
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q**

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

For the quarterly period ended June 30, 2024

OR

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

For the transition period from _____ to _____

Commission File Number: 001-40448



FIGS, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

46-2005653

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

2834 Colorado Avenue , Suite 100 Santa Monica , CA

90404

(Address of principal executive offices)

(Zip Code)

(424) 300-8330

(Registrant's telephone number, including area code)

N/A

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.0001 par value per share	FIGS	New York Stock Exchange

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

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

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

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

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

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

As of July 31, 2024, there were 162,576,575 shares of the registrant's Class A common stock, par value \$0.0001 per share, outstanding and 8,283,641 shares of the registrant's Class B common stock, \$0.0001 par value per share, outstanding.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1955, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q may be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "forecast," "predict," "potential," "strategy," "strive" or "continue" or the negative of these terms or other similar expressions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, without limitation, statements regarding our future results of operations and financial position; our industry; business and macroeconomic trends; the impact of macroeconomic pressures; our use of ocean and air freight; the impact of and expectations related to global supply chain challenges; demand for our products; our expectations regarding the opening and success of retail stores; our plans for evolving our sourcing capabilities and strategically refining our manufacturing base; our fulfillment enhancement project and the impact of and timing for our transition to a new fulfillment center; our plans to open additional fulfillment facilities in the future; our intended transition away from a key third party supplier in Jordan; the impact of conflict in the Middle East on our business; equity compensation; our share repurchase program; our marketing strategy; competition; market growth; our business strategy; and plans and objectives for future operations.

The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the important factors discussed in Part II, Item 1A. "Risk Factors" in this Quarterly Report on Form 10-Q. The forward-looking statements in this Quarterly Report on Form 10-Q are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

You should read this Quarterly Report on Form 10-Q and the documents that we reference in this Quarterly Report on Form 10-Q and have filed as exhibits to this Quarterly Report on Form 10-Q with the understanding that our actual future results, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained in this Quarterly Report on Form 10-Q, whether as a result of any new information, future events or otherwise.

SUMMARY RISK FACTORS

Our business is subject to numerous risks and uncertainties, including those described in Part II, Item 1A. "Risk Factors" in this Quarterly Report on Form 10-Q. You should carefully consider these risks and uncertainties when investing in our Class A common stock. The principal risks and uncertainties affecting our business include the following:

- Our historical growth may not be sustainable or indicative of future growth, and we expect our growth rate to slow over time.
- If we fail to manage the expansion of our business effectively, our financial condition and results of operations may be adversely affected.
- We have not always been profitable and may not be profitable in the future.
- Our success depends on our ability to maintain the value and reputation of our brand.
- If we fail to attract new customers, retain existing customers, or fail to maintain or increase sales to those customers, our business, financial condition, results of operations and growth prospects will be harmed.
- If our marketing efforts are not successful, our business, financial condition and results of operations could be harmed.
- Our business depends on our ability to maintain a strong community of engaged customers and ambassadors, including through the use of social media. We may not be able to maintain and enhance our brand if we experience negative publicity related to our marketing efforts or use of social media, fail to maintain and grow our network of ambassadors or otherwise fail to meet our customers' expectations.
- If we do not continue to successfully develop and introduce new, innovative and updated products, we may not be able to maintain or increase our sales and profitability.
- The market for healthcare apparel is highly competitive.
- Our future success depends on the continuing efforts of our key employees and our ability to attract and retain highly skilled team members.
- We plan to expand into additional international markets over time, which will expose us to new and significant risks.
- Shipping is a critical part of our business and changes in, or disruptions to, our shipping arrangements have in the past and may in the future adversely affect our business, financial condition and results of operations.
- If we experience problems with our distribution and warehouse management systems, our ability to meet customer expectations, manage inventory, complete sales and achieve objectives for operating efficiencies could be harmed.
- If we are unable to accurately forecast customer demand, manage our inventory and plan for future expenses, our results of operations could be adversely affected.
- Consumer confidence, shopping behavior and spending have been and may continue to be negatively impacted by factors beyond our control, including supply chain disruptions, inflation, high interest rates, fear of recession or entry into a recession, geopolitical tensions and military conflicts, and healthcare workforce-related stress, which may adversely affect our business, financial condition and results of operations.
- Our reliance on a limited number of third-party suppliers to provide materials for and produce our products could cause problems in our supply chain and subject us to additional risks.
- If proprietary, confidential or sensitive information or personal data about our customers is disclosed, or if we or our third-party providers are subject to real or perceived cyberattacks, our customers may curtail use of our website or mobile app, we may be exposed to liability and our reputation could suffer.
- Our quarterly results of operations have from time to time, and may in the future fluctuate, and if our operating and financial performance in any given period does not meet the guidance that we have provided to the public or the expectations of our investors and securities analysts, the trading price of our Class A common stock may decline.

- The dual-class structure of our common stock and voting agreement among us and our co-founders, Heather Hasson and Trina Spear, Tulco, LLC and Thomas Tull and certain related persons and trusts have the effect of concentrating voting control with Ms. Hasson, Ms. Spear and Mr. Tull, who together hold the majority of the voting power of our outstanding capital stock, which may limit or preclude your ability to influence corporate matters, including the election of directors and the approval of any change of control transaction.
- We are a “controlled company” within the meaning of the rules of the New York Stock Exchange and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements. You do not have the same protections afforded to stockholders of companies that are subject to such requirements.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

FIGS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	As of	
	June 30, 2024	December 31, 2023
Assets		(Unaudited)
Current assets		
Cash and cash equivalents	\$ 131,811	\$ 144,173
Short-term investments	136,719	102,522
Accounts receivable	12,719	7,469
Inventory, net	119,294	119,040
Prepaid expenses and other current assets	16,697	12,455
<i>Total current assets</i>	<i>417,240</i>	<i>385,659</i>
Non-current assets		
Property and equipment, net	35,266	24,864
Operating lease right-of-use assets	55,003	43,059
Deferred tax assets	16,300	18,291
Other assets	2,214	1,336
<i>Total non-current assets</i>	<i>108,783</i>	<i>87,550</i>
Total assets	\$ 526,023	\$ 473,209
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	\$ 19,910	\$ 14,749
Operating lease liabilities	11,749	8,230
Accrued expenses	21,610	7,906
Accrued compensation and benefits	4,104	7,312
Sales tax payable	3,217	3,149
Gift card liability	8,034	8,240
Deferred revenue	2,825	2,160
Returns reserve	3,514	2,989
Income tax payable	1,640	2,557
<i>Total current liabilities</i>	<i>76,603</i>	<i>57,292</i>
Non-current liabilities		
Operating lease liabilities, non-current	47,532	38,884
Other non-current liabilities	183	183
Total liabilities	\$ 124,318	\$ 96,359
Commitments and contingencies (Note 9)		
Stockholders' equity		
Class A Common stock — par value \$ 0.0001 per share, 1,000,000,000 shares authorized as of June 30, 2024 and December 31, 2023; 162,392,991 and 161,457,403 shares issued and outstanding as of June 30, 2024 and December 31, 2023, respectively	16	16
Class B Common stock — par value \$ 0.0001 per share, 150,000,000 shares authorized as of June 30, 2024 and December 31, 2023; 8,283,641 shares issued and outstanding as of June 30, 2024 and December 31, 2023	—	—
Preferred stock — par value \$ 0.0001 per share, 100,000,000 shares authorized as of June 30, 2024 and December 31, 2023; zero shares issued and outstanding as of June 30, 2024 and December 31, 2023	—	—
Additional paid-in capital	337,447	315,075
Accumulated other comprehensive income (loss)	(47)	5
Retained earnings	64,289	61,754
Total stockholders' equity	401,705	376,850
Total liabilities and stockholders' equity	\$ 526,023	\$ 473,209

