.847%	Feb 2026
Non-amortizing swap	25,000	(673)	4.650%	4.698%	Mar 2026

The amount paid or received under these swaps is recorded as an adjustment to interest expense. As of March 31, 2023 losses of \$1,760 were recorded in accumulated other comprehensive income (loss) related to interest rate swaps. All unrealized gains and losses as shown as of March 31, 2023 will be recognized in the consolidated statements of comprehensive income (loss) in interest expense within the next two fiscal years, at their then-current value. No amounts were reclassified from accumulated other comprehensive income (loss) to interest expense as of March 31, 2023. The liability related to the interest rate swaps is recorded as part of other long-term liabilities.

Scheduled Minimum Payments—The scheduled minimum payments on outstanding long-term debt were as follows as of March 31, 2023 March 31, 2024:

Fiscal year 2024	\$ 65,000
Fiscal year 2025	140,000
Fiscal year 2026	\$ 355,000
Fiscal year 2027 2029	220,000
Fiscal year 2028	—
Thereafter	500,000
Total	\$ 1,060,000
	720,000

Covenants

2022 ABL Revolving Credit Facility—Our 2022 ABL Revolving Credit Facility and 2022 Term Loan impose imposes restrictions on us, including limitations on our ability to pay cash dividends, incur debt or liens, redeem or repurchase Vista Outdoor stock, enter into transactions with affiliates, make investments, merge or consolidate with others or dispose of assets. Each of the The 2022 ABL Revolving Credit Facility and 2022 Term Loan contains a financial covenant which requires that Excess Availability under the 2022 ABL Revolving Credit Facility cannot fall below the greater of (a) 10% of the line cap or (b) \$57,000. As a result of this financial covenant, we must maintain Excess Availability of at least the greater of 10% of the line cap or \$57,000 at all times in order to satisfy the financial covenant. In addition, as long as The 2022 ABL Revolving Credit Facility includes a covenant that prohibits the 2022 Term Loan remains outstanding, we also must maintain a maximum consolidated leverage ratio "Planned Separation" (as defined in Vista Outdoor's Form 10-K filing for the credit agreement) fiscal year ended March 31, 2022 with respect to the separation of 3.00:1.00 as Vista Outdoor's Revelyst and The Kinetic Group segments or any analogous transaction with respect to any line of business, business segment or division (or any part thereof) of Vista Outdoor or any subsidiary thereof. In October 2023, we announced our entry into a definitive agreement to sell The Kinetic Group business to Czechoslovak Group a.s. ("CSG") on a cash-free, debt-free basis with a normalized level of

working capital (the "The Kinetic Group Sale" or the "Sporting Products Sale"). See *Sale of The Kinetic Group and Planned Separation* in the Executive Summary and Financial Highlights of Part II, Item 7 of this Annual Report for further discussion of the end of each fiscal quarter. As of March 31, 2023, the consolidated leverage ratio was 1.6. Each of Sporting Products Sale. Vista Outdoor anticipates that the 2022 ABL Revolving Credit Facility and the 2022 Term Loan includes a covenant that prohibits the spin-off of any line of business of Vista Outdoor or certain of its subsidiaries, including the expected separation of our Outdoor Products segment (the "Planned Separation"), and amendment of each such covenant will require the consent of all lenders under the applicable credit facility in order to permit the Planned Separation. Vista Outdoor anticipates that each of the 2022 ABL Revolving Credit Facility and the 2022 Term Loan will be repaid or refinanced in full (or amended to unconditionally release all The Kinetic Group entities from their obligations thereunder) prior to or upon the consummation of the Planned Separation. Sporting Products Sale. If we do not comply with the covenants in the 2022 ABL Revolving Credit Facility, or 2022 Term Loan, the lenders under the applicable facility may, subject to customary cure rights, require the immediate payment of all amounts outstanding under such facility. As noted above, the Excess Availability less the minimum required borrowing base under the 2022 ABL Revolving Credit Facility was **\$155,607** **\$237,109** as of **March 31, 2023** **March 31, 2024**. Vista Outdoor has the option to increase the amount of the 2022 ABL Revolving Credit Facility in an aggregate principal amount not to exceed \$150,000, to the extent that any one or more lenders, whether or not currently party to the 2022 ABL Revolving Credit Facility, commits to be a lender for such amount.

4.5% Notes—The indenture governing the 4.5% Notes contains covenants that, among other things, limit our ability to incur or permit to exist certain liens, sell, transfer or otherwise dispose of assets, consolidate, amalgamate, merge or sell all or substantially all of our assets, enter into transactions with affiliates, enter into agreements restricting our subsidiaries' ability to pay dividends, incur additional indebtedness, pay dividends, make other distributions, repurchase, or redeem our capital stock, prepay, redeem or repurchase certain debt and make loans and investments.

The 2022 ABL Revolving Credit Facility the 2022 Term Loan, and the indenture governing the 4.5% Notes contain cross-default provisions so that noncompliance with the covenants within one debt agreement could also cause a default under the other debt agreement. As of **March 31, 2023** **March 31, 2024**, we were in compliance with the covenants of all of our debt agreements.

However, we cannot provide assurance that we will be able to comply with such financial covenants in the future due to various risks and uncertainties, some of which may be beyond our control. Any failure to comply with the restrictions in the 2022 ABL Revolving Credit Facility and 2022 Term Loan may prevent us from drawing under these loans and may result in an event of default under the 2022 ABL Revolving Credit

Facility, and 2022 Term Loan, which default may allow the creditors to accelerate the related indebtedness and the indebtedness under our 4.5% Notes and proceed against the collateral that secures such indebtedness. We may not have sufficient liquidity to repay the indebtedness in such circumstances.

Cash Paid for Interest on Debt—Cash paid for interest totaled **\$57,404**, **\$49,343**, **\$25,328**, and **\$28,262** **\$25,328** in fiscal years 2024, 2023, 2022, and 2021, 2022, respectively.

14.15. Employee Benefit Plans

Effective February 9, 2015, we sponsored a qualified defined benefit pension and OPEB plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and a SERP plan. These are designed to provide employees with additional security for their retirement. The OPEB Plan was terminated in fiscal 2022 and in fiscal 2018 the pension plan was amended to freeze the accrued benefits and cash balances of the plan, except with respect to additional interest credits required to be made. The SERP plan is immaterial.

Defined Benefit Plan

During fiscal **year** years 2024, 2023, and 2022, we recognized an aggregate net expense for employee defined benefit plans of **\$951**, **\$1,525**, and **\$426** respectively. During fiscal year 2021, we recognized an aggregate net benefit for employee defined benefit plans of **\$86**.

We recognize the funded status of our defined benefit pension plans and other postretirement benefit plans plan measured as the difference between the fair value of the plan assets and the benefit obligation. Benefit obligation balances reflect the projected benefit obligation ("PBO") for our pension plans and accumulated post-retirement benefit obligations ("APBO") for our other post-retirement benefit plans. plan. The weighted average discount rate used to determine the PBO was **4.90%** **5.2%** and **3.60%** **4.9%** as of **March 31, 2023** **March 31, 2024** and 2022, respectively. The increase in the discount rate 2023, respectively, which decreases the PBO and takes into consideration the actual return on the plan assets. PBO. The fair value of the plan assets was **\$143,658** **\$138,247** and **\$171,573** **\$143,658** as of **March 31, 2023** **March 31, 2024** and **2022**, 2023, respectively. The decrease in fair value from prior year related to benefit payments of **(\$13,190)** partially offset by return on plan assets of **\$7,779**. The benefit obligation was **\$167,047** **\$159,006** and **\$192,945** **\$167,047** as of **March 31, 2023** **March 31, 2024** and **2022**, 2023, respectively. The decrease was related to benefit payments of **(\$13,190)** and actuarial gain of **(\$2,700)** partially offset by interest cost of **\$7,849**. This resulted in an unfunded liability of **\$23,389** **\$20,759** and **\$21,372** **\$23,389** as of **March 31, 2023** **March 31, 2024** and **2022**, 2023, respectively, which is primarily recorded within accrued pension and post-employment benefits liability on the consolidated balance sheets.

Since 2018, participating employee's benefits continue to grow based on annual interest credits applied to the employee's cash balance account until the commencement of the employee's benefit. Prior to the amendments, the benefits under the affected plans were determined by a cash balance formula that provided participating employees with an annual pay credit as a percentage of their eligible pay based on their age and eligible service.

The weighted average interest crediting rate was 4% for fiscal years 2023 2024 and 2022, 2023, respectively. The plan assets are invested in a variety of financial funds which have investments in a variety of financial instruments including equities, fixed income, and hedge funds. Plan assets are invested in various asset classes that are expected to produce a sufficient level of diversification and investment return over the long-term. The investment goals are (1) to meet or exceed the assumed actuarial rate of return of **6.5%** **6.25%** and **5.5%** **6.5%** over the long-term within reasonable and prudent levels of risk as of **March 31, 2023** **March 31, 2024** and **2022**, 2023, respectively, and (2) to preserve the real purchasing power of assets to meet future obligations.

Investments in financial funds are valued by multiplying the fund's net asset value ("NAV") per share with the number of units or shares owned as of the valuation date. NAV per share is determined by the fund's administrator or our custodian by deducting from the value of the assets of the fund all its liabilities and the resulting number is divided by the outstanding number of shares or units. Investments held by the funds are valued on the basis of valuations furnished by a pricing service approved by the fund's investment manager, which determines valuations using methods based on market transactions for comparable securities and various relationships between securities which are generally

recognized by institutional traders, or at fair value as determined in good faith by the fund's investment manager. For those assets that are invested within hedge funds there are certain restrictions on redemption of those assets including a one-year lockup period from initial investment and thereafter a 65-day notice period prior to redemption. There are no other significant restrictions on redemption of assets within other asset categories.

Employer contributions and distributions—During fiscal year 2024, we made contributions of \$0 directly to the pension trust, made contributions of \$0 to our other postretirement benefit plans, and made distributions of \$0 directly to retirees under our non-qualified supplemental executive retirement plans, respectively. During fiscal year 2023, we made contributions of \$0 directly to the our pension trust, made contributions of \$0 to our other postretirement benefit plans, and made distributions of \$0 directly to retirees under our non-qualified supplemental executive retirement plans, respectively. During fiscal year 2022, we made contributions of \$1,300 directly to our pension trust, made contributions of \$0 to our other postretirement benefit plans, and made distributions of \$0 directly to retirees under our non-qualified supplemental executive retirement plans, respectively. During fiscal year 2021, we made contributions of \$7,100 directly to our pension trust, made contributions of \$0 to our other postretirement benefit plans, and made distributions of \$0 directly to retirees under our non-qualified supplemental executive retirement plans, respectively.

Substantially all contributions made to our pension trust were required by local funding requirements. We currently expect to make contributions of \$0 \$4,300 during fiscal year 2024, 2025. Required future pension contributions are estimated based upon assumptions such as discount rates on future obligations, assumed rates of return on plan assets, and legislative changes. Actual future pension costs and required funding obligations will be affected by changes to these assumptions.

The following benefit payments, which reflect expected future service, are expected to be paid primarily out of the pension trust:

Fiscal year 2024	\$	13,921
Fiscal year 2025	\$	14,304 14,854
Fiscal year 2026		13,600 13,488
Fiscal year 2027		13,196 13,212
Fiscal year 2028		12,745 13,113
Fiscal year 2029		13,439
Fiscal years 2029 2030 through 2033 2034		62,682 61,959

Defined Contribution Plan

We sponsor a defined contribution retirement plan, a 401(k) savings plan. The plan is a tax-qualified retirement plan subject to the Employee Retirement Income Security Act of 1974 and covers most employees in the U.S.

Total contributions in fiscal years 2024, 2023, and 2022 were \$21,399, \$22,298, and 2021 were \$22,298, \$20,462, and \$12,909, respectively.

15. Income Taxes

Income (loss) before income taxes is as follows:

	Current:	Years ended March 31,			Current:	Years ended March 31,			2022
						2024	2023		
		2023	2022	2021					
Current:	Current:								
U.S.	U.S.	\$ 44,494	\$ 619,464	\$ 259,009					
Non-U.S.	Non-U.S.	6,168	1,494	375					
Income before income taxes		\$ 50,662	\$ 620,958	\$ 259,384					
Income (loss) before income taxes									

Our income tax (provision) benefit consists of:

	Current:	Years ended March 31,			Current:	Years ended March 31,			2022
						2024	2023		
		2023	2022	2021					
Current:	Current:								
Federal	Federal	\$ (94,041)	\$ (107,429)	\$ 15,723					
State	State	(9,263)	(28,119)	(18,684)					
Non-US	Non-US	(324)	(739)	(350)					
Deferred:	Deferred:								
Federal	Federal	42,445	(10,327)	2,668					
State	State	(253)	(1,483)	7,271					
Non-US	Non-US	1,056	365	—					

Income tax (provision) benefit	\$ (60,380)	\$ (147,732)	\$ 6,628
Income tax benefit (provision)			

The items responsible for the differences between the federal statutory rate and our effective rate are as follows:

	Years ended March 31,			Years ended March 31,		
	2023	2022	2021	2024	2023	2022
Statutory federal income tax rate	Statutory federal income tax rate	21.0 %	21.0 %	21.0 %	Statutory federal income tax rate	21.0 %
State income taxes, net of federal impact	State income taxes, net of federal impact	14.2 %	3.9 %	4.6 %	State income taxes, net of federal impact	14.2 %
Foreign derived intangible income	Foreign derived intangible income	(13.1)%	(1.0)%	(1.2)%	Foreign derived intangible income	(1.0)%
Nondeductible goodwill impairment	Nondeductible goodwill impairment	110.1 %	— %	— %	Nondeductible goodwill impairment	110.1 %
Nondeductible earnouts	Nondeductible earnouts	(7.5)%	0.2 %	— %	Nondeductible earnouts	0.2 %
Nondeductible loss on divestiture		— %	— %	(0.4)%		
Change in tax contingency	Change in tax contingency	(1.4)%	(0.7)%	(3.6)%	Change in tax contingency	(0.7)%
Impact of law changes		— %	— %	(4.1)%		
Valuation allowance		— %	— %	(19.0)%		
Other	Other	(4.1)%	0.4 %	0.1 %	Other	0.4 %
Effective income tax rate	Effective income tax rate	119.2 %	23.8 %	(2.6)%	Effective income tax rate	23.8 %

The effective tax rate for the current year is reflective of the federal statutory rate of 21% increased by the beneficial deductions for foreign derived intangible income and changes in tax contingency, partially offset by nondeductible impairment of goodwill and state taxes, partially offset by the deduction for foreign derived intangible income, nondeductible earnouts.

The current year increase in the effective tax rate as compared to the prior fiscal year is primarily due to the impact of nondeductible impairment of goodwill.

Deferred income taxes arise because of differences in the timing of the recognition of income and expense items for financial statement reporting and income tax purposes. The net effect of these temporary differences between the carrying amounts of assets and liabilities are classified in the consolidated financial statements of financial position as non-current assets or liabilities. As of **March 31, 2023** **March 31, 2024** and **2022** **2023**, the components of deferred tax assets and liabilities were as follows:

	March 31,		March 31,		2023
	2023	2022	2024		
Deferred tax assets:	Deferred tax assets:				
Inventories					
Inventories					
Inventories	Inventories	\$ 18,628	\$ 7,178		
Retirement benefits	Retirement benefits	6,228	5,384		
Accounts receivable	Accounts receivable	8,245	6,664		

Accruals for employee benefits	Accruals for employee benefits	9,063	7,917
Other reserves	Other reserves	3,597	3,146
Loss and credit carryforwards	Loss and credit carryforwards	5,368	3,082
Capital loss carryforward	Capital loss carryforward	19,390	19,598
Operating lease liabilities	Operating lease liabilities	25,922	18,984
Other	Other	9,511	4,926
Total deferred tax assets	Total deferred tax assets	105,952	76,879
Valuation allowance	Valuation allowance	(21,382)	(20,417)
Total net deferred assets	Total net deferred assets	84,570	56,462
Deferred tax liabilities:	Deferred tax liabilities:		
Intangible assets	Intangible assets	(86,956)	(43,957)
Intangible assets			
Intangible assets			
Property, plant, and equipment	Property, plant, and equipment	(13,970)	(24,571)
Operating lease assets	Operating lease assets	(24,393)	(17,238)
Total deferred tax liabilities	Total deferred tax liabilities	(125,319)	(85,766)
Net deferred income tax liability		\$(40,749)	\$(29,304)
Net deferred income tax asset (liability)			

As of March 31, 2023, our deferred tax assets were primarily the result of capital loss carryforwards and other deferred tax assets. We have capital loss carryforwards totaling \$19,390 \$19,472 as of March 31, 2023 March 31, 2024, which, if unused, will expire in fiscal year 2025.

As of March 31, 2023 March 31, 2024, there are federal and state net operating loss and credit carryovers of \$5,368, \$5,726, which, if unused, will expire in years March 31, 2024 March 31, 2025 through March 31, 2044 March 31, 2045. The carryforwards expiring in fiscal year 2024 2025 are not material.

We have valuation allowances on certain deferred tax assets of \$21,605 and \$21,382 at March 31, 2024 and \$20,417 at March 31, 2023 and 2022, 2023, respectively. The increase in valuation allowance from year end 2022 2023 to year end 2023 was 2024 is primarily due to U.S. state tax attributes.

We have outside basis differences from foreign subsidiaries for which no deferred tax liability has been recorded, as we intend to indefinitely reinvest these balances. Determination of the amount of any unrecognized deferred income tax liability on the temporary difference for these indefinitely reinvested undistributed earnings is not practicable.

Income taxes paid, net of refunds, totaled \$43,201 \$65,161 and \$139,238 \$43,201 in fiscal years 2024 and 2023, and 2022, respectively.

We filed amended income tax returns in fiscal year 2021 requesting total refunds of \$42,193, as permitted by the CARES Act. These refunds, plus interest, were received in fiscal year 2023.