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

FIGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (In thousands, except share and per share data)
 (Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net revenues	\$ 144,225	\$ 138,132	\$ 263,518	\$ 258,364
Cost of goods sold	46,961	42,098	84,118	76,654
Gross profit	97,264	96,034	179,400	181,710
Operating expenses				
Selling	36,934	33,739	65,393	64,896
Marketing	23,003	20,889	40,248	37,953
General and administrative	35,774	34,840	71,763	68,997
Total operating expenses	95,711	89,468	177,404	171,846
Net income from operations	1,553	6,566	1,996	9,864
Other income, net				
Interest income	2,830	1,521	5,677	2,593
Other expense	—	(4)	(10)	(5)
Total other income, net	2,830	1,517	5,667	2,588
Net income before provision for income taxes	4,383	8,083	7,663	12,452
Provision for income taxes	3,283	3,501	5,128	5,961
Net income	\$ 1,100	\$ 4,582	\$ 2,535	\$ 6,491
Earnings attributable to Class A and Class B common stockholders				
Basic earnings per share	\$ 0.01	\$ 0.03	\$ 0.01	\$ 0.04
Diluted earnings per share	\$ 0.01	\$ 0.02	\$ 0.01	\$ 0.04
Weighted-average shares outstanding—basic	170,393,480	167,423,656	170,158,479	167,100,292
Weighted-average shares outstanding—diluted	179,688,524	183,332,560	180,195,183	183,094,950

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

FIGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net income	\$ 1,100	\$ 4,582	\$ 2,535	\$ 6,491
Other comprehensive loss, net of tax				
Unrealized loss on short-term investments, net of tax	(21)	(8)	(52)	(8)
Total other comprehensive loss, net of tax	(21)	(8)	(52)	(8)
Total comprehensive income	\$ 1,079	\$ 4,574	\$ 2,483	\$ 6,483

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

FIGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
 (In thousands, except share data)
 (Unaudited)

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
December 31, 2022	159,351,307	\$ 16	7,210,795	\$ —	\$ 268,606	\$ 39,117	\$ —	\$ 307,739
Issuance of Class A Common Stock upon vesting of Restricted Stock	494,487	—	—	—	—	—	—	—
Issuance of Class B Common Stock upon exchange of Class A Common Stock	(271,219)	—	271,219	—	—	—	—	—
Restricted Stock surrendered for employee's tax liability	—	—	—	—	(246)	—	—	(246)
Stock-based compensation	—	—	—	—	10,790	—	—	10,790
Stock option exercises	2,250	—	—	—	1	—	—	1
Net income	—	—	—	—	—	1,909	—	1,909
March 31, 2023	159,576,825	\$ 16	7,482,014	\$ —	\$ 279,151	\$ 41,026	\$ —	\$ 320,193
Issuance of Class A Common Stock upon vesting of Restricted Stock	626,377	—	—	—	—	—	—	—
Issuance of Class B Common Stock upon exchange of Class A Common Stock	(266,938)	—	266,938	—	—	—	—	—
Stock-based compensation	—	—	—	—	11,519	—	—	11,519
Stock option exercises and employee stock purchases	568,258	—	—	—	636	—	—	636
Net income	—	—	—	—	—	4,582	—	4,582
Other comprehensive loss, net of tax	—	—	—	—	—	—	(8)	(8)
June 30, 2023	160,504,522	\$ 16	7,748,952	\$ —	\$ 291,306	\$ 45,608	\$ (8)	\$ 336,922

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
December 31, 2023	161,457,403	\$ 16	8,283,641	\$ —	\$ 315,075	\$ 61,754	\$ 5	\$ 376,850
Issuance of Class A Common Stock upon vesting of Restricted Stock	325,466	—	—	—	—	—	—	—
Stock-based compensation	—	—	—	—	11,611	—	—	11,611
Stock option exercises	19,002	—	—	—	10	—	—	10
Net income	—	—	—	—	—	1,435	—	1,435
Other comprehensive loss, net of tax	—	—	—	—	—	—	(31)	(31)
March 31, 2024	161,801,871	\$ 16	8,283,641	\$ —	\$ 326,696	\$ 63,189	\$ (26)	\$ 389,875
Issuance of Class A Common Stock upon vesting of Restricted Stock	404,620	—	—	—	—	—	—	—
Issuance of Class A Common Stock in exchange for services	41,667	—	—	—	250	—	—	250
Stock-based compensation	—	—	—	—	10,247	—	—	10,247
Stock option exercises and employee stock purchases	144,833	—	—	—	254	—	—	254
Net income	—	—	—	—	—	1,100	—	1,100
Other comprehensive loss, net of tax	—	—	—	—	—	—	(21)	(21)
June 30, 2024	162,392,991	\$ 16	8,283,641	\$ —	\$ 337,447	\$ 64,289	\$ (47)	\$ 401,705

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

FIGS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six months ended June 30,	
	2024	2023
Cash flows from operating activities:		
Net income	\$ 2,535	\$ 6,491
<i>Adjustments to reconcile net income to net cash provided by operating activities:</i>		
Depreciation and amortization expense	1,963	1,372
Deferred income taxes	1,991	(984)
Non-cash operating lease cost	3,977	1,364
Stock-based compensation	22,108	22,309
Accretion of discount on available-for-sale securities	(2,723)	(260)
<i>Changes in operating assets and liabilities:</i>		
Accrued interest	(231)	—
Accounts receivable	(5,250)	597
Inventory	(254)	10,170
Prepaid expenses and other current assets	(5,973)	2,034
Other assets	(878)	(1)
Accounts payable	4,679	(9,100)
Accrued expenses	11,310	(8,181)
Accrued compensation and benefits	(3,208)	951
Sales tax payable	68	(421)
Gift card liability	(206)	508
Deferred revenue	665	(2,009)
Returns reserve	525	(144)
Income tax payable	(917)	3,290
Operating lease liabilities	(2,023)	(1,466)
<i>Net cash provided by operating activities</i>	<u>28,158</u>	<u>26,520</u>
Cash flows from investing activities:		
Purchases of property and equipment	(9,489)	(1,613)
Purchases of available-for-sale securities	(137,850)	(38,343)
Maturities of available-for-sale securities	<u>106,555</u>	<u>—</u>
<i>Net cash used in investing activities</i>	<u>(40,784)</u>	<u>(39,956)</u>
Cash flows from financing activities:		
Proceeds from stock option exercises and employee stock purchases	264	637
Tax payments related to net share settlements on restricted stock units	—	(246)
<i>Net cash provided by financing activities</i>	<u>264</u>	<u>391</u>
<i>Net change in cash and cash equivalents</i>	<u>(12,362)</u>	<u>(13,045)</u>
Cash and cash equivalents, beginning of period	<u>144,173</u>	<u>159,775</u>
Cash and cash equivalents, end of period	<u>\$ 131,811</u>	<u>\$ 146,730</u>
Supplemental disclosures:		
Property and equipment included in accounts payable and accrued expenses	\$ 3,329	\$ 153
Lease assets obtained in exchange for new operating lease liabilities	\$ 15,921	\$ 3,206