As of **March 31, 2023** **March 31, 2024** and **2022** **2023**, unrecognized tax benefits, including interest and penalties, that have not been recorded in the financial statements amounted to **\$28,692** **\$24,853** and **\$24,719** **\$28,692**, respectively. Of these amounts, inclusive of interest and penalties, **\$24,419** **20,327** and **\$21,139** **\$24,419**, for fiscal years **2023** **2024** and **2022** **2023**, respectively, would affect the effective tax rate. It is expected that an **\$8,703** **\$716** reduction of the liability for unrecognized tax benefits will occur in the next 12 months.

We have classified uncertain tax positions as non-current income tax liabilities unless expected to be paid within one year. A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties, is as follows:

	Years ended March 31,		
	2023	2022	2021
Unrecognized Tax Benefits			
—beginning of period	\$ 19,455	\$18,071	\$23,513
	Years ended March 31,		
	2024		Years ended March 31,
	2024		2022
Unrecognized tax benefits—beginning of period			
Gross increases—tax positions in prior periods	Gross increases—tax positions in prior periods	— 304	2,713
Gross decreases—tax positions in prior periods	Gross decreases—tax positions in prior periods	— —	—
Gross increases—current-period tax positions	Gross increases—current-period tax positions	5,258 6,581	2,716
Gross decreases—current-period tax positions	Gross decreases—current-period tax positions	— —	—
Settlements	Settlements	— —	—
Lapse of statute of limitations	Lapse of statute of limitations	(1,994) (5,501)	(10,871)
Unrecognized Tax Benefits			
—end of period	\$ 22,719	\$19,455	\$18,071
Unrecognized tax benefits—end of period			

We report income tax-related interest income within the income tax provision. Penalties and tax-related interest expense are also reported as a component of the income tax provision. As of **March 31, 2023** **March 31, 2024** and **2022**, **2023**, **\$2,708** and **\$2,462** and **\$2,406** of income tax-related interest and **\$3,509** **\$3,691** and **\$2,856** **\$3,509** of penalties were included in accrued income taxes, respectively. As of **March 31, 2023** **March 31, 2024**, **2022**, **2023**, and **2021**, **2022**, our current tax provision included **\$2,635**, **\$2,503**, **\$2,128**, and **\$1,676**, **\$2,128**, respectively, of expense related to interest and penalties.

16.17. Commitments and Contingencies

We lease certain warehouse, distribution and office facilities, vehicles, and office equipment under operating leases. These operating lease liabilities represent commitments for minimum lease payments under non-cancelable operating leases in the amount of **\$180,908**, **\$176,314**. See Note 3, *Leases*.

As of **March 31, 2023** **March 31, 2024**, we have known purchase commitments of **\$175,902** which **\$146,733** which are **defined** **defined** as an agreement to purchase goods or services that is enforceable and legally binding on us and that specifies all significant terms, including: fixed or minimum quantities to be purchased; fixed minimum or variable price

provisions; and the approximate timing of the transaction. We also issued guarantees in the form of standby letters of credit of \$15,645 \$14,612 as of March 31, 2023 of March 31, 2024.

Litigation

From time-to-time, we are subject to various legal proceedings, including lawsuits, which arise out of, and are incidental to, the conduct of our business. We do not consider any of such proceedings that are currently pending, individually or in the aggregate, to be material to our business or likely to result in a material adverse effect on our operating results, financial position, or cash flows.

Environmental liabilities

Our operations and ownership or use of real property are subject to a number of federal, state, and local environmental laws and regulations, as well as applicable foreign laws and regulations, including those governing the discharge of hazardous materials, remediation of contaminated sites, and restoration of damage to the environment. We are obligated to conduct investigation and/or remediation activities at certain sites that we own or operate or formerly owned or operated.

Certain of our former subsidiaries have been identified as PRPs, along with other parties, in regulatory agency actions associated with hazardous waste sites. As a PRP, those former subsidiaries may be required to pay a share of the costs of the investigation and clean-up of these sites. In that event, we would be obligated to indemnify those subsidiaries for those costs. While uncertainties exist with respect to the amounts and timing of the ultimate environmental liabilities, based on currently available information, we have concluded that these matters, individually or in the aggregate, will not have a material adverse effect on our operating results, financial position, or cash flows. We have recorded a liability for environmental remediation of \$717,280 as of March 31, 2023 March 31, 2024 and \$697,717 as of March 31, 2022 March 31, 2023.

We could incur substantial additional costs, including cleanup costs, resource restoration, fines, and penalties or third-party property damage or personal injury claims, as a result of violations or liabilities under environmental laws or non-compliance with environmental permits. While environmental laws and regulations have not had a material adverse effect on our operating results, financial condition, or cash flows in the past, and we have environmental management programs in place to mitigate these risks, it is difficult to predict whether they will have a material impact in the future.

17.18. Stockholders' Equity

We have authorized 50,000,000 shares of preferred stock, par value \$1.00, none of which have been issued.

As of March 31, 2023 March 31, 2024, we maintain an equity incentive plan (the "2020 Vista Outdoor Inc. Stock Incentive Plan" or the "Plan"), which became effective on August 4, 2020. The Plan was established to govern equity awards granted to our employees and directors and provides for awards of incentive stock options, stock appreciation rights, restricted stock and restricted stock units, dividend equivalents, performance awards, stock awards, and other stock-based awards. We issue shares from the Plan upon the vesting of performance awards, restricted stock units, grant of restricted stock, or exercise of stock options and the awards are accounted for as equity-based compensation.

As of August 4, 2020, we were authorized to issue up to 3,351,200 common shares under the Plan. As of March 31, 2023 March 31, 2024, 1,426,813 251,349 common shares remain available to be granted.

Performance Based Awards

We currently grant two types of stock-based performance based awards: performance awards and performance awards with a TSR award modifier. The number of shares that could be issued range from 0% to 200% of the participant's target award.

Performance awards are awards in which the number of shares ultimately received depends on performance against specified metrics over a two to three-year performance period. These performance metrics are established on the grant date. At the end of the performance period, the number of shares of stock that could be issued is fixed based upon the degree of achievement of the performance goals. Performance awards are initially valued at our closing stock price on the date of grant. Stock compensation expense is recognized on a straight-line basis over the vesting period. The expense recognized over the vesting period is adjusted up or down based on the anticipated performance level during the performance period. If the performance metrics are not probable of achievement during the performance period, compensation expense would be reversed. The awards are forfeited if the threshold performance metrics are not achieved as of the end of the performance period. The performance share vest at the end of the performance period.

Performance awards with a TSR modifier are stock-based awards for which the number of shares ultimately received depends on our performance against specified metrics over a three-year performance period and the performance of our common stock over a three-year period relative to that of our peer group. These performance metrics are established on the grant date. At the end of the performance period, the number of shares of stock that could be issued is based upon the degree of achievement of the performance goals. The participants could earn from 0% up to 200% of the three-year target award shares, subject to continued service through the vesting date. After the number of shares earned based on our performance goals is determined, the relative TSR modifier may either increase or decrease the number of shares earned from +20% to -20%, but not over 200% of target shares, based on the performance of our common stock over a three-year period relative to that of our peer group. The fair value of these awards is derived using the Monte Carlo simulation which utilizes our closing stock price on the date of grant and the stock volatility, dividend yield and market correlation of Vista to its peer group. The expense recognized over the vesting period is adjusted up or down based on the anticipated performance level during the performance period. If the performance metrics are not probable of achievement during the performance period, compensation expense would be reversed.

The awards are forfeited if the threshold performance metrics are not achieved as of the end of the performance period. The performance shares vest at the end of the performance period.

We granted 67,169 90,847 performance awards during fiscal year 2023, 2024. We granted no 258,538 performance awards with a TSR modifier during fiscal year 2023, 2024. There were 1,351,864 6,763 performance awards earned during fiscal year 2024. There were 87,124 performance awards with a TSR modifier shares earned during fiscal year 2023, 2024 that were subject to a three-year performance period related to certain performance goals. Based on our performance, participants earned 200% 100% of the performance awards granted to them and the TSR modifier was not applicable.

The weighted average grant date fair value for performance based award grants was \$27.42, \$29.66, \$37.88, and \$27.11 \$37.88 in fiscal years 2024, 2023, 2022, and 2021, 2022, respectively.

A summary of our performance based awards for fiscal year 2023/2024 is presented below:

		Weighted average grant date fair value	
		Shares	Shares
Nonvested as of March 31, 2022		1,041,642	\$ 30.12
Nonvested as of March 31, 2023			
Cancelled/forfeited	Cancelled/forfeited	(189,975)	34.94
Earned (1)	Earned (1)	(1,351,864)	26.71
Adjustment for payout (2)		675,932	26.71
Awarded	Awarded	67,169	29.66
Nonvested as of March 31, 2023		<u>242,904</u>	\$ 35.72
Nonvested as of March 31, 2024			

(1) Performance shares are earned and vest at the end of the performance period based on the performance criteria achieved, subject to continued service through the vesting date.

(2) Adjustment equals the difference between performance shares issued at target and the 200% of target shares earned during fiscal year 2023.

As of March 31, 2023/March 31, 2024, the unamortized compensation expense related to these awards was \$3,546, \$5,840, which is expected to be recognized over a weighted-average period of 1.51.8 years.

Stock Option awards

Stock options may be granted periodically, with an exercise price equal to the fair value of common stock on the date of grant, and generally vest from one to three years from the date of grant. Stock options are generally granted with ten-year terms. We recorded compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model. The model uses various assumptions, including a risk-free interest rate, the expected term of the options, the expected stock price volatility, and the expected dividend yield. There were no stock options granted during fiscal years 2024, 2023, 2022, and 2021, 2022.

A summary of our stock option activity for fiscal year 2023/2024 is presented below:

		Weighted average	Weighted remaining average	Weighted contractual average	Aggregate
		Shares	exercise price	life (in years)	intrinsic value
Outstanding as of March 31, 2022		368,689	\$ 13.65	6.1	\$ 8,128
Outstanding and exercisable as of March 31, 2023					
Forfeited/expired	Forfeited/expired	(2,159)	16.06		
Exercised	Exercised	<u>(321,260)</u>	13.04		
Outstanding and exercisable as of March 31, 2023		<u>45,270</u>	\$ 17.86	4.1	\$ 536
Exercised					
Outstanding and exercisable as of March 31, 2024					
Outstanding and exercisable as of March 31, 2024					
Outstanding and exercisable as of March 31, 2024					

There were 10,915, 321,260, 28,921, and 92,604 28,921 options exercised during fiscal years 2024, 2023, 2022, and 2021, 2022, respectively. The total intrinsic value of options exercised during fiscal years 2024, 2023, and 2022 was \$143, \$4,828, and 2021 was \$4,828, \$1,102, and \$1,896, respectively. Cash received from options exercised during fiscal years 2024, 2023, and 2022 was \$162, \$4,213, and 2021 was \$4,213, \$533, and \$1,386, respectively.

As of **March 31, 2023** **March 31, 2024**, there was no unrecognized compensation cost related to stock option awards.

Restricted Stock Units

Restricted stock units granted to certain key employees and non-employee directors totaled **378,938** **958,618** shares in fiscal year **2023** **2024**. The weighted average grant date fair value of restricted stock units granted was **\$30.66**, **\$27.82**, **\$34.58**, and **\$17.31** **\$34.58** in fiscal years **2024**, **2023**, **2022**, and **2021**, **2022**, respectively. Restricted stock units vest over periods generally ranging from one to three years from the date of award and are valued at the market price of common stock as of the grant date.

A summary of our restricted stock unit award activity for fiscal year **2023** **2024** is presented below.

		Shares	Weighted average grant date fair value
Nonvested as of			
March 31, 2022		890,573	\$ 22.56
Nonvested as of			
March 31, 2023			
Granted	Granted	378,938	27.82
Vested	Vested	(437,371)	18.01
Forfeited	Forfeited	(91,117)	28.74
Nonvested as of			
March 31, 2023		<u>741,023</u>	\$ 27.43
Nonvested as of			
March 31, 2024			

As of **March 31, 2023** **March 31, 2024**, the total unrecognized compensation cost related to non-vested restricted stock units was **\$13,878** **\$29,943** and is expected to be realized over a weighted average period of 1.9 years.

Total pre-tax stock-based compensation expense of **\$11,450**, **\$28,119**, **\$27,407**, and **\$13,303** **\$27,407** was recognized during fiscal years **2024**, **2023**, **2022**, and **2021**, **2022**, respectively. The total income tax benefit recognized in the consolidated statements of comprehensive income (loss) for share-based compensation was **\$2,023**, **\$6,020**, **\$4,882**, and **\$2,673** **\$4,882** during fiscal years **2024**, **2023**, **2022**, and **2021**, **2022**, respectively.

Share Repurchases

Repurchases of shares during fiscal years **2024**, **2023**, **2022**, and **2021** **2022** were 0, 0, and 2,981, 0, respectively. See Part II, Item 5 of this Annual Report for details on our share repurchase programs.

18.19. Operating Segment Information

As we are currently organized into four operating and reportable segments. During the third fiscal quarter of **March 31, 2023**, **2024**, we had eight operating segments which have been aggregated into two reportable segments, Sporting Products and Outdoor Products. This is consistent with how our chief operating decision maker (CODM), our Chief Executive Officer, allocates resources and makes decisions. Our Ammunition operating segment is in its own reportable segment which has been changed the name of the formerly named Sporting Products. We aggregate our Outdoor Accessories, Sports Protection, Outdoor Cooking, Hydration, Golf, Fishing, and Cycling operating segments into the Outdoor Products reportable segment. The operating segments aggregating into our Outdoor Products reportable segment rely primarily to Revelyst and our formerly named Sporting Products reportable segment to the Kinetic Group. During the fourth fiscal quarter of 2024, we reorganized the former Revelyst reportable segment into three reportable segments, Revelyst Outdoor Performance, Revelyst Adventure Sports, and Revelyst Precision Sports Technology based on international suppliers to manufacture brand portfolios. Our segment reporting is based upon the products they sell, which impacts their economic characteristics in a similar manner. These "management approach," i.e., how we organize operating segments also share other commonalities for which separate financial information is (1) available and (2) evaluated regularly by the Chief Operating Decision Maker, or risks, such decision-making group, in deciding how to allocate resources and in assessing performance. Our Chief Operating Decision Makers (CODMs) are our two Co-Chief Executive Officers.

- The Kinetic Group consists of our ammunition brands. The primary products of this segment include ammunition used for training, hunting, target shooting and personal protection.
- Revelyst Outdoor Performance primarily consists of our outdoor cooking, fishing, outdoor accessories and technical gear and apparel brands. The primary products of this segment include waders, sportswear, outerwear, footwear and fishing tools and accessories, performance optics, outdoor accessories and outdoor cooking equipment.
- Revelyst Adventure Sports primarily consists of our protective gear and apparel, footwear, hydration and e-mobility brands. The primary products of this segment include motocross, mountain biking, cycling, and snow sports protection and accessories, as well as bike hydration packs and water bottles, and e-bikes.

- Revelyst Precision Sports Technology primarily consists of our golf technology or intellectual property sharing, common regulated environments, similar input cost risks, brands. The primary products of this segment include high-performance golf GPS devices, laser rangefinders and nature of their products. Consumers of the products in these operating segments are typically looking to upgrade or replace their products in a similar time frame. launch monitors.

Our CODMs rely on internal management reporting that analyzes our operating segment's segment operating income. Certain corporate-related costs and other non-recurring costs are not allocated to the segments in order to present comparable results from period to period and are not utilized by management in determining segment profitability. As segment assets are not reported to or used by the CODMs to measure business performance or allocate resources, total segment assets are not presented below.

No customer contributed more than 10% of sales during fiscal years 2024, 2023, 2022, and 2021, 2022.

Our sales to foreign customers were \$476,686, \$530,197, \$435,175, and \$319,568 in fiscal years 2024, 2023, 2022, and 2021, 2022, respectively. During fiscal year 2023, 2024, approximately 26% 30%, 10%, 50%, 10% of these sales were in Sporting Products The Kinetic Group, Revelyst Outdoor Performance, Revelyst Adventure Sports, and 74% were in Outdoor Products. Revelyst Precision Sports Technology, respectively. Sales to no individual country outside the U.S. accounted for more than 5% of our sales in fiscal years 2024, 2023, 2022, and 2021, 2022.

The following table contains information used to evaluate our operating segments for the periods presented below:

Year ended March 31, 2023				Fiscal year ended March 31, 2024								
				The Kinetic Group		Revelyst Outdoor Performance		Revelyst Adventure Sports	Revelyst Precision Sports Technology	Reportable segment totals	Corporate and other reconciling items (a)	Total
				Sporting Products	Outdoor Products	reconciling items (a)	Total					
Sales, net	Sales, net	\$1,757,932	\$1,321,875	\$ —	\$3,079,807							
Gross profit	Gross profit	653,516	386,914	(9,533)	1,030,897							
Operating income	Operating income	\$ 552,232	\$ 62,423	\$ (506,800)	\$ 107,855							
Other income, net				2,124								
Operating income												
Operating income												
Other (expense) income, net												
Interest expense, net	Interest expense, net					(59,317)						
Income before income taxes					\$ 50,662							
Income (loss) before income taxes												
Capital expenditures	Capital expenditures	\$ 25,886	\$ 13,207	\$ 2,407	\$ 41,500							
Capital expenditures												
Capital expenditures												
Depreciation and amortization	Depreciation and amortization	25,087	62,829	4,173	92,089							
Fiscal year ended March 31, 2022				Fiscal year ended March 31, 2023								
				The Kinetic Group	(b) Revelyst Outdoor Performance	(b) Revelyst Adventure Sports	(b) Revelyst Precision Sports Technology	Reportable segment totals	Corporate and other reconciling items (a)			
				Sporting Products	Outdoor Products	reconciling items (a)	Total					
Sales, net	Sales, net	\$1,737,891	\$1,306,730	\$ —	\$3,044,621							
Gross profit	Gross profit	712,160	399,447	(2,375)	1,109,232							
Operating income	Operating income	\$ 600,415	\$ 164,494	\$ (118,687)	\$ 646,222							
Operating income												
Operating income												

(a) Reconciling items represent includes corporate general and administrative expenses of \$140,861, \$126,185, and \$107,325 for the fiscal years 2024, 2023, and 2022, respectively, plus other income (expense) non-recurring costs that are not allocated to the segments in order to present comparable results as presented to the CODMs. Reconciling items in fiscal year 2024 included by management goodwill and intangibles impairment of \$220,070, post-acquisition compensation expense of \$1,328 allocated from the businesses acquired, and change

in determining segment operating income.

the estimated fair value of the contingent consideration payable of \$5,855. Reconciling items in fiscal year 2023 included goodwill and intangibles impairment of \$374,355, inventory fair value step-up expenses related to the Fox Racing and Simms **Fishing** acquisitions of \$8,079, restructuring expense of \$11,620, transition expense of \$2,941, post-acquisition compensation expense of \$11,130 allocated from the businesses acquired, and non-cash income for the change in the estimated fair value of the contingent consideration payable of \$27,510 \$(27,510) related to acquisitions.