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

FIGS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. DESCRIPTION OF BUSINESS

FIGS, Inc., a Delaware corporation (together with its wholly-owned subsidiary FIGS Canada, Inc. unless the context requires otherwise, the "Company"), was founded in 2013 and is a founder-led, direct-to-consumer healthcare apparel and lifestyle brand company. The Company designs and sells scrubwear and non-scrubwear, such as outerwear, underscrubs, footwear, compression socks, lab coats, loungewear and other apparel. The Company markets and sells its products primarily in the United States. Sales are primarily generated through the Company's digital platforms.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information. The Company's fiscal year ends on December 31. Certain information and footnote disclosures normally included in the Company's annual audited financial statements and accompanying notes have been condensed or omitted in these accompanying interim condensed consolidated financial statements and footnotes. Certain reclassifications have been made to prior-year amounts to conform to the current period presentation. These unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and related notes for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 28, 2024.

In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments of a normal recurring nature necessary for the fair presentation of the Company's financial position, results of operations, and cash flows. The results of operations for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for the year ending December 31, 2024.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods presented. Significant estimates include, but are not limited to, the valuation of the net realizable value of inventory, reserves for sales returns, allowances for doubtful accounts, stock-based compensation, contingent sales tax liability, and the useful lives and recoverability of long-lived assets. Actual results could differ from those estimates.

Short-term Investments

The Company holds short-term investments in U.S. government debt securities and corporate debt securities. The Company's short-term investments mature within 12-months or less and are classified as current assets on the Company's condensed consolidated balance sheets and have been classified and accounted for as available-for-sale securities. The Company determines the appropriate classification of its investments at the time of purchase and reevaluates their classification at each balance sheet date.

The Company's available-for-sale investments in debt securities are carried at fair value with unrealized gains and losses, net of taxes, reported within accumulated other comprehensive income in stockholders' equity. Available-for-sale debt securities with an amortized cost basis in excess of estimated fair value are assessed to determine what amount of that difference, if any, is caused by expected credit losses, with any allowance for credit losses recognized as a charge in other expense on the Company's condensed consolidated statements of operations. The Company did not record any credit losses on its available-for-sale debt securities in any of the periods presented. The Company determines gains or losses on the sale or maturities of short-term investments using the specific identification method and gains or losses are recorded in other expense on the Company's condensed consolidated statements of operations.

Inventory, Net

Inventory consists of finished goods and is accounted for using an average cost method. Inventory is valued at the lower of cost or net realizable value. The Company records a provision for excess and obsolete inventory to adjust the carrying value of inventory based on assumptions regarding future demand for the Company's products.

Lower of cost or net realizable value is evaluated by considering obsolescence, excessive levels of inventory, deterioration, and other factors. Adjustments to reduce the cost of inventory to its net realizable value, if required, are made for estimated excess, obsolescence, or impaired inventory. Excess and obsolete inventory is charged to cost of goods sold.

The Company's allowance to write down inventory to the lower of cost or net realizable value was not material as of June 30, 2024 and December 31, 2023.

Revenue Recognition

The Company recognizes revenues in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASC 606"). Revenue is recognized in an amount that reflects the consideration expected to be received in exchange for products. To determine revenue recognition for contracts with customers within the scope of ASC 606, the Company recognizes revenue from the commercial sales of products and contracts by applying the following five steps (i) identify the contract(s) with a customer; (ii) identify the performance obligations of the contract(s); (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract(s); and (v) recognize revenue when (or as) the Company satisfies the performance obligations.

The Company only applies the five-step model to contracts when it is probable that the Company will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. The Company recognizes revenue at a point in time when it satisfies a performance obligation and transfers control of the products to the respective customers, which occurs when the goods are transferred to a common carrier. Shipping and handling costs associated with outbound freight incurred to transfer a product to a customer are treated as a fulfillment activity, and as a result, any fees received from customers are included in the transaction price for the performance obligation of providing goods to the customer.

The Company generally provides refunds for goods returned within 30 days from the original purchase date. A returns reserve is recorded by the Company based on the historical refund pattern. The returns reserve on the condensed consolidated balance sheets was \$ 3.5 million and \$ 3.0 million as of June 30, 2024 and December 31, 2023, respectively.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue. The Company records deferred revenue when it receives payments in advance of the transfer of the goods to a common carrier. The amounts recorded are expected to be recognized as revenue within the 12 months following the balance sheet date and, therefore, are classified as current liabilities on the Company's condensed consolidated balance sheets.

The Company does not have significant contract balances other than deferred revenue, the allowance for sales returns and liabilities related to its gift cards. The Company recognized revenues of \$ 2.1 million during the six months ended June 30, 2024 related to the deferred revenue balance that existed at December 31, 2023. The Company recognized revenues of \$ 2.6 million during the six months ended June 30, 2024 related to redemptions from the gift card liability balance that existed at December 31, 2023. The Company does not have significant contract acquisition costs.

The following table presents the disaggregation of the Company's net revenues for the three and six months ended June 30, 2024 and 2023 as follows (in thousands):

	Three months ended		Six months ended	
	June 30,		June 30,	
	2024	2023	2024	2023
By geography:				
United States	\$ 125,291	\$ 123,797	\$ 228,361	\$ 231,477
Rest of the world	18,934	14,335	35,157	26,887
	\$ 144,225	\$ 138,132	\$ 263,518	\$ 258,364
By product:				
Scrubwear	\$ 118,345	\$ 115,238	\$ 213,241	\$ 213,104
Non-Scrubwear	25,880	22,894	50,277	45,260
	\$ 144,225	\$ 138,132	\$ 263,518	\$ 258,364

Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, *Improvements to Reportable Segment Disclosures*, which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. This ASU is effective for public companies with annual periods beginning after December 15, 2023, and interim periods within annual periods beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the effects adoption of this guidance will have on its financial statements.

In December 2023, the FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures*, which requires disclosure of disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. This ASU is effective for public companies with annual periods beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the effects adoption of this guidance will have on its financial statements.

3. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

The Company's cash equivalents consist of money market funds and highly liquid investments with original maturities of 90 days or less from the date of purchase. The Company classifies cash equivalents and short-term investments within Level 1 or Level 2 of the fair value hierarchy.

The following tables present the Company's cash equivalents and short-term investments by significant investment category and fair value level as of June 30, 2024, and December 31, 2023 (in thousands):

	June 30, 2024				
	Cost	Gross Unrealized		Gross Unrealized	
		Gains	Losses	Fair Value	
Level 1⁽¹⁾:					
Money market funds	\$ 70,308	\$ —	\$ —	\$ 70,308	
U.S. government securities	77,296	1	(18)	77,279	
Level 2⁽²⁾:					
Corporate paper	78,076	—	(31)	78,045	
Total	\$ 225,680	\$ 1	\$ (49)	\$ 225,632	

	December 31, 2023			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Level 1⁽¹⁾:				
Money market funds	\$ 117,328	\$ —	\$ —	\$ 117,328
U.S. government securities	64,630	12	—	64,642
Level 2⁽²⁾:				
Corporate paper	37,888	—	(7)	37,881
Total	\$ 219,846	\$ 12	\$ (7)	\$ 219,851

⁽¹⁾ Level 1 fair value estimates are based on quoted prices in active markets for identical assets or liabilities.

⁽²⁾ Level 2 fair value estimates are based on observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

There have been no transfers of assets between fair value levels during the periods presented. The carrying values of other current assets, accounts payable and accrued expenses approximate their fair values due to the short-term nature of these assets and liabilities.

4. ACCOUNTS RECEIVABLE

Accounts receivable consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Trade	\$ 11,628	\$ 6,549
Other	1,091	920
Total	\$ 12,719	\$ 7,469

5. PREPAID EXPENSES AND OTHER CURRENT ASSETS

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

	June 30, 2024	December 31, 2023
Inventory deposits	\$ 1,748	\$ 3,012
Prepaid expenses	3,956	8,173
Prepaid taxes	9,853	—
Other	1,140	1,270
Total	\$ 16,697	\$ 12,455

6. PROPERTY AND EQUIPMENT, NET

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

	June 30, 2024	December 31, 2023
Furniture and fixtures	\$ 1,832	\$ 1,441
Office equipment	1,134	1,031
Machinery and equipment	17,239	2,753
Computer equipment	6,139	2,056
Software and website design	8,466	8,061
Leasehold improvements	4,075	3,696
Capital projects in progress	6,073	13,555
Total property and equipment	44,958	32,593
Less: accumulated depreciation and amortization	(9,692)	(7,729)
Property and equipment, net	\$ 35,266	\$ 24,864

Depreciation and amortization expense of property and equipment for the three and six months ended June 30, 2024 was \$ 1.1 million and \$ 2.0 million, respectively. Depreciation and amortization expense of property and equipment for the three and six months ended June 30, 2023 was \$ 0.7 million and \$ 1.4 million, respectively

7. ACCRUED EXPENSES

Accrued expenses consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Accrued inventory	\$ 5,831	\$ 2,126
Accrued shipping	2,965	565
Accrued selling expenses	4,037	2,601
Accrued marketing expenses	1,914	466
Accrued property and equipment	2,793	399
Accrued legal	521	24
Other accrued expenses	3,549	1,725
	\$ 21,610	\$ 7,906

8. FINANCING ARRANGEMENTS

On September 7, 2021, the Company, as borrower, entered into a credit agreement with Bank of America, N.A. for a \$ 100.0 million revolving credit facility, including capacity to issue letters of credit (the "2021 Facility"). The 2021 Facility is secured by substantially all assets of the Company and its material subsidiaries, subject to customary exceptions. The 2021 Facility has a maturity date of September 7, 2026 ("2021 Facility Maturity Date"). As of June 30, 2024, the Company had letters of credit aggregating to \$ 4.9 million outstanding under the 2021 Facility and available borrowings of \$ 95.1 million. As of June 30, 2024, the Company had no outstanding borrowings under the 2021 Facility. Borrowings under the 2021 Facility are payable on the 2021 Facility Maturity Date. Borrowings bear interest at either (a) the Eurodollar Rate (as defined in the 2021 Facility) plus 1.125 % or (b) the Base Rate (as defined in the 2021 Facility) plus 0.125 %. The interest rate for undrawn amounts is 0.175 %. Costs associated with entering into the 2021 Facility were not material.

On February 27, 2023, the Company entered into a first amendment (the "First Amendment") to the 2021 Facility. The First Amendment amends the Credit Agreement to replace the London interbank offered rate ("LIBOR") with a term rate based on the Secured Overnight Financing Rate ("SOFR"), together with certain administrative changes to facilitate such replacement. Except as amended by the First Amendment, the terms of the Credit Agreement remain in full force and effect.

9. COMMITMENTS AND CONTINGENCIES

Taxes on Remote Sellers

The Company is subject to state laws or administrative practices with respect to taxes on remote sellers. In accordance with ASC 450, *Contingencies*, the Company recorded \$ 1.5 million and \$ 1.6 million within sales tax payable on the Company's condensed consolidated balance sheets as of June 30, 2024, and December 31, 2023, respectively, as an estimate of contingent sales tax payable.

Inventory Purchase Obligations

Inventory purchase obligations as of June 30, 2024 were \$ 54.4 million. These inventory purchase obligations can be impacted by various factors, including the timing of issuing orders and the timing of the shipment of orders.

Legal Contingencies

Legal claims may arise from time to time in the normal course of business, the results of which may have a material effect on the Company's accompanying condensed consolidated financial statements.

A putative securities class action and related derivative suits against the Company and certain of its executive officers and directors are currently pending.

The Company intends to vigorously defend against such claims. The Company has determined that any potential loss is neither probable nor reasonably estimable and an accrual has not been recorded.

10. LEASES

The Company has operating lease agreements for its office space, retail stores, fulfillment center and fulfillment center equipment. The Company's lease agreements have initial terms that expire between 2028 and 2030. Certain of the Company's lease agreements include rent abatement periods, escalating rent payment provisions, and provide for an option to extend or terminate the lease.

The Company has a sublease agreement classified as an operating lease for additional office space with an initial term expiring in 2026. The sublease includes an option to extend the agreement, at the Company's discretion, if the sublandlord declines to terminate its master lease. The sublease includes a rent abatement period and escalating rent payment provisions.

The operating lease and sublease agreements included in the measurement of lease liabilities do not reflect options to extend or terminate, as the Company does not consider the exercise of these options to be reasonably certain. The Company's lease and sublease agreements do not contain any material residual value guarantees or material restrictive covenants.

The Company recognizes operating lease expense on a straight-line basis over the lease term. Operating lease expense for the three and six months ended June 30, 2024 was \$ 3.1 million, and \$ 5.4 million, respectively. Operating lease expense for the three and six months ended June 30, 2023 was \$ 0.8 million, and \$ 1.6 million, respectively.

Cash payments included in the measurement of operating lease liabilities were \$ 3.4 million for the six months ended June 30, 2024. Right of use assets obtained in exchange for operating lease liabilities were \$ 15.9 million for the six months ended June 30, 2024.