Reconciling items in fiscal year 2022 included fair value step-up in inventory of \$2,375, and post-acquisition compensation expense of \$8,987 allocated from businesses acquired.

Reconciling items in (b) During the fourth quarter of fiscal year 2021 included an \$18,467 gain on divestiture and \$690 in inventory step-up expense from businesses acquired. 2024, we modified our reportable segments. Accordingly, prior comparative periods have been restated to conform to the change.

Sales, net exclude all intercompany sales between **Sporting Products** and **Outdoor Products**, our reportable segments, which were not material for any of the fiscal years presented.

20. Subsequent Event

On May 1, 2024, we completed the divestiture of the RCBS brand. This business was part of The Revelyst Outdoor Performance reportable segment.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our **Chief Co-Chief Executive Officer** and Chief Financial Officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of **March 31, 2023** **March 31, 2024**, and have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit is accumulated and communicated to management, including the **Chief Co-Chief Executive Officer** and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During fiscal year 2023, we acquired certain assets of Fox Racing, which is being integrated into our **Outdoor Products** segment. As part of our ongoing integration activities, we are continuing to incorporate our controls and procedures into our business and to augment our company-wide controls to reflect the risks inherent in this acquisition. There 2024, there were no other changes in our internal control over financial reporting during fiscal year 2023 (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

The management of Vista Outdoor prepared and is responsible for the consolidated financial statements and all related financial information contained in this Annual Report. This responsibility includes establishing and maintaining adequate internal control over financial reporting. Vista Outdoor's internal control over financial reporting was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

To comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, Vista Outdoor designed and implemented a structured and comprehensive assessment process to evaluate its internal control over financial reporting. The assessment of the effectiveness of Vista Outdoor's internal control over financial reporting was based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Management regularly monitors Vista Outdoor's internal control over financial reporting, and actions are taken to correct any deficiencies as they are identified.

Management has excluded from its assessment the internal control over financial reporting at Fox, which we acquired during the second quarter of fiscal year 2023, and constitutes net loss of \$18,857, 14.7% of total assets, and 5.9% of net sales of the consolidated financial statement amounts as of and for the year ended March 31, 2023.

Based on our assessment, management has concluded that Vista Outdoor's internal control over financial reporting is effective as of **March 31, 2023** **March 31, 2024**.

Our internal control over financial reporting as of **March 31, 2023** **March 31, 2024**, has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included herein.

May 29, 2024

/s/ **Gary L. McArthur** Eric Nyman

Eric Nyman

(Co-Chief Executive Officer)

/s/ **Jason Vanderbrink**

Jason Vanderbrink

(Co-Chief Executive Officer)

/s/ **Andrew Keegan**

Andrew Keegan

Interim Vice President and Chief Financial Officer

Gary L. McArthur

Interim Chief Executive Officer

May 25, 2023

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Vista Outdoor Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Vista Outdoor Inc. and subsidiaries (the "Company") as of **March 31, 2023** **March 31, 2024**, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of **March 31, 2023** **March 31, 2024**, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended **March 31, 2023** **March 31, 2024**, of the Company and our report dated **May 25, 2023**, **May 29, 2024** expressed an unqualified opinion on those consolidated financial statements.

As described in Management's Report on Internal Control over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Fox Racing, which was acquired during the second quarter of fiscal year 2023, and whose financial statements constitute a net loss of \$18.9M, 14.7% of total assets and 5.9% of net sales of the consolidated financial statement amounts, as of and for the year ended March 31, 2023. Accordingly, our audit did not include the internal control over financial reporting at Fox Racing.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ Deloitte & Touche LLP

Salt Lake City, Utah Minneapolis, Minnesota

May 25, 2023 29, 2024

ITEM 9B. OTHER INFORMATION

None. Regulation S-K, Item 408(a) disclosure: During the fiscal quarter ending March 31, 2024, no director or officer of the Company has adopted or terminated any contract, instruction, or written plan for the purchase or sale of securities of the Company intended to satisfy the affirmative defense conditions of Rule 10b5-1(c), or any non-Rule 10b5-1 trading arrangement.

We have adopted an Insider Trading Policy which is applicable to our directors, officers, and employees that is designed to promote compliance with federal securities laws, rules and regulations, as well as the rules and regulations of the NASDAQ Stock Market. A copy of our Insider Trading Policy is furnished as Exhibit 19.1 to this Annual Report.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable. **None.**

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information regarding our directors is incorporated by reference from the section entitled *Proposal 1—Election of Directors* and under the heading *The Vista Outdoor Board of Directors* in the section entitled *Corporate Governance at Vista Outdoor* in our Proxy Statement for the **2023 2024** Annual Meeting of Stockholders to be filed with the SEC not later than 120 days after the close of fiscal year **2023 2024** (the "**2023 2024** Proxy Statement"). Information regarding our executive officers incorporated by reference from the section entitled *Corporate Governance at Vista Outdoor* under the heading *Information About Our Executive Officers* to be included in the **2023 2024** Proxy Statement.

Information regarding our code of ethics (Vista Outdoor's *Code of Business Ethics*), which we have adopted for all directors, officers and employees, is incorporated by reference from the section entitled *Corporate Governance at Vista Outdoor—Code of Business Ethics* to be included in the **2023 2024** Proxy Statement. Our *Code of Business Ethics* is available on our website at www.vistaoutdoor.com by selecting *Investors* and then *Governance*.

Information regarding our Audit Committee, including the Audit Committee's financial expert, is incorporated by reference from the section entitled *Corporate Governance at Vista Outdoor—Organization of the Board of Directors—Committees of the Board of Directors—Audit Committee* to be included in the **2023 2024** Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

Information regarding the compensation of our named executive officers is incorporated by reference from the section entitled *Compensation Discussion and Analysis, Named Executive Officer Compensation Tables, and Compensation Committee Report* to be included in the **2023 2024** Proxy Statement.

Information regarding compensation of our directors is incorporated by reference from the section entitled *Director Compensation* to be included in the **2023 2024** Proxy Statement.

Information regarding the compensation committee interlocks is incorporated by reference from the section entitled *Corporate Governance at Vista Outdoor—Compensation Committee Interlocks and Insider Participation* to be included in the **2023 2024** Proxy Statement.

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

Information regarding the security ownership of certain beneficial owners and management is incorporated by reference from the section entitled *Security Ownership of Certain Beneficial Owners and Security Ownership of Directors and Executive Officers* to be included in the **2023 2024** Proxy Statement.

Information regarding the securities authorized for issuance under equity compensation plans is incorporated by reference from the section entitled *Securities Authorized for Issuance Under Equity Compensation Plans* to be included in the **2023 2024** Proxy Statement.

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

Information regarding transactions with related persons is incorporated by reference from the section entitled *Related Person Transactions* to be included in the **2023 2024** Proxy Statement.

Information about director independence is incorporated by reference from the section entitled *Corporate Governance at Vista Outdoor—Director Independence* to be included in the **2023 2024** Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information about principal accountant fees and services as well as related pre-approval policies and procedures is incorporated by reference from the section entitled *Fees Paid to Independent Registered Public Accounting Firm* to be included in the **2023 2024** Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this Report

1. Financial Statements

The following is a list of all of the Consolidated Financial Statements included in Part II, Item 8 of Part II, this Annual Report.

	Page
Report of Independent Registered Public Accounting Firm	40 44
Consolidated Balance Sheets	43 47
Consolidated Statements of Comprehensive Income (Loss)	44 48
Consolidated Statements of Cash Flows	45 49
Consolidated Statements of Stockholders' Equity	46 50
Notes to the Consolidated Financial Statements	47 51

2. Financial Statement Schedules

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission have been omitted because of the absence of the conditions under which they are required or because the information required is shown in the financial statements or notes thereto.

3. Exhibits

The following exhibits with an exhibit number followed by an asterisk (*) are filed electronically with this report. All other exhibits listed below are incorporated by reference from the document listed.

Exhibit Number	Description of Exhibit (and document from which incorporated by reference, if applicable)
2.1 +	Stock Purchase Agreement, dated as of July 5, 2019, by and among Vista Outdoor Operations LLC, Caliber Company, Long Range Acquisition LLC, and Vista Outdoor Inc. (Exhibit 2.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 8, 2019).
2.2 +	Stock Purchase Agreement, dated as of September 9, 2021, by and among Vista Outdoor Inc., the Seller Guarantors named therein, the Sellers named therein, WAWGD, Inc. (d/b/a Foresight Sports, Inc.), WAWGD NEWCO, Inc., and Fortis Advisors LLC, as Seller Representative (Exhibit 2.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 10, 2021).
2.3 +	Share Purchase Agreement, dated as of June 30, 2022, by and among Fox Parent Holdings, LLC, Fox (Parent) Holdings, Inc., Vista Outdoor Operations LLC and Vista Outdoor Inc. (solely in its capacity as a guarantor) (Exhibit 2.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 6, 2022).
2.4 +	Agreement and Plan of Merger, dated as of July 22, 2022, by and among Vista Outdoor Operations LLC, Trophy Merger Sub, LLC, Simms Fishing Products LLC, Shareholder Representative Services LLC, as the Equity holder Representative and Vista Outdoor Inc. (solely in its capacity as a guarantor) (Exhibit 2.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 28, 2022).
2.5 +	Agreement and Plan of Merger, dated as of October 15, 2023 by and among Vista Outdoor Inc., Revelyst, Inc., CSG Elevate II Inc., CSG Elevate III Inc., and, solely for the purposes of the Guarantor Provisions, CZECHOSLOVAK GROUP a.s. (Exhibit 2.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 16, 2023).
2.6 +	Amendment No. 1 to Agreement and Plan of Merger, dated as of May 27, 2024, by and among Vista Outdoor Inc., Revelyst, Inc., CSG Elevate II Inc., CSG Elevate III Inc. and CZECHOSLOVAK GROUP a.s. (Exhibit 2.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 28, 2024).
2.7 +	Separation Agreement, dated as of October 15, 2023 by and between Vista Outdoor Inc. and Revelyst, Inc. (Exhibit 2.2 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 16, 2023).

Exhibit Number	Description of Exhibit (and document from which incorporated by reference, if applicable)
2.8 +	Employee Matters Agreement, dated as of October 15, 2023 by and between Vista Outdoor Inc. and Revelyst, Inc. (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 16, 2023).
3.1	Amended and Restated Certificate of Incorporation of Vista Outdoor Inc. (Exhibit 3.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 10, 2014).
3.2	Certificate of Amendment to Vista Outdoor Inc. Amended and Restated Certificate of Incorporation (Exhibit 3.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 10, 2018).
3.3	Vista Outdoor Amended and Restated Bylaws (Exhibit 3.2 to Vista Outdoor's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 3, 2023). May 3, 2023.
4.1	Specimen Common Stock Certificate of Vista Outdoor Inc. (Exhibit 4.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 10, 2014).

Exhibit Number	Description of Exhibit (and document from which incorporated by reference, if applicable)
4.2	Description of Common Stock (Exhibit 4.7 to Vista Outdoor Inc.'s Annual Report on Form 10-K filed with the Securities and Exchange Commission on May 23, 2019).
4.3	Indenture, dated as of March 3, 2021, among Vista Outdoor Inc., the subsidiaries of Vista Outdoor Inc. party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (Exhibit 4.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 3, 2021).
4.4	Supplemental Indenture, dated as of March 3, 2021, among Vista Outdoor Inc., the subsidiaries of Vista Outdoor Inc. party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (Exhibit 4.2 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 3, 2021).
4.5	Form of 4.500% Senior Note due 2029 (included as Exhibit A to the Supplemental Indenture filed as Exhibit 4.2). (Exhibit 4.3 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 3, 2021).
10.1 #	Vista Outdoor Inc. Executive Officer Incentive Plan. (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 10, 2015).
10.2 #	Vista Outdoor Inc. Executive Severance Plan, as Amended and Restated Effective August 10, 2015 (Exhibit 10.1 to Vista Outdoor Inc.'s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 12, 2015).
10.3 #	Vista Outdoor Inc. Income Security Plan. (Exhibit 10.2 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 10, 2015).
10.4 #	Vista Outdoor Inc. Defined Benefit Supplemental Executive Retirement Plan. (Exhibit 10.4 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 10, 2015).
10.5 #*	Vista Outdoor Inc. Defined Contribution Supplemental Executive Retirement Plan. (Amended (Amended and Restated effective July 31, 2017 and First Amendment thereto effective November 11, 2020).
10.6 #	Form of Non-Qualified Stock Option Award Agreement (Installment Vesting) under the Alliant Techsystems Inc. 2005 Stock Incentive Plan, for option grants in the fiscal years ended March 31, 2012 and March 31, 2013. (Exhibit 10.6 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 10, 2015).
10.7 #	Form of Non-Qualified Stock Option Award Agreement (Installment Vesting) under the Alliant Techsystems Inc. 2005 Stock Incentive Plan, for option grants in the fiscal year ended March 31, 2014. (Exhibit 10.7 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 10, 2015).
10.8 #	Form of Amendment to ATK Non-Qualified Stock Option Award Agreement. (Exhibit 10.8 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 10, 2015).
10.9 #	Form of Vista Outdoor Inc. Restricted Stock Unit Award Agreement. (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 25, 2015).

Exhibit Number	Description of Exhibit (and document from which incorporated by reference, if applicable)
10.10 #	Form of Vista Outdoor Inc. Performance Growth Award Agreement. (Exhibit 10.2 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 25, 2015).
10.11 #	Form of Vista Outdoor Inc. Non-Qualified Stock Option Award Agreement. (Exhibit 10.4 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 25, 2015).
10.12 #	Form of Vista Outdoor Inc. Non-Employee Director Restricted Stock Unit Award Agreement (Exhibit 10.26 to Vista Outdoor Inc.'s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on June 1, 2015).
10.13 #	Form of Vista Outdoor Inc. Non-Employee Director Deferred Stock Unit Award Agreement (Exhibit 10.28 to Vista Outdoor Inc.'s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on June 1, 2015).
10.14 #	Vista Outdoor Inc. 2014 Stock Incentive Plan. (Exhibit 4.3 to Vista Outdoor Inc.'s Registration Statement on Form S-8, filed with the Securities and Exchange Commission on February 9, 2015).

Exhibit Number	Description of Exhibit (and document from which incorporated by reference, if applicable)
10.15 #	Vista Outdoor Inc. Employee Stock Purchase Plan (Exhibit 4.1 to Vista Outdoor Inc.'s Registration Statement on Form S-8, filed with the Securities and Exchange Commission on October 31, 2016).
10.16 #	Vista Outdoor Inc. 2020 Stock Incentive Plan (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 7, 2020).
10.17	Asset-Based Revolving Credit Agreement dated as of August 5, 2022 August 5, 2022 among Vista Outdoor Inc., the additional borrowers from time to time party thereto, each lender from time to time party thereto, each L/C issuer from time to time party thereto and Capital One, National Association, as administrative agent (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 8, 2022 August 8, 2022).
10.18	Term Loan Credit Agreement dated as of August 5, 2022, among Vista Outdoor Inc., the other borrowers from time to time party thereto, the lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent (Exhibit 10.2 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 8, 2022).
10.19 #	Restricted Stock Unit Retention Award Agreement, dated January 5, 2023, by and between Vista Outdoor Inc. and Mark Kowalski (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 6, 2023).
10.20 #	General Release and Resignation Agreement, dated as of February 1, 2023, between Vista Outdoor Inc. and Christopher T. Metz (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 2, 2023).
10.21 #	General Release and Separation Agreement, dated as of February 20, 2023, by and between Vista Outdoor Inc. and Dylan S. Ramsey (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 21, 2023).
10.22 #	Retirement Agreement, dated as of February 27, 2023, between Vista Outdoor Inc. and Tig H. Krekel (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 3, 2023).
10.23 #	Compensation Letter, dated March 31, 2023, by and between Vista Outdoor Inc. and Jason Vanderbrink (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 3, 2023).
10.2410.20 #	Compensation Letter with Gary McArthur, dated May 1, 2023 (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 5, 2023).
10.21 #	Employment Agreement, dated as of July 20, 2023, by and between Vista Outdoor Inc. and Eric Nyman (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 21, 2023).
10.22 #	Compensation Letter, dated as of July 20, 2023, by and between Vista Outdoor Inc. and Jason Vanderbrink (Exhibit 10.2 to Vista Outdoor Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 21, 2023).
10.23 #	Compensation Letter, dated as of July 26, 2023, by and between Vista Outdoor Inc. and Andrew Keegan (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 28, 2023).
10.24 #	Compensation Letter, dated as of September 1, 2023, by and between Vista Outdoor Inc. and Jason Vanderbrink (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 5, 2023).
10.25 #	Separation Agreement and General Release of Claims by and between Brad Crandell and Vista Outdoor Operations LLC dated November 1, 2023 (Exhibit 10.1 to Vista Outdoor Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 1, 2023).
19.1 ^	Insider Trading Policy
21 *	Subsidiaries of the Registrant as of March 31, 2022 March 31, 2024.
23 *	Consent of Independent Registered Public Accounting Firm.
31.1 *	Certification of Chief Executive Officer.
31.2 *	Certification of Chief Financial Officer.