As the rates implicit in the Company's outstanding leases are not determinable, the Company uses its incremental borrowing rate based on information available on the lease commencement date to determine the present value of lease payments.

The weighted-average remaining lease term and weighted-average discount rate related to the Company's operating leases at June 30, 2024 were as follows:

Weighted-average remaining lease term	5.7 years
Weighted-average discount rate	6.6 %

Future undiscounted lease payments, and a reconciliation of these payments to the Company's operating lease liabilities at June 30, 2024, were as follows (in thousands):

Remainder of 2024	\$	8,370
2025		13,254
2026		10,640
2027		11,175
2028		11,680
Thereafter		15,637
Total lease payments	\$	70,756
Less: Imputed interest		(11,475)
Total lease liabilities	\$	59,281

11. INCOME TAXES

The tax provision for interim periods is determined using an estimate of the Company's annual effective tax rate, adjusted for discrete items arising during interim periods.

For the three months ended June 30, 2024 and 2023, the Company's effective tax rate was 74.9 % and 43.3 %, respectively. The Company's effective tax rate differed from the U.S. statutory tax rate primarily due to limitations on the deductibility of officer compensation and state taxes.

For the three months ended June 30, 2024 and 2023, the Company recorded income tax expense of \$ 3.3 million and \$ 3.5 million, respectively.

For the six months ended June 30, 2024 and 2023, the Company's effective tax rate was 66.9 % and 47.9 %, respectively. The Company's effective tax rate differed from the U.S. statutory tax rate primarily due to limitations on the deductibility of officer compensation and state taxes.

For the six months ended June 30, 2024 and 2023, the Company recorded income tax expense of \$ 5.1 million and \$ 6.0 million, respectively.

12. EARNINGS PER SHARE

Basic earnings per share ("basic EPS") and diluted earnings per share ("diluted EPS") attributable to common stockholders is calculated in conformity with the two-class method required for participating securities: Class A and Class B common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting, conversion, and transfer rights. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to twenty votes per share. Each share of Class B common stock is convertible at any time at the option of the stockholder into one share of Class A common stock.

Basic EPS attributable to common stockholders is computed by dividing net income attributable to common stockholders by the weighted-average number of common shares outstanding during the period. For the calculation of diluted EPS, net income attributable to common stockholders for basic EPS is adjusted by the effect of dilutive securities. Diluted EPS attributable to common stockholders is computed by dividing the net income attributable to common stockholders by the weighted-average number of common shares outstanding, including all potentially dilutive common shares.

As the economic rights of Class A and Class B common stock are identical, undistributed earnings are allocated on a proportionate basis and presented on a combined basis. The following table sets forth the computation of basic and diluted

EPS and a reconciliation of the weighted average number of common and common equivalent shares outstanding for the three and six months ended June 30, 2024 and 2023 (in thousands, except share and per share amounts):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Numerator:				
Net income	\$ 1,100	\$ 4,582	\$ 2,535	\$ 6,491
Denominator:				
Weighted-average shares—basic	170,393,480	167,423,656	170,158,479	167,100,292
Effect of dilutive stock options	9,217,557	14,818,670	9,913,735	14,831,121
Effect of dilutive restricted stock	77,487	1,090,234	122,969	1,163,537
Weighted-average shares—diluted	179,688,524	183,332,560	180,195,183	183,094,950
Earnings per share:				
Basic earnings per share	\$ 0.01	\$ 0.03	\$ 0.01	\$ 0.04
Effect of dilutive stock options and restricted stock	—	(0.01)	—	—
Diluted earnings per share	\$ 0.01	\$ 0.02	\$ 0.01	\$ 0.04

The Company excluded the following weighted average common equivalent shares from the computation of diluted earnings per share for the three and six months ended June 30, 2024 and 2023 because including them would have had an anti-dilutive effect:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Stock options to purchase common stock	22,069,783	11,303,495	22,343,742	10,198,597
Restricted stock units	5,063,315	2,287,331	2,384,577	2,030,447

13. SHARE REPURCHASE PROGRAM

On August 8, 2024, the Company's board of directors authorized a share repurchase program for up to \$ 50.0 million of the Company's outstanding Class A common stock, with no expiration date. Repurchases under the share repurchase program may be made from time to time through, without limitation, open market purchases or through privately negotiated transactions and/or structured repurchase agreements with third parties, block purchases or derivative contracts, and/or pursuant to Rule 10b5-1 trading plans, subject to market conditions, applicable securities laws and other legal requirements and relevant factors. Open market repurchases will be structured to occur in accordance with applicable federal securities law, including within the pricing and volume requirements of Rule 10b-18 under the Exchange Act. The share repurchase program does not obligate the Company to acquire any particular amount of Class A common stock, and may be modified, suspended or terminated at any time, without prior notice. The timing, manner, price and amount of any repurchases will be determined at the Company's discretion, subject to business, economic and market conditions and other factors. Repurchases under the program are expected to be funded from existing cash and cash equivalents. The Company has not yet repurchased any shares of Class A common stock under the share repurchase program.

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

You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q, as well as our audited financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission ("SEC") on February 28, 2024 (the "2023 Annual Report on Form 10-K"). This discussion contains forward-looking statements based upon current plans, expectations and beliefs involving risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in Part II, Item 1A. "Risk Factors" and other factors set forth in other parts of this Quarterly Report on Form 10-Q.

Overview

Our mission is to celebrate, empower and serve those who serve others.

We are a founder-led, direct-to-consumer healthcare apparel and lifestyle brand that seeks to celebrate, empower and serve current and future generations of healthcare professionals. We are committed to helping this growing, global community of professionals, whom we refer to as Awesome Humans, look, feel and perform at their best—24/7, 365 days a year. We create technically advanced apparel and products that feature an unmatched combination of comfort, durability, function and style, all at an affordable price. In doing so, we have redefined what scrubs are—giving rise to our tag-line: why wear scrubs, when you can #wearFIGS?

We have revolutionized the large and fragmented healthcare apparel market. We branded a previously unbranded industry and de-commoditized a previously commoditized product—elevating scrubs and creating premium products for healthcare professionals. Most importantly, we built a community and lifestyle around a profession. As a result, we have become the industry's category-defining healthcare apparel and lifestyle brand.

We sell products purposefully designed to serve the particular needs of healthcare professionals primarily through our direct to consumer ("DTC") digital platform, consisting of our website, mobile app and B2B business ("TEAMS"). We also operate physical retail stores, which we call Community Hubs, and which represent a first-of-its-kind retail experience for healthcare professionals.

Our offerings include scrubwear and non-scrubwear, such as outerwear, underscrubs, footwear, compression socks, lab coats, loungewear and other apparel. We primarily design all of our products in-house, leverage third-party suppliers and manufacturers to produce our product components and finished products, and generally utilize shallow initial buys and data-driven repurchasing decisions to test new products. We directly and actively coordinate with our suppliers on every step of our product development and production process to ensure that our extremely high quality standards are met. We also have a dynamic merchandising model—due to the largely non-discretionary, replenishment-driven nature of scrubwear, we maintain lessened inventory risk driven by a relatively high volume of repeat purchases and a focus on our core scrubs offerings.