Exhibit Number	Description of Exhibit (and document from which incorporated by reference, if applicable)
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97	Compensation Recoupment Policy
101	The following financial statements from the Company's Annual Report on Form 10-K for the year ended March 31, 2022 March 31, 2024 , formatted in Inline Extensible Business Reporting Language (iXBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income (Loss), (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Stockholders' Equity, and (v) Notes to the Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	The cover page from the Company's Annual Report on Form 10-K for the year ended March 31, 2022 March 31, 2024 , formatted in Inline Extensible Business Reporting Language (iXBRL) (included as Exhibit 101).

* Incorporated by reference. Filed herewith.

^ Furnished herewith

+ Certain schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Vista Outdoor agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request; provided, however, that Vista Outdoor may request confidential treatment pursuant to Rule 24b-2 of the Exchange Act for any document so furnished.

Indicates a management contract or compensatory plan or arrangement.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

VISTA OUTDOOR INC.

Date: [May 25, 2023](#) [May 29, 2024](#)

By: /s/ Andrew Keegan

Name: Andrew Keegan

Title: [Interim Vice President and Chief Financial Officer](#)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and indicated on [May 25, 2023](#) [May 29, 2024](#).

<u>Signature</u>	<u>Title</u>
/s/ Eric Nyman	
Eric Nyman	Co-Chief Executive Officer (co-principal executive officer)
/s/ Gary L. McArthur	
Gary L. McArthur	Interim Chief Co-Chief Executive Officer (principal (co-principal executive officer)
/s/ Andrew Keegan	
Andrew Keegan	Interim Chief Financial Officer (principal financial officer)
/s/ Mark R. Kowalski	
Mark R. Kowalski	Controller and Chief Accounting Officer (principal accounting officer)
/s/ Michael Callahan	
Michael Callahan	Chairman of the Board of Directors and Director
/s/ Frances Philip	
Frances Philip	Director
/s/ Gary L. McArthur	
Mark A. Gottfredson	Director
/s/ Robert M. Tarola	
Robert M. Tarola	Director
/s/ Michael Robinson	
Michael Robinson	Director
/s/ Lynn Utter	
Lynn Utter	Director
/s/ Bruce Grooms	
Bruce Grooms	Director
/s/ Gerard Gibbons	
Gerard Gibbons	Director

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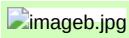


EXHIBIT 10.5 Exhibit 19.1

VISTA OUTDOOR INC.
DEFINED CONTRIBUTION
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

Originally Effective February 9, 2015
 Amended and Restated Effective July 31, 2017

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I. OVERVIEW AND PURPOSE

All directors, officers and employees (each a "Covered Individual") of Vista Outdoor Inc. and its subsidiaries (collectively, the "Company") are subject to the provisions of this Insider Trading Policy (this "Policy"). This Policy describes the standards of the Company with respect to trading in the stock and other securities of the Company. The following is a summary of the important rules, but you should consult the rest of the Policy for more details:

- Do not buy or sell Vista Outdoor securities while in possession of material non-public information (insider trading).
- Do not buy or sell securities of Vista Outdoor business partners (e.g., customers, suppliers, service providers) based on material non-public information you gained from your employment at Vista Outdoor.
- If you are a director or Section 16 officer, or if you have doubt about whether you have material non-public information, pre-clear your trade with the Company's General Counsel.
- Do not buy, sell, or cause to sell (e.g., limit orders) Vista Outdoor stock during a Company Blackout Period.
- Don't give "tips" or otherwise share nonpublic information with others.
- Do not engage in short-term or speculative transactions with Vista Outdoor stock (short selling, margin trades, puts, calls, options, derivatives, pledges, etc.).
- Tell your family members, members of your household, and your financial advisors/agents to also comply with these rules.

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Insider
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Policy

II. POLICY

A. Trading on Inside Information is Prohibited

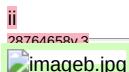
The Company's shares of common stock are traded on the New York Stock Exchange ("NYSE") under the symbol "VSTO". It is a serious violation of federal and state securities laws, and of Company policy, for any Covered Individual or any Related Party (as defined herein) to buy or sell shares of common stock or other equity securities of the Company (collectively, "Equity Securities") or any other securities of the Company (together with the Equity Securities, "Company Securities") while in possession of material non-public information relating to the Company or to engage in any other action to take advantage of such information or to pass it on to others. This prohibition also applies to material non-public information relating to any other company, including customers, partners or suppliers obtained in the course of employment.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for a personal emergency expenditure) are not an exception to this Policy. In addition, federal and state securities laws and this Policy apply regardless of the number of shares or the dollar amount of the transaction. The appearance of any improper transaction should also be avoided to preserve the Company's reputation for adhering to the highest standards of ethical conduct. Violations of insider trading rules can lead to severe penalties as discussed in more detail below.

1. **Material Information.** Material information is any information that a reasonable investor would likely consider important in making a decision to buy, hold or sell Company Securities. To protect the Company's confidential business information and avoid even the appearance of impropriety, you should not disclose any non-public information that could reasonably affect the price, either favorably or unfavorably, of Company Securities.

While it is not possible to provide an exhaustive list, the following are some of the types of information that would ordinarily be considered material:

- i. news of a pending or proposed Company acquisition, disposition or other significant business combination;
- ii. financial results, especially quarterly and year-end earnings (and



CORPORATE POLICY

13.6	Beneficiaries	NUMBER	21	PAGE	DATE
3			3 of 14		04/07/2023

13.7 Investment Elections Function

21 Sub Category:

Legal & Compliance

Securities & Governance

13.8 Authority of Administrator; Right to Amend Subject

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Trading
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28764658v.3 projections of future earnings or losses), and significant changes in financial results or liquidity;

- iii. significant changes in Company strategy, dividend policy or objectives;

iv. take-over bids or bids to buy back securities, including common stock, of the Company;

Vista Outdoor Inc.

Defined Contribution Supplemental Executive Retirement Plan

Statementv. changes in ownership that may affect control of Plan the Company;

Vista Outdoor Inc.,

vi. significant changes in management;

vii. public or private issues of additional equity or debt securities;

viii. significant changes in capital structure;

ix. defaults or events of default under financings or other agreements;

x. actual or threatened major litigation, or the resolution of such litigation;

xi. significant changes in operating or financial circumstances, cash flow changes or liquidity changes;

xii. the declaration of dividends other than in the ordinary course or a Delaware corporation (hereinafter, change in dividend policy);

xiii. significant new ventures;

xiv. entering into new material customer contracts;

xv. the "Company"), hereby creates a nonqualified, unfunded, deferred compensation plan for the benefit gain or loss of a select group of management and highly compensated employees whose Company contributions for a Plan Year under the 401(k) Plan are limited by section 401(a)(17) of the Code or as a result of the Participant's deferrals under the Vista Outdoor Inc. Nonqualified Deferred Compensation Plan. significant supplier;

The Plan was originally effective February 9, 2015 and is hereby amended and restated effective July 31, 2017.

The purpose of this Plan is to provide specified benefits to a select group of management or highly compensated Employees who contribute materiallyxvi. significant milestones relating to the continued growth, development Company's business; and future business success of the Company and its subsidiaries. This Plan is nonqualified and unfunded for tax purposes and for purposes of Title I of ERISA.

ARTICLE 1xvii.

Definitions significant regulatory developments or changes.

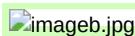
For the purposes of this Plan, unless otherwise clearly apparent from the context, the following phrases or terms shall have the following indicated meanings:

1.1 "Account Balance" shall mean, with respect to a Participant, an entry on the records of the Employer equal to the sum of the Participant's Annual Accounts under this Plan. The Account Balance shall be a bookkeeping entry only and shall be utilized solely as a device for the measurement and determination of the amounts to be paid to a Participant, or his or her designated Beneficiary, pursuant to this Plan.2. Non-public Information. Non-public information is any

1.2 "Administrator" shall mean the Company, the Committee, and any person or committee of persons responsible for performing administrative functions under this Plan.

1.3 "Annual Accounts" shall mean, with respect to a Participant, an entry on the records of the Employer equal to the following amount, the sum of: (i) the Participant's Company 401(k) NEC Contribution Amount for each Plan Year ending with the 2017 Plan Year and the Company 401(k) Matching Contribution Amount for any one Plan Year, plus (ii) amounts credited or debited to such amounts pursuant to this Plan, less (iii) all distributions made to the Participant or his or her Beneficiary pursuant to this Plan that relate to the Annual Accounts for such Plan Year. The Annual Accounts shall be bookkeeping entries only and shall be utilized solely as a device for the measurement and determination of the amounts to be paid to a Participant, or his or her designated Beneficiary, pursuant to this Plan.

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1.4 "BAC" shall mean the Vista Benefits Administrative Committee, and includes any designee.

1.5 "Beneficiary" shall mean one or more persons, trusts, estates or other entities, designated in accordance with Article 5, that are entitled to receive benefits under this Plan upon the death of a Participant.

1.6 "Beneficiary Designation Form" shall mean the form, which may be in electronic format, established from time to time by the Senior Vice President of Human Resources that a Participant completes, signs and returns to the Company to designate one or more Beneficiaries.

1.7 "Benefit Distribution Date" shall mean the date that triggers distribution of a Participant's vested Account Balance.

A Participant's Benefit Distribution Date shall be the earliest to occur of any one of the following:

(a) If the Participant experiences a Termination of Employment, his or her Benefit Distribution Date shall be the later of (i) the first day of the seventh month following the month in which the Participant experiences a Termination of Employment or (ii) the February 1 of the calendar year following the calendar year in which the Participant experiences a Termination of Employment; or

(b) As soon as administratively practicable after the Company is provided with proof that is satisfactory to the Senior Vice President of Human Resources of the Participant's death, if the Participant dies prior to the complete distribution of his or her vested Account Balance.

1.8 "Board" shall mean the board of directors of the Company.

1.9 "Claimant" shall have the meaning set forth in Section 11.1.

1.10 "Code" shall mean the Internal Revenue Code of 1986, as amended from time to time.

1.11 "Committee" shall mean the Management Development and Compensation Committee of the Board of Directors of the Company.

1.12 "Company" shall mean Vista Outdoor Inc., a Delaware corporation, and any successor to all or substantially all of the Company's assets or business.

1.13 "Company Contribution Account" shall mean (i) the sum of the Participant's Company 401(k) NEC Contributions and Company 401(k) Matching Contributions under this Plan, plus (ii) amounts credited or debited to the Participant's Company Contribution Account in accordance with this Plan, less (iii) all distributions made to the Participant or his or her Beneficiary pursuant to this Plan that relate to the Participant's Company Contribution Account

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1.14 "Company Contribution Amounts" shall mean, for any one Plan Year, the amount determined in accordance with Section 3.1.

1.15 "Company 401(k) Matching Contributions" shall mean the sum of the Participant's Company 401(k) Matching Contribution Amounts under this Plan for all Plan Years.

1.16 "Company 401(k) Matching Contribution Amounts" shall mean, for any one Plan Year, the amount determined in accordance with Section 3.1(b).

1.17 "Company 401(k) NEC Contributions" shall mean the sum of the Participant's Company 401(k) NEC Contribution Amounts under this Plan for all Plan Years ending with the 2017 Plan Year.

1.18 "Company 401(k) NEC Contribution Amounts" shall mean, for any one Plan Year, the amount determined in accordance with Section 3.1(a). No additional Company 401(k) NEC Contribution Amounts shall be credited under the Plan with respect to the 2018 Plan Year and thereafter.

1.19 "Deduction Limitation" shall mean the limitation on a benefit that may otherwise be distributable pursuant to the provisions of this Plan, as set forth in Section 12.15.

1.20 "Employee" shall mean a person who is an employee of any Employer.

1.21 "Employer(s)" shall mean the Company and/or any of its subsidiaries (now in existence or hereafter formed or acquired) that have employees who participate in the Plan.

1.22 "ERISA" shall mean the Employee Retirement Income Security Act of 1974, as amended from time to time.

1.23 "401(k) Plan Before Tax Contributions" shall mean elective salary reduction deferral amounts made on a before tax basis on behalf of eligible participants under the 401(k) Plan.

1.24 "401(k) Plan Matching Contributions" shall mean employer contributions made on behalf of eligible participants in the 401(k) Plan, which are based on a specified percentage of the Participant's 401(k) Plan Before Tax Contributions and Roth 401(k) Plan Contributions, if any, under the 401(k) Plan.

1.25 "401(k) Plan NEC" shall mean any non-elective contribution made on behalf of eligible participants under the 401(k) Plan that is based on age and service points. Effective July 31, 2017, employer non-elective contributions ceased under the 401(k) Plan and a prorated employer non-elective contribution was provided for the 2017 401(k) Plan Year to otherwise eligible participants thereunder. No additional non-elective contributions shall be made under the 401(k) Plan with respect to the 2018 Plan Year and thereafter.

1.26 "401(k) Plan NEC Percentage" shall mean the percentage of Recognized Compensation used for purposes of determining an eligible participant's 401(k) Plan NEC (as may be amended under the 401(k) Plan from time to time) through July 31, 2017.

1.27 "401(k) Plan" shall mean the Vista Outdoor Inc. 401(k) Plan, as amended from time to time.

1.28 "Investment Election Form" shall mean the form, which may be in electronic format, established from time to time by the BAC that a Participant completes, signs and returns to the Company to make an election under the Plan.

1.29 "Nonqualified Deferred Compensation Plan" shall mean the Vista Outdoor Inc. Nonqualified Deferred Compensation Plan, as amended from time to time. "Participant" shall mean any Employee who is eligible to participate in the Plan.

1.30 "Plan" shall mean the Vista Outdoor Inc. Defined Contribution Supplemental Executive Retirement Plan, which shall be evidenced by this instrument, as it may be amended from time to time.

1.31 "Plan Year" shall mean a period beginning on January 1 of each calendar year and continuing through December 31 of such calendar year.

1.32 "Recognized Compensation" shall mean, for the period in which such amounts are paid, Recognized Compensation as defined under the 401(k) Plan (as amended from time to time); provided, however, that in determining a Participant's Recognized Compensation for purposes of this Plan there shall be included: (i) deferrals under the Nonqualified Deferred Compensation Plan to the extent that such compensation would have been recognized as Recognized Compensation under the 401(k) Plan in the Plan Year that it would have been paid had there been no deferral, and (ii) compensation that would have been recognized as Recognized Compensation under the 401(k) Plan for the Plan Year in which paid without regard to the dollar limitation in effect under section 401(a)(17) of the Code.

1.33 "RIC" shall mean the Vista Retirement Investment Committee, and includes any designee

1.34 "Roth 401(k) Plan Contributions" shall mean elective salary reduction deferral amounts made on a Roth 401(k) after tax basis on behalf of eligible participants under the 401(k) Plan.

1.35 "Section 16 Officer" shall mean an "officer" of the Company as defined in the rules promulgated under Section 16 of the Securities Exchange Act of 1934, as amended.

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1.36 "Senior Vice President of Human Resources" shall mean the most senior officer of the Company in charge of the human resources function at the time the action is taken with respect to the Plan.

1.37 "Terminate the Plan" or "Termination of the Plan" shall mean a determination by the Committee that all Participants shall no longer be eligible to participate in the Plan and that Participants shall no longer be eligible to receive Company contributions under this Plan.

1.38 "Termination of Employment" shall mean the separation from service with all Employers and all entities treated as members of the same controlled group with any Employer under Section 414(b) or (c) of the Code, voluntarily or involuntarily, for any reason other than

death or an authorized leave of absence. Controlled group membership shall be determined by substituting "at least 50 percent" for "at least 80 percent" each place it appears in section 1563(a)(1), (2) and (3) of the Code, and by substituting "at least 50 percent" for "at least 80 percent" each place it appears in Treas. Reg. §1.414(c)-2.

1.39 "Trust" shall mean one or more trusts established by the Company in accordance with Article 10.

1.40 "Vesting Service" shall mean an Employee's period of "Vesting Service" as determined under the 401(k) Plan.

ARTICLE 2

Eligibility

2.1 **Eligibility.** An employee of the Employer shall be eligible to receive a credit in accordance with Section 3.1 for a Plan Year if the employee: (i) is a participant in the 401(k) Plan and his or her 401(k) Plan NEC for the Plan Year (ending with the 2017 Plan Year) is reduced by section 401(a)(17) of the Code; (ii) is a participant in the 401(k) Plan and the Nonqualified Deferred Compensation Plan and his or her 401(k) Plan NEC for the Plan Year is reduced due to the employee's deferrals under the Nonqualified Deferred Compensation Plan, or (iii) is a participant in the 401(k) Plan whose combined 401(k) Plan Before Tax Contributions and Roth 401(k) Plan Contributions under the 401(k) Plan equal or exceed the "applicable dollar amount" under Section 402(g)(i)(B) of the Code for a given Plan Year and whose Recognized Compensation for that Plan Year exceeds the annual compensation limit in effect for such Plan Year under Section 401(a)(17) of the Code.

2.2 **Termination of a Participant's Eligibility.** In the event that a Participant is no longer eligible to receive credits under this Plan, the Participant's Account Balance shall continue to be governed by the terms of this Plan until such time as the Participant's Account Balance is paid in accordance with the terms of this Plan.