At June 30, 2024, we had approximately 2.6 million active customers. Our customers come to us through word of mouth referrals, as well as through our data-driven brand and performance marketing efforts. See the section titled "Key Operating Metrics and Non-GAAP Financial Measures" for a definition of active customers.

In the three and six months ended June 30, 2024, we had the following results compared to the same periods in 2023:

- Expanded our community of active customers by 6.1% from approximately 2.5 million at June 30, 2023 to approximately 2.6 million at June 30, 2024;
- Net revenues increased from \$138.1 million to \$144.2 million, or 4.4%, for the three months ended June 30, 2024, and from \$258.4 million to \$263.5 million, or 2.0%, for the six months ended June 30, 2024;
- Gross margin decreased 2.1 percentage points from 69.5% to 67.4% for the three months ended June 30, 2024, and 2.2 percentage points from 70.3% to 68.1% for the six months ended June 30, 2024;
- Net income decreased from \$4.6 million to \$1.1 million for the three months ended June 30, 2024, and from \$6.5 million to 2.5 million for the six months ended June 30, 2024;
- Net income margin decreased 2.6 percentage points from 3.4% to 0.8% for the three months ended June 30, 2024 and decreased 1.5 percentage points from 2.5% to 1.0% for the six months ended June 30, 2024;
- Adjusted EBITDA decreased from \$18.9 million to \$12.9 million for the three months ended June 30, 2024, and decreased from \$35.0 million to \$25.9 million for the six months ended June 30, 2024, representing an Adjusted EBITDA Margin of 9.0% and 9.8%, respectively;

- Cash flows from operating activities increased from \$26.5 million to \$28.2 million for the six months ended June 30, 2024; and
- Free cash flow decreased from \$24.9 million to \$18.7 million for the six months ended June 30, 2024.

See the section titled "Key Operating Metrics and Non-GAAP Financial Measures" for information regarding Adjusted EBITDA, Adjusted EBITDA Margin and free cash flow, including reconciliations to the most directly comparable financial measures prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

Recent Developments

Fulfillment Enhancement

During the three months ended June 30, 2024, we continued to execute on our previously announced fulfillment enhancement project. As part of the project, we are in the process of transitioning all fulfillment operations from our current City of Industry, California facility to a new facility we have leased in Goodyear, Arizona, which is operated by a third-party logistics provider. We currently expect to complete the transition by the end of the third quarter of 2024. In connection with the project and transition, during the three months ended June 30, 2024, we incurred approximately \$7.0 million in capital expenditures. During the remainder of the fiscal year ending December 31, 2024, we expect to incur an additional \$2.0 to \$3.0 million in capital expenditures in connection with the project and transition. We believe the investments we are making in our fulfillment capabilities will enable us to more optimally serve our customers, drive efficiency and support us as we scale over the long term.

Logistics

As a result of ongoing conflict and violence in the Middle East, there have been disruptions in commercial shipping transiting the Red Sea. Global ocean freight traffic has also generally been impacted, resulting in shipping delays and increased freight costs. As a result, during the three months ended June 30, 2024, we have experienced delays in the delivery of raw materials to, and finished goods from, our manufacturers in Jordan and elsewhere, as well as rising ocean freight rates and shipping costs. Although we have not yet experienced a material disruption to our supply chain or a material increase in costs, and have sought alternative ways to ship raw materials and receive inventory, such as selecting new vessel routes, alternative ports, using air freight from time to time and pre-negotiating ocean freight shipping rates, we expect that if there are continued or increased hostilities in the Middle East, there could be continued increases in shipping times and ocean and air freight rates, as well as other impacts to our supply chain, which could adversely affect our financial condition and results of operations. See Item 1A. "Risk Factors—Risks Related To Our Business—*Shipping is a critical part of our business and changes in, or disruptions to, our shipping arrangements have in the past and may in the future adversely affect our business, financial condition and results of operations*" and "*—Our reliance on a limited number of third-party suppliers to provide materials for and produce our products could cause problems in our supply chain and subject us to additional risks*."

Supplier Transition

We have a third party supplier in Jordan that currently accounts for a majority of our production. Following allegations of labor conditions at this supplier that do not meet our high standards, we intend to transition away from this supplier. We plan to conduct this transition over time, in a responsible manner that takes into consideration the needs of our suppliers' workers and without impacting our sourcing capacity and quality. However, this transition could subject us to additional costs and challenges, which could adversely affect our financial condition and results of operations. See Item 1A. "Risk Factors—Risks Related To Our Business—*Our reliance on a limited number of third-party suppliers to provide materials for and produce our products could cause problems in our supply chain and subject us to additional risks*" and "*—Any failure by us or our suppliers or manufacturers to comply with product safety, labor or other laws, provide safe conditions for our or their workers or use or be transparent about ethical business practices may damage our reputation and brand and harm our business*."

Key Factors Affecting Our Performance

We believe that our performance and future success depend on a number of factors that present significant opportunities for us. There have been no material changes to such factors from those described in our 2023 Annual Report

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on Form 10-K under the heading "Key Factors Affecting Our Performance." Those factors also pose risks and challenges, including those discussed in Part II, Item 1A. "Risk Factors" of this Quarterly Report on Form 10-Q.

Components of Our Results of Operations

Net Revenues

Net revenues consist of sales of healthcare apparel, footwear and other products primarily through our digital platform. We recognize product sales at the time control is transferred to the customer, which is when the product is shipped to the customer. Net revenues represent the sale of these items and shipping revenue, net of estimated returns and discounts. Net revenues are primarily driven by the number of active customers, the frequency with which customers purchase and the average order value ("AOV"). See the section titled "—Key Operating Metrics and Non-GAAP Financial Measures" for a definition of average order value.

Cost of Goods Sold

Cost of goods sold consists principally of the cost of purchased merchandise and includes import duties and other taxes, freight-in, defective merchandise returned by customers, inventory write-offs and other miscellaneous shrinkage. Our cost of goods sold has and may continue to fluctuate with the cost of the raw materials used in our products and freight costs.

Gross Profit and Gross Margin

We define gross profit as net revenues less cost of goods sold. Gross margin is gross profit expressed as a percentage of net revenues. Our gross margin has fluctuated historically and may continue to fluctuate from period to period based on a number of factors, including the timing and mix of the product offerings we sell as well as our ability to reduce costs, in any given period.

Operating Expenses

Our operating expenses consist of selling, marketing and general and administrative expenses.

Selling

Selling expenses represent the costs incurred for fulfillment, selling and distribution. Fulfillment expenses consist of costs incurred in operating and staffing a third-party fulfillment center, including costs associated with inspecting and warehousing inventories and picking, packaging and preparing customer orders for shipment. Selling and distribution expenses consist primarily of shipping and other transportation costs incurred in delivering merchandise to customers and from customers returning merchandise, merchant processing fees and packaging. We expect fulfillment, selling and distribution costs to increase in absolute dollars as we increase our net revenues.