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ARTICLE 3

Company Contribution Amounts; Vesting; Crediting; Taxes

3.1 **Company Contribution Amounts.** The Company shall make contributions to the Plan as follows:

(a) **Company 401(k) NEC Contribution Amounts.** If a Participant is eligible for a 401(k) Plan NEC for any Plan Year (ending with the 2017 Plan Year), a Participant's Company 401(k) NEC Contribution Amount under this Plan for that Plan Year shall be equal to:

- (1) a credit equal to the Participant's 401(k) Plan NEC Percentage multiplied by the Participant's Recognized Compensation for the Plan Year, if any, in excess of the annual compensation limit in effect for such Plan Year under section 401(a)(17) of the Code; and
- (2) a credit equal to the Participant's 401(k) Plan NEC Percentage multiplied by the Recognized Compensation, if any, the Participant deferred under the Nonqualified Deferred Compensation Plan to the extent that such compensation would have been recognized as "Recognized Compensation"

under the 401(k) Plan in the Plan Year that it would have been paid had there been no deferral under the Nonqualified Deferred Compensation Plan.

Notwithstanding anything in the Plan to the contrary, Company 401(k) NEC Contribution Amount ceased under the Plan as of July 31, 2017. Accordingly, any Company 401(k) NEC Contribution Amount determined under this Section 3.1(a) for the 2017 Plan Year shall be prorated to equal the Company 401(k) NEC Contribution Amount a Participant otherwise would have received pursuant to the foregoing multiplied by a fraction, the numerator of which is the number of months such Participant was eligible for the 401(k) Plan NEC from January 1, 2017 through July 31, 2017 and the denominator of which is the number of months such Participant was NEC Eligible from January 1, 2017 through December 31, 2017. Effective with respect to the 2018 Plan Year and thereafter, the Company 401(k) NEC Contribution Amount described in this Section 3.1(a) shall cease to be made to the Plan.

(b) Company 401(k) Matching Contribution Amounts. A Participant's 401(k) Plan Before Tax and Roth 401(k) Plan Contributions to the 401(k) Plan equal or exceed the maximum "applicable dollar amount" as in effect under Section 402(g)(i)(B) of the Code for a given Plan Year (without regard to any additional "catch up" contributions permitted under Section 414(v) of the Code), the Participant's Company 401(k) Matching Contribution Amount under this Plan for the Plan Year shall be equal to four and one half percent (4 1/2%) of the Participant's Recognized

Compensation for the Plan Year, if any, in excess of the annual compensation limit in effect for such Plan Year under Section 401(a)(17) of the Code. Effective July 31, 2017, if a Participant's 401(k) Plan Before Tax and Roth 401(k) Plan Contributions to the 401(k) Plan equal or exceed the maximum "applicable dollar amount" as in effect under Section 402(g)(i)(B) of the Code for a given Plan Year (without regard to any additional "catch up" contributions permitted under Section 414(v) of the Code), the Participant's Company 401(k) Matching Contribution Amount under this Plan for the Plan Year shall be equal to six percent (6%) of the Participant's Recognized Compensation for the Plan Year, if any, in excess of the annual compensation limit in effect for such Plan Year under Section 401(a)(17) of the Code; provided, however, the for purposes of applying the make-up matching contribution under the 401(k) Plan, the effective date of the change shall be January 1, 2017. If the Participant has not contributed the maximum applicable dollar amount in effect under Code §402(g) for the Plan Year, the Participant's Company 401(k) Matching Contribution Amount under this Plan for the Plan Year is zero (0).

3.2 Crediting of Amounts after Benefit Distribution. Notwithstanding any provision in this Plan to the contrary, if the complete distribution of a Participant's vested Account Balance occurs prior to the date on which any portion of the Company Contribution Amount would otherwise be credited to the Participant's Account Balance, such amounts shall not be credited to the Participant's Account Balance, but shall be paid to the Participant in a single lump sum as soon as administratively practicable after the amount can be determined.

3.3 Vesting. If a Participant either dies, attains age 65 or becomes Totally Disabled (as defined in the 401(k) Plan) while employed by the Company, he or she shall be fully (100%) vested in his or her Account Balance under the Plan. In addition, all Participants who are actively

employed by the Company shall become fully (100%) vested in their Account Balance under the Plan if the Company experiences a "Change in Control" (as defined in the Vista Outdoor Inc. Pension and Retirement Plan).

Otherwise, a Participant shall become vested in his or her Company NEC Contributions under this Plan (adjusted as provided in Sec. 3.4 herein) in accordance with the following schedule:

Years of Vesting Service	NEC Vested Percentage	Completed	Less than three	CORPORATE POLICY	0%	PAGE	DATE
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Three or more	100%	Function			Sub Category:		
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Also,

information that has not already been disclosed generally to the public. Information about the Company that is not yet in general circulation should be considered non-public. All information that a Participant shall otherwise Covered Individual learns about the Company or its business plans in connection with his/her employment is potentially "insider" information until publicly disclosed.

3. Twenty-Twenty Hindsight. If a Covered Individual's securities transactions become vested in his or her Company Matching Contributions under this Plan (adjusted as provided in Sec. 3.4 herein) in accordance the subject of scrutiny, they will be viewed after-the-fact with the following schedule: benefit of hindsight. As a result, before engaging in any transaction, Covered Individuals should carefully consider how regulators and others might view such transaction in hindsight.

4. Transactions by Related Parties. The restrictions set forth in this Policy apply equally to family members of Covered Individuals and to any entity over which the Covered Individual or such other family members exercise or share investment control such as a partnership or family trust. Such parties are herein collectively referred to as "Related Parties". For purposes of this Policy, family members include a person's (including through adoptive relationship) spouse, parents, grandparents, children, siblings, mothers- in-law and fathers-in- law, sons and daughters-in-law, brothers and sisters-in-law and anyone, whether or not related, who shares such person's home (other than domestic employees). Covered Individuals are responsible for the compliance of Related Parties.

5. Tipping Information to Others. Whether the information is proprietary information about the Company or non-public information that could have an impact on the price of Company Securities, Covered Individuals must not pass such information on to others (either explicitly

or by way of generally advising others to buy or sell Company Securities or otherwise commenting on the future movement of the price of the Company's Securities). The penalties discussed below apply whether or not Covered Individuals derive any benefit from another's actions.

6. **Employee Stock Purchase Plan.** This Policy applies to your election to participate in the employee stock purchase plan for any enrollment period and to your sales of Company Securities purchased pursuant to the plan. Covered individuals are responsible for ensuring their election to participate in the plan does not occur while he or she is subject to a Blackout Period (as defined



Years of

Vesting Matching Contribution

Service Vested Percentage

Completed

Less than one **CORPORATE POLICY**

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One or more
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Notwithstanding

below) or in possession of material non-public information.

A. **Trading During Blackout Periods is Prohibited**

It is also a violation of Company policy for any Covered Individual, other than hourly employees employed in manufacturing roles, or any Related Party of such persons, to purchase or sell Company Securities during the foregoing, all benefits under this Plan shall be permanently forfeited upon periods discussed below (each such period, a "Blackout Period"):

1. **Quarterly and Annual Results.** For a period that begins at the determination by the BAC (or by the Committee for Section 16 Officers) that the Participant, either before or after Termination of Employment:

- engaged in a criminal or fraudulent conduct resulting in material harm to the Company or an affiliate close of the Company; or
- made an unauthorized disclosure to any competitor last trading day that is at least twenty-one (21) calendar days before the end of any material confidential information, trade information or trade secrets each fiscal quarter of the Company or an affiliate and ends at the opening of the Company; first trading day that follows two full days of trading after the release of the Company's quarterly or annual results to

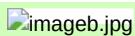
the public. Thus, if the Company's results are released before markets open on a Monday, Wednesday generally would be the first day on which Covered Individuals and Related Parties may trade. If the Company's results are released after markets close on a Monday, Thursday generally would be the first day on which Covered Individuals and Related Parties may trade.

(c)

2. Public Announcements of Material Information. Immediately after the Company has made a public announcement of material information, the Company's stockholders and the investing public should be afforded the time to receive the information and act upon it. As a general rule, Covered Individuals and Related Parties should not engage in any transactions until the beginning of the first day that follows two full days of trading after the information has been released.

3. Anticipated Material Events. The Company may issue a suspension of trading because a material event is anticipated (e.g., a financial development, merger, acquisition or any other significant Company action). In any such case, adequate notice from the Company shall be provided to Covered Individuals to whom such suspension applies.

For the avoidance of doubt, the prohibition against selling during a Blackout Period includes limit orders that execute during a Blackout Period, even if the order was entered before the Blackout Period.



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B. Additional Prohibited Transactions

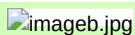
Because we believe it is improper and inappropriate for Covered Individuals to engage in short-term or speculative transactions involving Company Securities, it is the Company's policy that Covered Individuals should not engage in any of the following activities with respect to Company Securities whether or not in possession of material non-public information:

1. Trading in Equity Securities on a Short-Term Basis. Any Equity Securities purchased in the open market should be held for a minimum of six months and ideally longer. This rule may not apply to certain types of transactions such as stock option exercises, the receipt of performance shares and the receipt of restricted shares; however, any such transactions should be discussed with the general counsel to avoid potential problems.

2. **Short Sales.** Selling Company Securities short is not permitted. Selling short is the practice of selling borrowed securities, a technique used to speculate on a decline in the price of those securities.

3. **Buying or Selling Puts, Calls or Derivatives.** The purchase or sale of options of any kind, whether puts, calls or other derivative securities, related to Company Securities is not permitted. The speculative nature of the market for these financial instruments imposes timing considerations that are inconsistent with careful avoidance, or even the appearance of use, of inside information. A put is a right to sell at a specified price a specific number of shares by a certain date and is utilized in anticipation of a decline in the share price. A call is a right to buy at a specified price a specified number of shares by a certain date and is utilized in anticipation of a rise in the share price. A derivative is an **affiliate** option, warrant, convertible security, stock appreciation right or similar right with an exercise or conversion privilege at a price related to an equity security, or similar securities with a value derived from the value of an equity security.

4. **Pledges and Margin Accounts.** Pledging Company Securities, purchasing Company Securities on margin or incurring any indebtedness secured by a margin or similar account in which Company Securities are held, without the prior approval of the Audit Committee of the Company's Board of Directors, is not permitted; except that the foregoing restriction on purchasing Company Securities on margin does not apply to the "cashless exercise" of stock options (i.e., the exercise of a stock option where the Covered



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Individual sells some of the shares underlying the option to pay the taxes required to be withheld and/or the exercise price of the option so exercised).

C. Directors, Section 16 Officers and Other Specified Persons

This section II.D only applies to the directors of the Company, officers of the Company for purposes of Section 16 of the Exchange Act and officers designated by the Company as officers of the Company for purposes of Section 16 of the Exchange Act (such officers, collectively, the **Section 16 Officers**) and certain other persons as the Company may determine from time to time (collectively, the **Specified Persons**). All Specified Persons must strictly comply with this Section II.D. Any questions regarding these Additional Insider Trading Policies and Procedures should be directed to the Company's General Counsel ("Clearance Officer").

1. Additional Pre-Clearance Requirement for Specified Persons.

Before any Specified Person engages in any transaction involving Company Securities, such Specified Person must pre-clear the proposed transaction with the Clearance Officer. Until the Clearance Officer provides pre-clearance for the proposed transaction, such Specified Person shall not execute the proposed transaction. If the Specified Person receives pre-clearance, he or she will have until the end of four trading days following the day pre-clearance is received to execute the transaction. For example, if a Specified Person receives pre-clearance from the Clearance Officer on a Tuesday, that Specified Person generally will have until the end of trading on Monday of the following week to execute the transaction. If for any reason the transaction is not completed within this period of time, pre-clearance must be obtained again from the Clearance Officer before any Company Securities can be traded.

Remember, even if a proposed trade is pre-cleared, you are prohibited from trading any Company Securities while in possession of material non-public information relating to the Company.

2. Specified Persons Must Pre-Clear All Transactions in Company Securities.

The pre-clearance requirement applies to all proposed purchases and sales of Company Securities. Specified Persons must also pre-clear all proposed gift or transfer, including to a family member, family trust or charitable organization.



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3. Specified Persons Must Pre-Clear All Transactions in Company Securities by Certain Family Members, Members of Their Household and Others They Financially Support.

Under the securities laws, Company Securities held in the name of the spouse or minor children of a Specified Person will generally be regarded as beneficially owned by the Specified Person. In addition, in many circumstances, Company Securities held in the name of other persons who are members of the Specified Person's household or financially supported by the Specified Person (regardless of whether these other persons are related or unrelated to the Specified Person), will generally be regarded as beneficially owned by the Specified Person.

You must, therefore, pre-clear with materially false reports concerning his the Clearance Officer any potential transactions in Company Securities held by you, your spouse, minor children and any other persons who are members of your household or her business

interests financially supported by you (regardless of whether these other persons are related or employment; unrelated to you).

4. Rule 10b5-1 Plans.

(a) Cooling-Off Periods. In addition to the requirements of Section A.1. below (Exemptions for Rule 10b5-1 Plans), trading under any Rule 10b5-1 trading plan shall be subject to the following cooling-off periods.

(i) Specified Persons: trading under any Rule 10b5-1 trading plan adopted or modified (as defined in Section 10b5-1(c) of the Exchange Act) by a Specified Person shall not begin until the later of (i) 90 days following the plan adoption or modification date, or (ii) the second trading day after the filing of the Company's financial results in a Form 10-Q or Form 10-K for the fiscal quarter in which the plan was adopted or modified. Notwithstanding the above, the required cooling- off period is subject to a maximum of 120 days after the adoption or modification of the plan.

(d) made materially false representations which

(ii) Other Persons: Trading under any Rule 10b5-1 trading plan adopted or modified (as defined in Section 10b5-1(c) of the Exchange Act) by anyone other than a Specified Person shall not begin until 30 days following the plan adoption or modification date.

(b) Certification. As a condition to the availability of the affirmative



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defense provided by Rule 10b5-1(c), any Specified Persons who trades under any Rule 10b5-1 trading plan will be required to include a representation in the plan certifying that at the time of the adoption of a new or modified Rule 10b5-1 plan: (1) they are relied upon by not aware of material nonpublic information about the issuer or its securities; and (2) they are adopting or modifying the contract, instruction, or plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5.

(c) Multiple or Overlapping Plans Are Prohibited. Subject to limited exceptions, any persons, other than issuers, may not have another outstanding (and may not subsequently enter into any

additional) contract, instruction or plan that would qualify for the affirmative defense under the amended Rule 10b5-1 for purchases or sales of any class of securities of the Company on the open market during the same period. Consult with the Clearance Officer for any questions.

5. Stock Ownership Reporting Requirements. One purpose of the pre- clearance requirement is to help you to comply with your reporting obligations. The Clearance Officer will assist in preparing and filing most forms. You or an affiliate your broker should not file a Form 3, 4 or 5 described below without consulting with the Clearance Officer. You should, however, be familiar generally with the following reporting requirements:

(a) Section 16 Compliance. All directors and Section 16 Officers of the Company in furnishing information are required under Section 16 of the Exchange Act to an affiliate, partner, stockholders, accountants, auditor, a stock exchange, report their initial beneficial ownership, and most changes to their beneficial ownership, of the Equity Securities to the Securities and Exchange Commission (the "SEC"). Reporting may be required with respect to Equity Securities held in the name of the spouse or minor children of a director or Section 16 Officer. Reporting may also be required with respect to Equity Securities held in the name of other persons who are members of the director's and Section 16 Officer's household or financially supported by the director or Section 16 Officer (regardless of whether these other persons are related or unrelated to the director or Section 16 Officer). Reporting may also be required of Equity Securities held by a trust for which a director or Section 16 Officer is a trustee or beneficiary, or Equity Securities held by a Company in which such person has a controlling interest or a partnership in which such person has an interest. Reportable transactions



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include acquisitions and dispositions of Equity Securities through gifts, inheritances, stock option grants and exercises, and stock awards under incentive or bonus plans. Furthermore, changes in the nature of such ownership (e.g., from direct to indirect) of Equity Securities, including through the transfer of shares to or from a trust, are likewise reportable.

The SEC requires three forms to be used by directors and Section 16 Officers to satisfy these reporting requirements:

(i) Form 3 (Initial Report): Directors and Section 16 Officers must file a Form 3 with the SEC, even if they hold no Equity Securities, within 10 calendar days of becoming a Director or Section 16 Officer.

(ii) Form 4: Directors and Section 16 Officers must file a Form 4 with the SEC within two business days of most changes in their beneficial ownership of Equity Securities, or any regulatory or governmental agency; or

(e) maintained an undisclosed, unauthorized and material conflict of interest changes in the discharge beneficial ownership of others whose holdings may be attributed to such person, such as the Equity Securities held by the spouse or minor children of a director or Section 16 Officer or those held by other persons who are members of the duties owed director's or Section 16 Officer's household or financially supported by him the director or her Section 16 Officer (regardless of whether these other persons are related or unrelated to the Company director or an affiliate of the Company; or Section 16 Officer).

(f) engaged in conduct causing

(iii) Form 5: Directors and Section 16 Officers may have to file a serious violation of state or federal law by Company or an affiliate of Company; or

(g) engaged in theft of assets or funds of the Company or an affiliate of the Company; or

(h) has been convicted of any crime which directly or indirectly arose out of his her employment relationship Form 5 with the Company or an affiliate SEC within 45 calendar days following the end of the Company or materially affected his or her ability to discharge the duties of his or her employment with the Company or an affiliate of the Company; or

(i) engaged during his or her employment with an Employer or within two (2) years after termination of employment with an Employer in any employment with a competitor, or engaged in any activity in competition with the Company, without the consent each fiscal year of the Company.

3.4 Crediting and Debiting of Account Balances. In accordance with, and subject to, the rules and procedures that are established from time to time by the RIC, amounts shall be credited or debited to a Participant's Account Balance in accordance with the following rules:

(a) Measurement Funds. The Participant may elect one or more of the measurement funds selected by the RIC, in its sole discretion, which are based on certain mutual funds or other collective investment vehicles (the "Measurement Funds"), for the purpose of crediting or debiting additional amounts to his or her Account Balance. As necessary, the RIC may, in its sole discretion, discontinue, substitute or add a Measurement Fund. Each such action will take effect as of the first day of the first calendar quarter that begins at least 30 days after the day on which the RIC gives Participants advance written notice of such change. Notwithstanding the above, no

Measurement Fund shall be based primarily on common stock or other securities of the Company.

(b) **Election of Measurement Funds.** A Participant, in connection with his or her initial commencement of participation in the Plan, shall elect, on the Investment Election Form, one or more Measurement Fund(s) (as described in Section 3.4(a) above) to be used to determine the amounts to be credited or debited to his or her Account Balance. If a Participant does not elect any of the Measurement Funds as described in the previous sentence, the Participant's Account Balance shall automatically be allocated into the Measurement Fund as determined by the RIC from time to time, in its sole discretion. The Participant may (but is not required to) elect, by submitting an Investment Election Form to the Company that is accepted by the Company, to add or delete one or more Measurement Fund(s) to be used to determine the amounts to be credited or debited to his or her Account Balance, or to change the portion of his or her Account Balance allocated to each previously or newly elected Measurement Fund. If an election is made in accordance with the previous sentence, it shall apply as of the first business day that is administratively practicable, and shall continue thereafter for each subsequent day in which the Participant participates in the Plan, unless changed in accordance with the previous sentence.

(c) **Proportionate Allocation.** In making any election described in Section 3.4(b) above, the Participant shall specify on the Investment Election Form, in increments of 1%, the percentage of his or her Account Balance or Measurement Fund, as applicable, to be allocated/reallocated.

(d) **Crediting or Debiting Method.** The performance of each Measurement Fund (either positive or negative) will be determined on a daily basis based on the manner in which such Participant's Account Balance has been hypothetically allocated among the Measurement Funds by the Participant.

(e) **No Actual Investment.** Notwithstanding any other provision of this Plan that may be interpreted to the contrary, the Measurement Funds are to be used for measurement purposes only, and a Participant's election of any such Measurement Fund, the allocation of his or her Account Balance

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thereto, the calculation of additional amounts and the crediting or debiting of such amounts to a Participant's Account Balance shall not be considered or construed in any manner as an actual investment of his or her Account Balance in any such Measurement Fund. In the event that the Company or the Trustee (as that term is defined in the Trust), in its own discretion, decides to invest funds in any or Like all of the investments on which SEC's reporting requirements, the Measurement Funds requirements for filing a Form 5 are based, no Participant shall technical and you should consult with your broker and the Clearance Officer to discuss these requirements as the end of the fiscal year approaches. You should be aware that a Form 5 is generally filed for holdings and transactions in Equity Securities that did not have any rights in to be previously reported, and/or those holdings and transactions that should have been previously reported but were not.

Each director and Section 16 Officer may execute a power of attorney giving the Clearance Officer or his designee the authority to such investments themselves. Without limiting the foregoing, a Participant's Account Balance shall at all times be a bookkeeping entry only sign Forms 3, 4 and shall not represent any investment made on his or her behalf by to facilitate timely filings.



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(b) **Section 16(b) Short Swing Trading Disgorgement.** Directors and Section 16 Officers are subject to Section 16(b) of the Exchange Act, which generally requires such persons to disgorge to the Company any "short swing profits" from purchases and sales of Company Securities (or vice versa) effected within a period of less than six months.

6. **Filing Responsibilities:** The Ultimate Responsibility Rests with You. While the Trust policies and procedures set forth herein are intended to help directors and Section 16 Officers comply with the Participant shall at all times remain an unsecured creditor requirements of the Company, federal securities laws, directors and Section 16 Officers should recognize that legally it remains their obligation to see that their filings are made correctly and on time, and that they do not engage in unlawful short-swing or insider trading transactions.

3.5 D. FICA and Other Taxes. Certain Exceptions

(a) Company Contribution Account. When a Participant's Annual Account is credited with a Company Contribution Amount (or, if such amount is subject to a vesting schedule, when such Participant is vested the Section 16 Officer reporting requirements set forth in such amount), Section D above, the Participant's Employer(s) shall withhold, in a manner determined by the Employer(s), the Participant's share of FICA and other employment taxes on such Company Contribution Amount. If necessary, the Company may reduce the vested portion of the Participant's Company Contribution Account, as applicable, in order to comply with following transactions are exempted from this Section 3.5.Policy:

(b) 1. **Distributions.** The Participant's Employer(s), or the trustee of the Trust, shall withhold from any payments made to a Participant under this Plan all federal, state and local income, employment and other taxes required to be withheld by the Employer(s), or the trustee of the Trust, in connection with

such payments, in amounts and in a manner to be determined in the sole discretion of the Employer(s) and the trustee of the Trust.

ARTICLE 4
Distribution of Benefits

4.1 Benefit Distribution Date Rule 10b5-1 Plans. A Participant who dies purchase or experiences sale of Company Securities in accordance with a Termination trading plan adopted in accordance with the Securities and Exchange Commission's Rule 10b5-1(c) under the Securities Exchange Act of Employment 1934, as amended (the "Exchange Act"), shall receive his not be deemed to be a violation of this Policy even though such trade takes place during a Blackout Period or her vested Account Balance, calculated as while the Covered Individual making such trade was aware of material, non-public information. However, the close of business on the Participant's Benefit Distribution Date. If the calculation date is not a business day, then such calculation shall be made on the immediately preceding business day.

4.2 Actual Payment Date. The Account Balance shall be paid to the Participant (or the Participant's Beneficiary(ies), as applicable) in a lump sum payment no later than 60 days after the Participant's Benefit Distribution Date in the event of a Termination of Employment, and in the event of death, no later than the later of 90 days after the date of death or the last day of the calendar year in which death occurs.

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4.3 Payment in Cash. Payment of a Participant's Account Balance shall be made in cash.

ARTICLE 5
Beneficiary Designation

5.1 Beneficiary. Each Participant shall have the right, at any time, to designate his or her Beneficiary(ies) (both primary trading plan, as well as contingent) any changes or amendments to receive any benefits payable under the Plan to a beneficiary upon the death trading plan, must be adopted outside of a Participant. The Beneficiary designated under this Plan may Blackout Period and at a time when such Covered Individual is not aware of material, non- public information. A trading plan is a contract, instruction or written plan regarding the purchase or sale of securities, as more fully described in Rule 10b5-1(c). Each trading plan must be the same as or different from the Beneficiary designation under any other plan of an Employer in which the Participant participates.

5.2 Beneficiary Designation; Change; Spousal Consent. A Participant shall designate his or her Beneficiary by completing and signing the Beneficiary Designation Form, and returning it to the Company. A Participant shall have the right to change a Beneficiary by completing, signing and otherwise complying with the terms of the Beneficiary Designation Form and the BAC's rules and procedures, as in effect from time to time. If the Participant names someone other than his or her spouse as a Beneficiary, the Senior Vice President of Human Resources may, in his or her sole discretion, determine that spousal consent is required to be provided in a form designated by the Senior Vice President of Human Resources, executed by such Participant's spouse and returned to the Company. Upon the acceptance by the Company of a new Beneficiary Designation Form, all Beneficiary designations previously filed shall be canceled. The Company shall be entitled to rely on the last

Beneficiary Designation Form filed by the Participant and accepted approved by the Company prior to his being established or her death.

5.3 **Receipt.** No designation or change in designation modified to confirm compliance with this Policy and applicable securities laws. Approval of a Beneficiary trading plan shall not be effective until received deemed a representation by the Company in accordance or any counsel of the Company that such plan complies with rules established Rule 10b5-1 under the Exchange Act, nor an assumption by the BAC. Company or any counsel of the Company of any liability or responsibility to the individual or any other party if the plan does not comply with Rule 10b5-1 under the Exchange Act.

5.4 2. **No Beneficiary Designation.** If a Participant fails to designate a Beneficiary as provided in Sections 5.1, 5.2 and 5.3 above or, if all designated Beneficiaries predecease the Participant or die prior to complete distribution of the Participant's benefits, then the Participant's designated Beneficiary shall be deemed to be his or her surviving spouse. If the Participant has no surviving spouse, the benefits remaining under the Plan to be paid to a Beneficiary shall be payable to the executor or personal representative of the Participant's estate.

5.5 **Doubt as to Beneficiary.** If the Senior Vice President of Human Resources has any doubt as to the proper Beneficiary to receive payments pursuant to this Plan, he or she shall have the right, exercisable in his or her discretion, to cause the Participant's Employer to withhold such payments until this matter is resolved to his or her satisfaction.

5.6 **Discharge of Obligations Stock Option Exercise.** The payment exercise of benefits under the Plan to a Beneficiary (as the Beneficiary is determined stock options issued by the Senior Vice President of Human

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Resources) shall fully and completely discharge

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Company (but not the sale of any shares issued upon such exercise or purchase) is exempt from this Policy if the options would otherwise expire during the Blackout Period in which they are exercised. This Policy does, however, apply to the "cashless" exercise of a stock option.

3. **Gifts.** Bona fide gifts of Company Securities to nonprofits or charities are exempt from Section B of this Policy (Trading During Blackout Periods) unless the donor has possession of material nonpublic information.

4. **Tax Withholdings.** Company Securities may be withheld in connection with a vesting event to cover taxes due on stock issued by the Company as compensation (e.g., restricted stock units, performance shares, stock options).

E. Confidentiality Policy

The unauthorized disclosure of non-public information about the Employer, Company, whether or not for the Committee, the BAC, the RIC and the Senior Vice President purpose of Human Resources from all further obligations under this Plan with respect facilitating improper trading in Company Securities, could cause serious harm to the Participant, Company. Covered Individuals should treat all such information as

ARTICLE 6

Leave of Absence

6.1 Paid Leave of Absence. If a Participant is authorized by confidential and proprietary to the Participant's Employer to take a paid leave of absence from the employment Company. All employees of the Employer, Company should refrain from discussing non-public information about the Participant shall remain Company or developments within the Company with anyone outside the Company, except as required in the Plan until the Participant becomes eligible performance of their regular Company duties and for the benefits as provided in Article 4 in accordance with the provisions of that Article. legitimate business reasons.

6.2 Unpaid Leave of Absence. If a Participant is authorized by the Participant's Employer This provision applies specifically (but not exclusively) to take an unpaid leave of absence from the employment of the Employer for any reason, the Participant shall remain in the Plan until the Participant becomes eligible for the benefits as provided in Article 4 in accordance with the provisions of that Article.

ARTICLE 7

Termination of Plan, Amendment or Modification

7.1 Termination of Plan. Although inquiries about the Company anticipates that it will continue the Plan for an indefinite period of time, there is no guarantee that the Company will continue the Plan or will not terminate the Plan at any time in the future. Accordingly, the Company reserves the right to Terminate the Plan (as defined in Section 1.37). In the event of a Termination of the Plan, the Measurement Funds available to Participants following the Termination of the Plan shall may be comparable in number and type to those Measurement Funds available to Participants in the Plan Year preceding the Plan Year in which the Termination of the Plan is effective. Following a Termination of the Plan, Participant Account Balances shall remain in the Plan until the Participant becomes eligible for the benefits provided in Article 4 in accordance with the provisions of that Article. The Termination of the Plan shall not adversely affect any Participant or Beneficiary who has become entitled to the payment of any benefits under the Plan as of the date of termination; provided, however, the Company shall have the right, in its sole discretion, and notwithstanding any elections made by the Participant, to immediately pay all benefits in a lump sum following such Termination of the Plan, if (i) (A) Termination is not proximate to a downturn financial press, investment analysts or others in the financial health community. Only certain designated officers may make communications on behalf of the Company, (B) Company. Unless an employee is expressly authorized to do so, any inquiries of this nature should be referred to the Company terminates all arrangements required Company's Chief Financial Officer.

F. Consequences

The consequences of insider trading violations can be severe.

For individuals who trade on inside information (or tip information to be aggregated with others):

- i. A civil penalty of up to three times the Plan pursuant to Code Section 409A, (C) lump sum payments are made between 12 and 24 months following Termination of the Plan, and (D) the Company does not establish a new plan that would have been aggregated with the Plan for purposes of Code Section 409A within three years following Termination of the Plan, profit gained or (ii) Termination is in connection with dissolution or change in control of the Company, or such other circumstances permitted by applicable guidance, and in accordance with such loss avoided;

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other corresponding conditions required by Code Section 409A and regulations or other guidance issued thereunder.

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7.2 ii. Amendment. A criminal fine, regardless of the profit or loss on the trade, of up to \$5 million; and

- (a) The Committee may, at
 - iii. A jail term of up to twenty years.

For a company (as well as possibly any time, amend supervisory person) that fails to take appropriate steps to prevent illegal trading:

- i. A civil penalty of up to the greater of \$1.425 million and three times the profit gained or modify the Plan in whole or in part. Notwithstanding the foregoing, no amendment shall be effective to decrease the value of a Participant's vested Account Balance in existence at the time the amendment is made. In no event shall the Company, the Employer, the BAC, the RIC or the Committee be responsible for any decline in a Participant's Account Balance loss avoided as a result of the selection, discontinuation, addition, substitution, crediting or debiting employee's violation; and
- ii. A criminal penalty of the Measurement Funds pursuant up to Section 3.4. \$25million.

- (b) Notwithstanding any provision of the Plan

Moreover, Company-imposed sanctions, up to the contrary, in the event that the Committee determines that any provision of the Plan may and including dismissal for cause, amounts deferred under the Plan to become immediately taxable to any Participant under Code Section 409A, and related guidance, the Committee may (i) adopt such amendments to the Plan and appropriate policies and procedures, including amendments and policies with retroactive effect, that the Committee determines necessary or appropriate to preserve the

intended tax treatment of the Plan benefits provided by the Plan and/or (ii) take such other actions as the Committee determines necessary or appropriate could result from failing to comply with the requirements of Code Section 409A, and related guidance.

7.3 **Effect of Payment.** The full payment Company policies or procedures. Needless to say, any of the Participant's vested Account Balance under Article 4 of the Plan shall completely discharge all obligations above consequences, or even a government investigation that does not result in prosecution, can tarnish one's reputation and irreparably damage a career.

G. Assistance

The ultimate responsibility for adhering to a Participant this Policy and his or her designated Beneficiaries under this Plan.

ARTICLE 8 **Administration**

8.1 **Committee Duties.** Except as otherwise provided in this Plan, this Plan shall be administered by the Committee. The Committee shall also have the discretion and authority to (i) make, amend, interpret and enforce all appropriate rules and regulations for the administration of this Plan and (ii) decide or resolve any and all questions including interpretations of this Plan, as may arise in connection avoiding improper transactions rests with the Plan. When making Covered Individual. It is imperative that Covered Individuals use their best judgment. The existence of a determination or calculation, personal financial emergency does not excuse compliance with this policy. Any person who has any questions about specific transactions may obtain additional guidance from the Company, the BAC, the RIC, the Committee and the Senior Vice President of Human Resources, as applicable, shall be entitled to rely on information furnished by a Participant Company's legal department.

H. Acknowledgement

8.2 **Agents.** In the administration of this Plan, the Committee Covered Individuals may, from time to time, employ agents and delegate be required to them such administrative duties as it sees fit (including acting through a duly appointed representative) and may from time to time consult with counsel who may be counsel to any Employer.

8.3 **Binding Effect of Decisions.** The decision or action of the Administrator with respect to any question arising out of or in connection with the administration,

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interpretation and application of the Plan and the rules and regulations promulgated hereunder shall be final and conclusive and binding upon all persons having any interest in the Plan.

8.4 **Indemnity.** All Employers shall indemnify and hold harmless the members of the Committee, the BAC, the RIC, the Senior Vice President of Human Resources, any Employee to whom duties have been or may be delegated under this Plan, and the Administrator against any and all claims, losses, damages, expenses or liabilities arising from any action or failure to act with respect to this Plan, except in the case of an individual's willful misconduct.

8.5 **Employer Information.** To enable the Committee and/or Administrator to perform its functions, the Company and each Employer shall supply full and timely information to the Committee and/or Administrator, as the case may be, on all matters relating to the compensation of its Participants, the date and circumstances of the death or Termination of Employment of its Participants, and such other pertinent information as the Committee or Administrator may reasonably require.

ARTICLE 9

Other Benefits and Agreements

9.1 **Coordination with Other Benefits.** The benefits provided for a Participant and Participant's Beneficiary under the Plan are in addition to any other benefits available to such Participant under any other plan or program for employees of the Participant's Employer. The Plan shall supplement and shall not supersede, modify or amend any other such plan or program except as may otherwise be expressly provided.

ARTICLE 10

Trust

10.1 **Establishment of the Trust.** In order to provide assets from which to fulfill the obligations of the Participants and acknowledge their beneficiaries under the Plan, the Company may establish a trust by a trust agreement with a third party, the trustee, to which each Employer may, in its discretion, contribute cash or other property to provide for the benefit payments under the Plan, (the "Trust").

10.2 **Interrelationship of the Plan and the Trust.** The provisions of the Plan shall govern the rights of a Participant to receive distributions pursuant to the Plan. The provisions of the Trust shall govern the rights of the Employers, Participants and the creditors of the Company to the assets transferred to the Trust. The Company shall at all times remain liable to carry out its obligations under the Plan.

10.3 **Distributions From the Trust.** The Company's obligations under the Plan may be satisfied with Trust assets distributed pursuant to the terms of the Trust, and any such distribution shall reduce the Company's obligations under this Plan.

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ARTICLE 11

Claims Procedures

11.1 **Presentation of Claim.** Any Participant or Beneficiary of a deceased Participant (such Participant or Beneficiary being referred to below as a "Claimant") may deliver to the BAC (or in the case of a Section 16 Officer, the Committee) a written claim for a determination with respect to the amounts distributable to such Claimant from the Plan. If such a claim relates to the contents of a notice received by the Claimant, the claim must be made within 60 days after such notice was received by the Claimant. All other claims must be made within 180 days of the date on which the event that caused the claim to arise occurred. The claim must state with particularity the determination desired by the Claimant.