Marketing

Marketing expenses consist primarily of online performance marketing costs, such as retargeting, paid search and product listing advertisements, paid social media advertisements, search engine optimization, personalized email and mobile push notifications through our app. Marketing expenses also include our spend on brand marketing channels, including billboards, podcasts, commercials, photo and video shoot development, expenses associated with our Ambassador Program and other forms of online and offline marketing. We expect our marketing expenses to increase in absolute dollars as we continue to grow our business.

General and Administrative

General and administrative expenses consist primarily of employee-related costs, including salaries, bonuses, benefits, stock-based compensation, other related costs and other general overhead, including certain third-party consulting and contractor expenses, certain facilities costs, software expenses, legal expenses, recruiting fees and in-kind donations. We expect our general and administrative expenses to increase in absolute dollars as we continue to grow our business.

Other Income, Net

Other income, net consists of interest income, interest expense, amortization of debt issuance costs, as well as gain or loss on foreign currency, primarily driven by payment to vendors for amounts not denominated in U.S. dollars.

Provision for Income Taxes

Our provision for income taxes consists of an estimate of federal and state income taxes based on enacted federal and state tax rates, as adjusted for allowable credits, deductions and uncertain tax positions.

Seasonality

Unlike the traditional apparel industry, the healthcare apparel industry is generally not seasonal in nature. However, due to our historical pattern of sequential growth, as well as our decision to conduct select promotions during the holiday season, we historically have generated a higher proportion of net revenues, and incurred higher selling and marketing expenses, during the fourth quarter of the year compared to other quarters, and we expect these trends to continue.

Results of Operations

Three Months Ended June 30, 2024, Compared to Three Months Ended June 30, 2023

The following table sets forth information comparing the components of our results of operations for the periods indicated and our results of operations as a percentage of net revenues for the periods presented.

	Three months ended		Three months ended	
	June 30,		June 30,	
	2024	2023	2024	2023
	(in thousands)		(as a percentage of net revenues)	
Net revenues	\$ 144,225	\$ 138,132	100.0 %	100.0 %
Cost of goods sold	46,961	42,098	32.6	30.5
Gross profit	97,264	96,034	67.4	69.5
Operating expenses				
Selling	36,934	33,739	25.6	24.4
Marketing	23,003	20,889	15.9	15.1
General and administrative ⁽¹⁾	35,774	34,840	24.8	25.2
Total operating expenses	95,711	89,468	66.4	64.7
Net income from operations	1,553	6,566	1.1	4.8
Other income, net	2,830	1,517	2.0	1.1
Net income before provision for income taxes	4,383	8,083	3.0	5.9
Provision for income taxes	3,283	3,501	2.3	2.5
Net income	\$ 1,100	\$ 4,582	0.8 %	3.4 %

⁽¹⁾ Includes stock-based compensation expense of \$10.2 million and \$11.5 million for the three months ended June 30, 2024 and 2023, respectively.

Net Revenues

	Three months ended		Change	
	June 30,			
	2024	2023		
	(in thousands)			
Net revenues	\$ 144,225	\$ 138,132	4.4 %	

Net revenues increased by \$6.1 million, or 4.4%, for the three months ended June 30, 2024, compared to the same period last year. The increase in net revenues was driven primarily by an increase in orders from existing customers, partially offset by a decrease in AOV.

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Cost of Goods Sold

	Three months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Cost of goods sold	\$ 46,961	\$ 42,098	11.6 %	
Gross profit	97,264	96,034	1.3 %	
Gross margin	67.4 %	69.5 %	(210) bps	

Gross margin decreased by 2.1% for the three months ended June 30, 2024, compared to the same period last year. The decrease in gross margin was primarily from product mix shift related to outperformance of limited edition scrubwear and limited edition non-scrubwear.

Operating Expenses

	Three months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Operating expenses:				
Selling	\$ 36,934	\$ 33,739	9.5 %	
Marketing	23,003	20,889	10.1 %	
General and administrative	35,774	34,840	2.7 %	
Total operating expenses	95,711	89,468	7.0 %	

Operating expenses increased by \$6.2 million, or 7.0%, for the three months ended June 30, 2024, compared to the same period last year and, as a percentage of net revenues, increased by 1.7 percentage points, primarily driven by increases in selling and marketing expenses, offset by the decreases in general and administrative expense as a percentage of net revenues, as described below.

Selling expense increased by \$3.2 million, or 9.5%, for the three months ended June 30, 2024, compared to the same period last year and, as a percentage of net revenues, increased by 1.2 percentage points. The increase in selling expense as a percentage of net revenues was primarily due to higher fulfillment expenses associated with the transition of our fulfillment operations to a new fulfillment center, partially offset by lower storage costs and the accounting reclassification related to duty subsidies for international customers from selling expense to net revenues.

Marketing expense increased by \$2.1 million, or 10.1%, for the three months ended June 30, 2024, compared to the same period last year and, as a percentage of net revenues, increased by 0.8 percentage points. The increase in marketing expense as a percentage of net revenues was primarily due to higher digital and brand marketing expenses related to our 2024 Olympics campaign.

General and administrative expense increased by \$0.9 million, or 2.7%, for the three months ended June 30, 2024, compared to the same period last year and, as a percentage of net revenues, decreased by 0.4 percentage points. The decrease in general and administrative expense as a percentage of net revenues was primarily due to lower stock-based compensation expense and lower legal fees. This decrease was partially offset by a one-time scrubwear donation and increased investment in people.

Other Income, Net

	Three months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Other income, net	\$ 2,830	\$ 1,517	86.6 %	

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Other income, net increased by \$1.3 million for the three months ended June 30, 2024, compared to the same period last year, primarily related to an increase in our interest income driven by higher cash and cash equivalents and short-term investment balances.

Provision for Income Taxes

	Three months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Provision for income taxes	\$ 3,283	\$ 3,501	(6.2)%	

Provision for income taxes decreased by \$0.2 million, or 6.2% for the three months ended June 30, 2024, compared to the same period last year, primarily due to a decrease in pre-tax income.

Results of Operations

Six Months Ended June 30, 2024, Compared to Six Months Ended June 30, 2023

The following table sets forth information comparing the components of our results of operations for the periods indicated and our results of operations as a percentage of net revenues for the periods presented.

	Six months ended		Six months ended	
	June 30,		June 30,	
	2024	2023	2024	2023
Net revenues	\$ 263,518	\$ 258,364	100.0 %	100.0 %
Cost of goods sold	84,118	76,654	31.9	29.7
Gross profit	179,400	181,710	68.1	70.3
Operating expenses				
Selling	65,393	64,896	24.8	25.1
Marketing	40,248	37,953	15.3	14.7
General and administrative ⁽¹⁾	71,763	68,997	27.2	26.7
Total operating expenses	177,404	171,846	67.3	66.5
Net income from operations	1,996	9,864	0.8	3.8
Other income, net	5,667	2,588	2.2	1.0
Net income before provision for income taxes	7,663	12,452	2.9	4.8
Provision for income taxes	5,128	5,961	1.9	2.3
Net income	\$ 2,535	\$ 6,491	1.0 %	2.5 %

⁽¹⁾ Includes stock-based compensation expense of \$21.9 million and \$22.3 million for the six months ended June 30, 2024 and 2023, respectively.