11.2 **Notification of Decision.** The BAC (or in the case of a Section 16 Officer, the Committee) shall consider a Claimant's claim within a reasonable time, but no later than 90 days after receiving the claim. If the BAC or the Committee, as applicable, determines that special circumstances require an extension of time for processing the claim, written notice of the extension shall be furnished to the Claimant prior to the termination of the initial 90-day

period. In no event shall such extension exceed a period of 90 days from the end of the initial period. The extension notice shall indicate the special circumstances requiring an extension of time and the date by which the BAC or the Committee expects to render the benefit determination. The BAC or the Committee, as applicable, shall notify the Claimant in writing:

- (a) that the Claimant's requested determination has been made, and that the claim has been allowed in full; or
- (b) that the BAC or the Committee has reached a conclusion contrary, in whole or in part, to the Claimant's requested determination, and such notice must set forth in a manner calculated to be understood by the Claimant:
 - (i) the specific reason(s) for the denial of the claim, or any part of it;
 - (ii) specific reference(s) to pertinent provisions of the Plan upon which such denial was based;
 - (iii) a description of any additional material or information necessary for the Claimant to perfect the claim, and an explanation of why such material or information is necessary;
 - (iv) an explanation of the claim review procedure set forth in Section 11.3 below; and
 - (v) a statement of the Claimant's right to bring a civil action under ERISA Section 502(a) following an adverse benefit determination on review.

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11.3 Review of a Denied Claim. On or before 60 days after receiving a notice from the BAC (or in the case of a Section 16 Officer, the Committee) that a claim has been denied, in whole or in part, a Claimant (or the Claimant's duly authorized representative) may file with the BAC or the Committee, as applicable, a written request for a review of the denial of the claim. The Claimant (or the Claimant's duly authorized representative):

- (a) may, upon request and free of charge, have reasonable access to, and copies of, all documents, records and other information relevant to the claim for benefits;
- (b) may submit written comments or other documents; and/or
- (c) may request a hearing, which the BAC or the Committee (as applicable), in its sole discretion, may grant.

11.4 Decision on Review. The BAC (or in the case of a Section 16 Officer, the Committee) shall render its decision on review promptly, and no later than 60 days after the receipt of, the Claimant's written request for a review of the denial of the claim. If the BAC or the Committee, as applicable, determines that special circumstances require an extension of time for processing the claim, written notice of the extension shall be furnished to the Claimant prior to the termination of the initial 60-day period. In no event shall such extension exceed a period of 60 days from the end of the initial period. The extension notice shall indicate the special circumstances requiring an extension of time and the date by which the BAC or the Committee, as applicable, expects to render the benefit determination. In rendering its decision, the BAC or the Committee, as applicable, shall take into account all comments, documents, records and other information submitted by the

Claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination. The decision must be written in a manner calculated to be understood by the Claimant, and it must contain:

- (a) specific reasons for the decision;
- (b) specific reference(s) to the pertinent Plan provisions upon which the decision was based;
- (c) a statement that the Claimant is entitled to receive, upon request and free of charge, reasonable access to and copies of, all documents, records and other information relevant (as defined in applicable ERISA regulations) to the Claimant's claim for benefits; and
- (d) a statement of the Claimant's right to bring a civil action under ERISA Section 502(a).

11.5 Legal Action. A Claimant's compliance, with the foregoing provisions of this Article 11 is a mandatory prerequisite to a Claimant's right to commence any legal action with respect to any claim for benefits under this Plan. Any legal

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action must be brought within two years after the Claimant knew or should have known of the principal facts on which the claim is based or, if earlier, 90 days after the procedure under this Article 11 is completed.

11.6 Determinations. Benefits under the Plan will be paid only if the BAC (or in the case of a Section 16 Officer, the Committee) decides in its discretion that the applicant is entitled to them. The BAC or the Committee, as applicable, has discretionary authority to grant or deny benefits under the Plan. The BAC shall have the sole discretion, authority and responsibility to interpret and construe this Plan and all relevant documents and information, and to determine all factual and legal questions under the Plan, in relation to a person's (other than a Section 16 Officer) claim for benefits. The Committee shall have the sole discretion, authority and responsibility to interpret and construe this Plan and all relevant documents and information, and to determine all factual and legal questions under the Plan, including but not limited to the entitlement of all persons to benefits and the amounts of their benefits. The Committee's discretionary authority shall include all matters arising under the Plan.

ARTICLE 12

Miscellaneous

12.1 Status of Plan. The Plan is intended to be a plan that is not qualified within the meaning of Code Section 401(a) and that "is unfunded and is maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees" within the meaning of ERISA Sections 201(2), 301(a)(3) and 401(a)(1). The Plan shall be administered and interpreted (i) to the extent possible in a manner consistent with that intent and (ii) in accordance with Code Section 409A and other applicable tax law, including but not limited to Treasury Regulations promulgated pursuant to Code Section 409A.

12.2 Unsecured General Creditor. Participants and their Beneficiaries, heirs, successors and assigns shall have no legal or equitable rights, interests or claims in any property or assets of the Company. For purposes of the payment of benefits under this Plan, any and all of the

Company's assets shall be, and remain, the general, unpledged unrestricted assets of the Company. The Company's obligation under the Plan shall be merely that of an unfunded and unsecured promise to pay money in the future.

12.3 **Employer's Liability.** The Company's liability for the payment of benefits shall be defined only by the Plan. The Company shall have no obligation to a Participant under the Plan except as expressly provided in the Plan.

12.4 **Nonassignability.** Neither a Participant nor any other person shall have any right to commute, sell, assign, transfer, pledge, anticipate, mortgage or otherwise encumber, transfer, hypothecate, alienate or convey in advance of actual receipt, the amounts, if any, payable hereunder, or any part thereof, which are, and all rights to which are expressly declared to be, unassignable and non-transferable.

No part of the amounts payable shall, prior to actual payment, be subject to seizure, attachment, garnishment or sequestration for the payment of any debts, judgments, alimony or separate maintenance owed by a Participant or any other person, be transferable by operation of law in the event of a Participant's or any other person's bankruptcy or insolvency or be transferable to a spouse as a result of a property settlement or otherwise (including without limitation any domestic relations order, whether or not a "qualified domestic relations order" under section 414(p) of the Code and section 206(d) of ERISA) before the Account Balance is distributed to the Participant or Beneficiary.

12.5 **Not a Contract of Employment.** The terms and conditions of this Plan shall not be deemed to constitute a contract of employment between the Company or any Employer and the Participant. Such employment is hereby acknowledged to be an "at will" employment relationship that can be terminated at any time for any reason, or no reason, with or without cause, and with or without notice, unless expressly provided in a written employment agreement. Nothing in this Plan shall be deemed to give a Participant the right to be retained in the service of the Company or any Employer or to interfere with the right of the Company or any Employer to discipline or discharge the Participant at any time.

12.6 **Furnishing Information.** A Participant or his or her Beneficiary will cooperate with the Company by furnishing any and all information requested by the Company and take such other actions as may be requested in order to facilitate the administration of the Plan and the payments of benefits hereunder, including but not limited to taking such physical examinations as the Company may deem necessary.

12.7 **Terms.** Whenever any words are used herein in the singular or in the plural, they shall be construed as though they were used in the plural or the singular, as the case may be, in all cases where they would so apply.

12.8 **Captions.** The captions of the articles, sections and paragraphs of this Plan are for convenience only and shall not control or affect the meaning or construction of any of its provisions.

12.9 **Governing Law.** Subject to ERISA, the provisions of this Plan shall be construed and interpreted according to the internal laws of the State of Utah without regard to its conflicts of laws principles.

12.10 **Notice.** Any notice or filing required or permitted to be given to the Company under this Plan shall be sufficient if in writing and hand-delivered, or sent by registered or certified

mail, to the address below:

Vista Outdoor Inc.
Attention: General Counsel
262 North University Dr.
Farmington, UT 84025

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Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification.

Any notice or filing required or permitted to be given to a Participant under this Plan shall be sufficient if in writing and hand-delivered, or sent by mail, to the last known address of the Participant.

12.11 Successors. The provisions of this Plan shall bind and inure to the benefit of the Company and its successors and assigns and the Participant and the Participant's designated Beneficiaries.

12.12 Spouse's Interest. The interest in the benefits hereunder of a spouse of a Participant who has predeceased the Participant shall automatically pass to the Participant and shall not be transferable by such spouse in any manner, including but not limited to such spouse's will, nor shall such interest pass under the laws of intestate succession.

12.13 Validity. In case any provision of this Plan shall be illegal or invalid for any reason, said illegality or invalidity shall not affect the remaining parts hereof, but this Plan shall be construed and enforced as if such illegal or invalid provision had never been inserted herein.

12.14 Incompetent. If the Senior Vice President of Human Resources determines in its discretion that a benefit under this Plan is to be paid to a minor, a person declared incompetent or to a person incapable of handling the disposition of that person's property, he or she may direct payment of such benefit to the guardian, legal representative or person having the care and custody of such minor, incompetent or incapable person. The Senior Vice President of Human Resources may require proof of minority, incompetence, incapacity or guardianship, as it may deem appropriate prior to distribution of the benefit. Any payment of a benefit shall be a payment for the account of the Participant and the Participant's Beneficiary, as the case may be, and shall be a complete discharge of any liability under the Plan for such payment amount.

12.15 Deduction Limitation on Benefit Payments. The Company may determine that as a result of the application of the limitation under Code Section 162(m), a distribution payable to a Participant pursuant to this Plan would not be deductible if such distribution were made at the time required by the Plan. If the Company makes such a determination, then the distribution shall not be paid to the Participant until such time as the distribution first becomes deductible. The amount of the distribution shall continue to be adjusted in accordance with Section 3.4 above until it is distributed to the Participant. The amount of the distribution, plus amounts credited or debited thereon, shall be paid to the Participant or his or her Beneficiary (in the event of the Participant's death) at the earliest possible date, as determined by the Company, on which the deductibility of compensation paid or payable

to the Participant for the taxable year of the Company during which the distribution is made will not be limited by Section

162(m). Notwithstanding the foregoing, the Committee shall interpret this provision in a manner that is consistent with Code Section 409A and other applicable tax law, including but not limited to guidance issued after the effective date of this Plan.

12.16 Insurance. The Company, on its own behalf or on behalf of the trustee of the Trust, and, in its sole discretion, may apply for and procure insurance on the life of the Participant, in such amounts and in such forms as the Trust may choose. The Company or the trustee of the Trust, as the case may be, shall be the sole owner and beneficiary of any such insurance. The Participant shall have no interest whatsoever in any such policy or policies, and at the request of the Company shall submit to medical examinations and supply such information and execute such documents as may be required by the insurance company or companies to whom the Company has applied for insurance.

ARTICLE 13

Transfers from ATK Plan

13.1 Transfer of Accounts. The Plan is established pursuant to Section 8.07(h) of that certain Transaction Agreement, dated as of April 28, 2014, among Alliant Techsystems Inc. ("ATK"), Vista Spinco Inc., Vista Merger Sub Inc. and Orbital Sciences Corporation (the "Transaction Agreement"), pursuant to which the assets and business comprising ATK's Sporting Group were spun off to the Company and the accounts (the "Transferred Accounts") of Continuing Sporting Employees and Sporting Former Employees, as defined in the Transaction Agreement, and their respective beneficiaries, in the Alliant Techsystems Inc. Defined Contribution Supplemental Executive Retirement Plan (the "ATK SERP") were transferred to the Plan, effective as of the Distribution Date or such earlier date as may be specified by the Administrator (the "Transfer Date"). This Plan constitutes the applicable Sporting Nonqualified Plan, as defined in the Transaction Agreement, corresponding to the ATK SERP, and in accordance with the Transaction Agreement, the Plan hereby assumes all liability for the payment of the Transferred Accounts in accordance with, and to the extent provided by, the Transfer Agreement. The provisions of this Article 13 shall control over any contrary provision contained in the Plan with respect to the Transferred Accounts. All capitalized terms used in this Article 13, and not otherwise defined in the Plan, shall have the meaning set forth in the Transaction Agreement or the ATK SERP, as applicable.

13.2 Eligibility. Each Continuing Sporting Employee who was eligible to participate in the ATK SERP immediately prior to the Transfer Date shall be eligible to participate in this Plan in accordance with Section 3.1 as of the Transfer Date. Each Continuing Sporting Employee, Sporting Former Employee, or beneficiary whose account in the ATK SERP is transferred to the Plan shall be a Participant until such account is distributed in accordance with the terms of the Plan.

13.3 **Company Contributions.** The Company 401(k) NEC Contribution and Company 401(k) Matching Contribution to the Plan on behalf of a Participant who is a Continuing Sporting Employee, if any, for the Plan Year that includes the Transfer Date shall be calculated by taking into account the Participant's Recognized Compensation paid by both ATK and the Company, the contributions made on behalf of the Participant to both the 401(k) Plan and the Alliant Techsystems Inc. 401(k) Plan, and the amount deferred by the Participant under both the Nonqualified Deferred Compensation Plan and the Alliant Techsystems Inc. Nonqualified Deferred Compensation Plan, as if the Participant had been employed by a single employer for the entire year, reduced by the amount credited to the Participant's account in the ATK SERP and transferred to this Plan. The Administrator may make equitable adjustments to the amount so contributed to accomplish the intent of this Section.

13.4 **Vesting of Accounts.** For purposes of determining the vested portion of the Account of a Continuing Sporting Employee, all service performed for ATK shall be taken into account, provided that in no event shall the vested portion of a Continuing Sporting Employee's Account be less than the portion of his Transferred Account that was vested under the terms of the ATK SERP immediately prior to the Transfer Date, as adjusted by earnings.

13.5 **Distribution of Accounts.** A Participant's entire Account, including the Transferred Account, shall be distributed at the time and in the form provided for in the Plan, provided that in no event shall the portion of a Participant's Account that represents his Transferred Account be distributed at a time or in a manner other than as provided under the ATK SERP, determined by reference to his termination of employment with the Company rather than ATK, except as otherwise permitted by Code Section 409A.

13.6 **Beneficiaries.** Any beneficiary designated by a Continuing Sporting Employee or Sporting Former Employee under the ATK SERP shall continue to be his Beneficiary under this Plan until changed as provided herein.

13.7 **Investment Elections.** To the extent that the Measurement Funds provided under this Plan are the same as the measurement funds provided under the ATK SERP, a Transferred Account shall continue to be invested in the same Measurement Funds as elected under the ATK SERP. The Administrator shall specify the Measurement Funds to be used if the Measurement Funds provided under this Plan are not the same as those provided under the ATK SERP.

13.8 **Authority of Administrator; Right to Amend.** It is the intent of the Company, in accordance with the Transaction Agreement, that the Transferred Accounts be administered in the same manner as if they had been retained in the ATK SERP, and the Administrator shall have the authority to adopt rules and procedures, and to modify the provisions of this Article 13, as it determines in its discretion to be reasonable and appropriate to accomplish the transfer of the Transferred Accounts in accordance with such intent. Notwithstanding the foregoing, nothing contained

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in this Article 13 shall be construed to limit the authority of the Company to amend or terminate the Plan, including an amendment that affects the Transferred Accounts, as otherwise permitted by the terms of the Plan and applicable law. **Policy.**

Implementing Policies / Procedures:

FIRST AMENDMENT TO THE

VISTA OUTDOOR INC. DEFINED CONTRIBUTION

SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

(As Amended and Restated Effective July 31, 2017)

WHEREAS, Vista Outdoor Inc. (the "Corporation") maintains the Vista Outdoor Inc. Defined Contribution Supplemental Executive Retirement Plan (the "Plan") in order to provide supplemental benefits to a select group of management and highly compensated employees whose contributions under the Vista Outdoor Inc. 401(k) Plan (the "401(k) Plan") are limited by Section 401(a)(17) and Section 402(g) of the Internal Revenue Code; and None

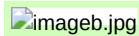
WHEREAS, the Corporation is authorized to amend the Plan pursuant to Section 7.2 thereof; and WHEREAS, the Corporation previously amended the 401(k) Plan to reduce the matching contributions thereunder from a maximum of six percent (6%) to a maximum of three percent (3%) of Recognized Compensation (as defined in the 401(k) Plan) effective January 1, 2020; and

WHEREAS, the Corporation subsequently amended the 401(k) Plan to increase the matching contribution thereunder to a maximum of six percent (6%) of the participant's Recognized Compensation for the period from July 1 through December 31, 2020; and

WHEREAS, the Corporation now wishes to amend the Plan to align the employer contributions under this Plan with the employer matching contribution for the 401(k) Plan effective January 1, 2020;

NOW, THEREFORE, Section 3.1(b) of the Plan is hereby amended to read as follows:

- (b) Company 401(k) Matching Contribution Amounts. If a Participant's 401(k) Plan Before Tax and Roth 401(k) Plan Contributions to the 401(k) Plan equal or exceed the maximum "applicable dollar amount" as in effect under Section 402(g)(i)(B) of the Code for a given Plan Year (without regard to any additional "catch up" contributions permitted under Section 414(v) of the Code), the Participant's Company 401(k) Matching Contribution Amount under this Plan for the Plan Year shall be equal to the following:
 - (1) Prior to July 31, 2017, the Company 401(k) Matching Contribution Amount was equal to four and one half percent (4 ½%) of the Participant's Recognized Compensation for the Plan Year, if any, in excess of the annual compensation limit in effect for such Plan Year under Section 401(a)(17) of the Code.
 - (2) Between July 31, 2017 and December 31, 2019, the Company 401(k) Matching Contribution Amount was equal to six percent (6%) of the Participant's Recognized Compensation for the Plan Year, if any, in excess of the annual compensation limit in effect for such Plan Year under Section 401(a)(17) of the Code; provided, however, that for purposes of applying the make-up matching contribution under the 401(k) Plan, the effective date of the change was January 1, 2017.
 - (3) For Plan Years beginning on or after January 1, 2020, the Company 401(k) Matching Contribution Amount is equal to the total "Matching Contribution" (as defined in the 401(k) Plan) that the Participant would have received under the 401(k) Plan but applying the definition of Recognized Compensation under this Plan, less the total "Matching



Contribution" actually received under the 401(k) Plan upon contribution of the maximum applicable dollar amount permitted thereunder.

If the Participant has not contributed the maximum applicable dollar amount in effect under Code §402(g) for a Plan Year, the Participant's Company 401(k) Matching Contribution Amount under this Plan for that Plan Year is zero (0).

CORPORATE POLICY

NUMBER	PAGE	DATE
3	14 of 14	04/07/2023

Function Sub Category:
Legal & Compliance Securities & Governance
Subject
Insider Trading Policy

IN WITNESS WHEREOF, the Vice President, Chief Human Resources Officer and the Controller and Chief Accounting Officer have executed this First Amendment to the Plan as of November 11, 2020. **POLICY OWNER / ORIGINAL POLICY DATE**



Policy Owner: VP, General Counsel - Business & Corporate Services Original Policy Date: 11/07/2016

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Exhibit 21

Subsidiaries of Vista Outdoor Inc.
as of March 31, 2023 March 31, 2024

All subsidiaries listed below are 100% owned except where noted.

Subsidiaries	State or Other Jurisdiction of Incorporation or Organization
Advanced Arrow S. de R.L. de C.V.	Baja California
Adventure Sports Group Europe S.L.U.	Spain
Ammunition Operations LLC ¹	Delaware
Bee Stinger, LLC	Delaware
Bell Sports (Asia) Limited	Hong Kong
Bell Sports Corp.	Delaware
Bell Sports EU Limited	Ireland
Bell Sports, Inc.	California
BG Sports EUROPE Sarl	Switzerland
Bushnell Corporation of Canada	Ontario
Bushnell Group Holdings, Inc.	Delaware
Bushnell Holdings, Inc. ²	Delaware
Bushnell Inc. ³	Delaware
Bushnell Performance Optics Asia Limited	Hong Kong
Bushnell Performance Optics Mexico S.A. de C.V.	Mexico City
CamelBak Acquisition Corp.	Delaware
CamelBak International, LLC	California
CamelBak Products, LLC	Delaware
Eagle Industries del Caribe, Inc.	Puerto Rico
Eagle Industries Unlimited, Inc.	Missouri
FASTCO Asia Ltd.	Hong Kong
Federal Cartridge Company ⁴	Minnesota
Fiber Energy Products AR LLC	Arkansas
Fox Asia Sourcing & Trading Co. Ltd.	British Virgin Islands
Fox (Parent) Holdings, Inc.	Delaware
Fox Head, Inc.	California
Fox Head Britain Limited	England and Wales
Fox Head Canada, Inc.	Canada
Fox Head Europe S.L.U.	Spain
Fox Head France SAS	France
Fox Head Germany GmbH	Germany
Fox Head Nordic A.B.	Sweden
Gold Tip, LLC	Delaware
Hydrosport S. de R.L. de C.V.	Baja California
I Live Outdoors, LLC	Delaware
Logan Outdoor Products, LLC ⁵	Utah
Northstar Outdoors, LLC	California
Ozark Hardwood Pellets LLC ⁶	Missouri
QuietKat, Inc.	Delaware
Revelyst, Inc.	Delaware
Revelyst Sales LLC	Delaware
Simms Fishing Products LLC	Delaware
Stone Glacier, Inc.	Montana
Sporting Products The Kinetic Group Operations LLC	Delaware
The River's Edge Outfitters, LLC	Montana
Vista Commercial Ammunition Company Inc.	Delaware
VO Management Services Company, S. de R.L. de C.V.	Mexico
Vista Outdoor Operations LLC ⁷	Delaware
Vista Outdoor Sales LLC ⁸	Delaware
WAWGD Newco, LLC ^{7,9}	California

- 1 Ammunition Operations Company does business as Remington Ammunition
- 2 Bushnell Holdings, Inc. also does business as Bushnell Outdoor Products and Primos
- 3 Bushnell Inc. also does business as Bushnell Outdoor Products
- 4 Federal Cartridge Company also does business as Alliant Powder, BLACKHAWK!, BLACKHAWK! Manufacturing, RCBS, HEVI-Shot and CCI/Speer
- 5 Logan Outdoor Products, LLC also does business as Camp Chef and OutdoorCooking.com
- 6 Ozark Hardwood Pellets does business as Fiber Energy Products
- 7 Vista Outdoor Operations LLC does business as Revelyst Operations
- 8 Vista Outdoor Sales LLC does business as The Kinetic Group Sales
- 9 WAWGD Newco, LLC also does business as Foresight Sports

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-201957, No. 333-214342, and No. 333-245106 on Form S-8 of our reports dated **May 25, 2023** **May 29, 2024** relating to the consolidated financial statements of Vista Outdoor Inc., and the effectiveness of Vista Outdoor Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended **March 31, 2023** **March 31, 2024**.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah **Minneapolis, Minnesota**
May 25, 2023 29, 2024

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, **Gary L. McArthur**, **We**, **Eric Nyman** and **Jason Vanderbrink**, certify that:

1. I have reviewed this annual report on Form 10-K of Vista Outdoor Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

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

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

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

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

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

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

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

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

Date: **May 25, 2023** May 29, 2024

By: **/s/ Gary L. McArthur** Eric Nyman

Name: **Gary L. McArthur** Eric Nyman

Title: **Interim Chief Co-Chief Executive Officer**

By: **/s/ Jason Vanderbrink**

Name: **Jason Vanderbrink**

Title: **Co-Chief Executive Officer**

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Andrew Keegan, certify that:

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

Date: **May 25, 2023** May 29, 2024

By: /s/ Andrew Keegan

Name: Andrew Keegan

Title: Vice President and **Interim** Chief Financial Officer

Exhibit 32

Certification by Chief Executive Officer and Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

We, **Gary L. McArthur, Interim Chief Eric Nyman (Co-Chief Executive Officer, Officer), Jason Vanderbrink (Co-Chief Executive Officer)**, and **Andrew Keegan Interim (Vice President and Chief Financial Officer, Officer)**, of Vista Outdoor Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to our knowledge:

(1) the Annual Report on Form 10-K for the fiscal year ended **March 31, 2023** **March 31, 2024**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Date: **May 25, 2023** **May 29, 2024**

By:	<u>/s/ Gary L. McArthur Eric Nyman</u>
Name:	Gary L. McArthur Eric Nyman
Title:	Interim Chief Co-Chief Executive Officer
By:	<u>/s/ Jason Vanderbrink</u>
Name:	Jason Vanderbrink
Title:	Co-Chief Executive Officer
By:	<u>/s/ Andrew Keegan</u>
Name:	Andrew Keegan
Title:	Vice President and Interim Chief Financial Officer

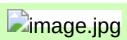


Exhibit 97

CORPORATE POLICY		NUMBER	PAGE	DATE
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Function	Sub Category:			
Legal	Securities & Governance			
Subject	Compensation Recoupment Policy			

I. OVERVIEW AND PURPOSE

This Compensation Recoupment Policy (the "Recoupment Policy") provides for the recoupment by Vista Outdoor Inc. ("Vista" or the "Company") of incentive-based compensation under certain circumstances. Vista is establishing this policy to align the interests of executive officers of the Company with those of shareholders, to create and

maintain a culture that emphasizes integrity and accountability and to enforce the Company's pay-for-performance compensation philosophy. The Recoupment Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the "Exchange Act"), Rule 10D-1 promulgated under the Exchange Act ("Rule 10D-1"), and Section 303A.14 of the New York Stock Exchange Listed Company Manual (the "Listing Standards").

The Recoupment Policy applies to all Incentive-Based Compensation that is received by Covered Executives on or after the Effective Date, as each of those terms is defined herein, and during the applicable recoupment period described herein, even if such Incentive-Based Compensation was approved, awarded, granted or paid to Covered Executives prior to the Effective Date. It also applies to Incentive-Based Compensation received by any employee that allows or is engaged in certain criminal misconduct.

II. POLICY

Administration

The Board of Directors (the "Board") or the Management Development and Compensation Committee of the Board (the "Committee") shall administer the Recoupment Policy. Any references herein to the Board shall be deemed references to the Committee, if applicable. The Board is authorized to interpret and construe the Recoupment Policy and to make all determinations and rules as it deems to be necessary or advisable for its administration. It is intended that the Recoupment Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the Securities and Exchange Commission or the New York Stock Exchange ("NYSE"). Any determinations made by the Board shall be final and binding on all affected individuals.

Executive Officers

The Recoupment Policy applies to the Company's current and former executive officers, as determined by the Board in accordance with Section 10D of the Exchange Act, the definition of executive officer set forth in Rule 10D-1 and the Listing Standards ("Covered Executives"), and such other employees



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Legal	Securities & Governance			
Subject	Compensation Recoupment Policy			

who may from time to time be deemed subject to the Recoupment Policy by the Board. For purposes of the Recoupment Policy, "executive officers" include those encompassed within the definition of "officers" under Rule 16a-1(f) of the Exchange Act.

Recoupment; Accounting Restatement

In the event the Company is required to prepare an Accounting Restatement, as defined herein, the Board will promptly require reimbursement or forfeiture of any Excess Incentive

Compensation, as defined herein, received by any Covered Executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an Accounting Restatement, and including any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years, except that a transition period comprising a period of at least nine months shall count as a full fiscal year. The Recoupment Policy applies to all Incentive-Based Compensation received by a Covered Executive (i) after beginning service as an executive officer; (ii) who served as an executive officer at any time during the performance period for that Incentive-Based Compensation; and (iii) while the Company has a listed class of securities. Recovery of amounts under the Recoupment Policy with respect to a Covered Executive shall not require the finding of any misconduct by such Covered Executive or that such Covered Executive is responsible for any error associated with an Accounting Restatement.

Any action by the Company to recover Excess Incentive Compensation under this Recoupment Policy from a Covered Executive shall not, whether alone or in combination with any other action, event or condition, be deemed (i) "good reason" or term of similar import or to serve as a basis for a claim of constructive termination under any benefit or compensation arrangement applicable to such Covered Executive, or (ii) to constitute a breach of a contract or other arrangement to which such Covered Executive is party.

For purposes of the Recoupment Policy, an "**Accounting Restatement**" means an accounting restatement of the Company's financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. Also for purposes of the Recoupment Policy, the date on which the Company is required to prepare an Accounting Restatement is the earlier of (i) the date the Board concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (ii) the date a court, regulator, or other



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Subject	Compensation Recoupment Policy			

legally authorized body directs the Company to prepare an Accounting Restatement, in each case regardless of whether or when the restated financial statements are filed.

Excess Incentive Compensation: Amount Subject to Recovery

The amount subject to recovery (the "**Excess Incentive Compensation**") is the excess of the Incentive- Based Compensation paid to the Covered Executive based on the erroneous data over the Incentive- Based Compensation that would have been paid to the Covered Executive

had it been based on the restated results. Excess Incentive Compensation shall be determined by the Board without regard to any taxes paid by the Covered Executive with respect to the Excess Incentive Compensation.

For Incentive-Based Compensation based on stock price or total shareholder return: (i) the Board shall determine the amount of the Excess Incentive Compensation based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received; and (ii) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to NYSE.

"Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Incentive-Based Compensation is received for purposes of the Recoupment Policy in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

A **"Financial Reporting Measure"** means any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived in whole or in part from such measure. For purposes of the Recoupment Policy, Financial Reporting Measures include, but are not limited to, the following, and any measures derived from the following: revenues; earnings before interest, taxes, depreciation and amortization; net income; Company stock price; and total shareholder return. A Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the Securities and Exchange Commission.

Method of Recoupment

The Board shall determine, in its sole discretion, the timing and method for promptly recouping Excess Incentive Compensation, which may include without limitation:



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- (a) seeking reimbursement of all or part of any cash or equity Incentive-Based Compensation previously paid,
- (b) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards,
- (c) cancelling prior cash or equity-based awards, whether vested or unvested or paid or unpaid,

(d) cancelling or offsetting against any planned future cash or equity-based awards,

(e) forfeiture of deferred compensation, subject to compliance with Section 409A of the Internal Revenue Code (the "Code") and the regulations promulgated thereunder, and

(f) any other method authorized by applicable law or contract.

Subject to compliance with any applicable law, the Board may recover amounts under the Recoupment Policy from any amount otherwise payable to the Covered Executive.

For the avoidance of doubt, any Excess Incentive Compensation received by a Covered Executive that has subsequently been forfeited prior to payment thereof (including as a result of termination of employment or breach of contract) shall be deemed to have been repaid in accordance with this Recoupment Policy. To the extent that the application of this Recoupment Policy would provide for recovery of Excess Incentive Compensation that the Company recovers pursuant to Section 304 of the Sarbanes-Oxley Act or Other Clawback Policies, the amount the relevant Covered Executive has already reimbursed the Company shall be credited to the required recovery under this Recoupment Policy.

The Company is authorized and directed pursuant to the Recoupment Policy to recoup Excess Incentive Compensation in compliance with the Recoupment Policy unless the Committee has determined that recovery would be impracticable solely for the following limited reasons, and subject to the following procedural and disclosure requirements:

- The direct expense paid to a third party to assist in enforcing the Recoupment Policy would exceed the amount to be recovered; provided that prior to concluding that it would be impracticable to recover any amount of Excess Incentive Compensation based on expense of enforcement, the Board must make a reasonable attempt to recover such erroneously awarded compensation, document such reasonable attempt(s) to recover and provide that documentation to NYSE; or



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- Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

No Indemnification of Covered Executives

The Company shall not indemnify any Covered Executives against the loss of any incorrectly awarded Excess Incentive Compensation. The Company is prohibited from paying or reimbursing a Covered Executive for purchasing insurance to cover any such loss.

Board Indemnification

Any members of the Board or its delegates shall not be personally liable for any action, determination or interpretation made with respect to the Recoupment Policy and shall be fully indemnified by the Company to the fullest extent under applicable law and Company organizational documents and policy with respect to any such action, determination or interpretation. The foregoing sentence shall not limit any other rights to indemnification of the members of the Board or its delegates under applicable law or Company organizational documents and policy.

Criminal Misconduct; Additional Recoupment

Without limitation of any of the other provisions of the Recoupment Policy, if the Board has determined that any current or former employee of the Company (i) has engaged in criminal misconduct, or (ii) both (a) had supervisory authority over employee(s) or a business area engaged in criminal misconduct and (b) knew of, or was willfully blind to, such criminal misconduct, the Board may seek recoupment of payouts of Incentive-Based Compensation from the employee. For this purpose, "Criminal Misconduct" shall include any violation of applicable law that falls under the category of misdemeanor or felony, regardless of whether an Accounting Restatement has occurred. The amount that may be recovered will be the Incentive-Based Compensation paid during the period in which the criminal misconduct commenced or continued uncured.

Additionally, the Board may, in its discretion, seek recoupment of compensation from other employees who are not Covered Executives (individually, a "Responsible Party") in the event of an Accounting Restatement or financial irregularities causing a revision of performance metrics upon which compensation is based. The Board shall review and determine how the Responsible Party's compensation may have been affected by the Accounting Restatement or financial irregularities, the circumstances, and whether recoupment should be pursued. The Board may determine the method of



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recoupment from a Responsible Party, including without limitation from the methods for Covered Executives listed within the Recoupment Policy.

Notwithstanding anything to the contrary herein, the requirements of the section entitled "Recoupment; Accounting Restatement" shall control as to Accounting Restatements and

any treatment of Incentive- Based Compensation of Covered Executives as a result.

Not Exclusive Remedy

The recoupment of Incentive-Based Compensation pursuant to the Recoupment Policy shall not in any way limit or affect the Company's right to pursue disciplinary action or dismissal, take legal action or pursue any other available remedies. The Recoupment Policy shall not replace and shall be in addition to any rights of the Company to recoup amounts from Covered Executives under applicable laws and regulations.

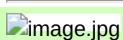
Incorporation of Policy

The Recoupment Policy as it relates to Accounting Restatement shall be effective as of the effective date of the Listing Standards, and the Recoupment Policy as it relates to Criminal Misconduct shall be effective as of the publication date of this Policy (the "Effective Date").

In order to receive Incentive-Based Compensation, the Board may require that a Covered Executive explicitly acknowledge that any Incentive-Based Compensation granted to the Covered Executive is subject to the Recoupment Policy. The Company, in its discretion, may incorporate the requirements of the Recoupment Policy into any applicable award statement, award agreement or terms and conditions of any Incentive-Based Compensation granted by the Company, but such requirements shall not be required to be incorporated in order to make this recoupment obligation valid.

Amendment and Termination

The Board may amend the Recoupment Policy from time to time in its discretion and shall amend the Recoupment Policy as it deems necessary to reflect final regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act, to comply with any rules or standards adopted by NYSE, and to comply with (or maintain an exemption from the application of) Section 409A of the Code. The Board may terminate the Recoupment Policy at any time.



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Severability

The provisions in the Recoupment Policy are intended to be applied to the fullest extent of the law. To the extent that any provision of the Recoupment Policy is found to be unenforceable or invalid under any applicable law, such provision shall be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner

consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

Governing Law

The Recoupment Policy and all rights and obligations hereunder are governed by and construed in accordance with the internal laws of the State of Delaware, excluding any choice of law rules or principles that may direct the application of the laws of another jurisdiction.

Successors

The Recoupment Policy and determinations and decisions made by the Board pursuant to this Recoupment Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Exhibit Filing Requirement

A copy of the Recoupment Policy and any amendments thereto shall be posted on the Company's website and filed as an exhibit to the Company's annual report on Form 10-K.

III. REFERENCE DOCUMENTS

Implementing Policies / Procedures:

- None

Additional References:

- Section 10D of the Securities Exchange Act of 1934
- Rule 10D-1 promulgated under the Exchange Act
- Rule 16a-1(f) of the Exchange Act
- Section 303A.14 of the New York Stock Exchange Listed Company Manual



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- Section 409A of the Internal Revenue Code
- Section 304 of the Sarbanes-Oxley Act

IV. POLICY OWNER / ORIGINAL POLICY DATE

Policy Owner: VP, General Counsel and Corporate Secretary

Original Date:

DISCLAIMER

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