Net Revenues

	Six months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Net revenues	\$ 263,518	\$ 258,364	2.0 %	

Net revenues increased by \$5.2 million, or 2.0%, for the six months ended June 30, 2024, compared to the same period last year. The increase in net revenues was driven primarily by an increase in orders from existing customers, partially offset by a decrease in AOV.

Cost of Goods Sold

	Six months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Cost of goods sold	\$ 84,118	\$ 76,654	9.7 %	
Gross profit	179,400	181,710	(1.3)%	
Gross margin	68.1 %	70.3 %	(220) bps	

Gross margin decreased by 2.2% for the six months ended June 30, 2024, compared to the same period last year. The decrease in gross margin was primarily related to product mix shift, partially offset by lower freight expense.

Operating Expenses

	Six months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Operating expenses:				
Selling	\$ 65,393	\$ 64,896	0.8 %	
Marketing	40,248	37,953	6.0 %	
General and administrative	71,763	68,997	4.0 %	
Total operating expenses	177,404	171,846	3.2 %	

Operating expenses increased by \$5.6 million, or 3.2%, for the six months ended June 30, 2024, compared to the same period last year. As a percentage of net revenues, operating expenses increased by 0.8 percentage points, primarily driven by increases in marketing and general and administrative expenses, offset by a decrease in selling expense as a percentage of net revenues, as described below.

Selling expense increased by \$0.5 million, or 0.8%, for the six months ended June 30, 2024, compared to the same period last year and, as a percentage of net revenues, decreased by 0.3 percentage points. The decrease in selling expense as a percentage of net revenues was primarily due to an accounting reclassification related to duty subsidies for international customers from selling expense to net revenues and lower fulfillment expenses associated with lower storage costs, partially offset by expenses associated with the transition of our fulfillment operations to a new fulfillment center.

Marketing expense increased by \$2.3 million, or 6.0%, for the six months ended June 30, 2024, compared to the same period last year and, as a percentage of net revenues, increased by 0.6 percentage points. The increase in marketing expense as a percentage of net revenues was primarily due to higher digital and brand marketing expenses related to our 2024 Olympics campaign.

General and administrative expense increased by \$2.8 million, or 4.0%, for the six months ended June 30, 2024, compared to the same period last year and, as a percentage of net revenues, increased by 0.5 percentage points. The increase in general and administrative expense as a percentage of net revenues was primarily due to increased investment in people, as well as a one-time scrubwear donation. This increase was partially offset by decreases in legal fees and stock-based compensation expense.

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Other Income, Net

	Six months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Other income, net	\$ 5,667	\$ 2,588	119.0 %	

Other income, net increased by \$3.1 million for the six months ended June 30, 2024, compared to the same period last year, primarily related to an increase in our interest income driven by higher cash and cash equivalents and short-term investment balances.

Provision for Income Taxes

	Six months ended		Change	
	June 30,			
	2024	2023		
(in thousands)				
Provision for income taxes	\$ 5,128	\$ 5,961	(14.0)%	

Provision for income taxes decreased by \$0.8 million, or 14.0% for the six months ended June 30, 2024, compared to the same period last year, primarily due to a decrease in pre-tax income.

Key Operating Metrics and Non-GAAP Financial Measures

We report our financial results in accordance with GAAP. In addition to the measures presented in our financial statements, we use the following key operational and business metrics to evaluate our business, measure our performance, develop financial forecasts and make strategic decisions. We believe the non-GAAP financial measures, Adjusted EBITDA, Adjusted EBITDA Margin and Free Cash Flow, are useful in evaluating our performance. Our non-GAAP financial measures should not be considered in isolation from, or as substitutes for, financial information prepared in accordance with GAAP.

Active Customers, Net Revenues per Active Customer, and Average Order Value

We believe the number of active customers is an important indicator of our growth as it reflects the reach of our digital platform, our brand awareness and overall value proposition. We define an active customer as a unique customer account that has made at least one purchase in the preceding 12-month period. In any particular period, we determine our number of active customers by counting the total number of customers who have made at least one purchase in the preceding 12-month period, measured from the last date of such period. Active customers as of June 30, 2024 and 2023, respectively, are presented in the following table:

	As of June 30,		(in thousands)	
	2024	2023		
Active customers	2,628	2,476		

We believe measuring net revenues per active customer is important to understanding our engagement and retention of customers, and as such, our value proposition for our customer base. We define net revenues per active customer as the sum of total net revenues in the preceding twelve month period divided by the current period active customers. Net revenues per active customer as of June 30, 2024 and 2023, respectively, are presented in the following table:

	As of June 30,			
	2024	2023		
Net revenues per active customer	\$ 210	\$ 215		

We define AOV as the sum of the total net revenues in a given period divided by the total orders placed in that period. Total orders are the summation of all completed individual purchase transactions in a given period. We believe our relatively high average order value demonstrates the premium nature of our product. As we expand into and increase our presence in additional product categories, price points and international markets, AOV may fluctuate. AOV for the three and six months ended June 30, 2024 and 2023, respectively, are presented in the following table:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2024	2023	2024	2023
Average order value	\$ 113	\$ 115	\$ 115	\$ 115

Adjusted EBITDA and Adjusted EBITDA Margin

We calculate Adjusted EBITDA as net income adjusted to exclude: other income (loss), net; gain/loss on disposal of assets; provision for income taxes; depreciation and amortization expense; stock-based compensation and related expense; transaction costs; and expenses related to non-ordinary course disputes. Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by net revenues.

Management believes that excluding certain non-cash items and items that may vary substantially in frequency and magnitude period-to-period from net income provides useful supplemental measures that assist in evaluating our ability to generate earnings, provide consistency and comparability with our past financial performance and facilitate period-to-period comparisons of our core operating results as well as the results of our peer companies.

There are several limitations related to the use of Adjusted EBITDA and Adjusted EBITDA Margin as analytical tools, including:

- other companies may calculate Adjusted EBITDA and Adjusted EBITDA Margin differently, which reduces their usefulness as a comparative measure;
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect other income (loss), net;
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect any gain or loss on disposal of assets;
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect our tax provision, which reduces cash available to us;
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect recurring, non-cash expenses of depreciation and amortization of property and equipment and, although these are non-cash expenses, the assets being depreciated and amortized may have to be replaced in the future;
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect the impact of stock-based compensation and related expense;
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect transaction costs; and
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect expenses related to non-ordinary course disputes.

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The following table reflects a reconciliation of Adjusted EBITDA to Net Income, the most directly comparable financial measure prepared in accordance with GAAP and presents Adjusted EBITDA Margin with Net Income Margin, the most directly comparable financial measure prepared in accordance with GAAP:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2024	2023	2024	2023
<i>(in thousands, except margin)</i>				
Net income	\$ 1,100	\$ 4,581	\$ 2,535	\$ 6,490
Add (deduct):				
Other income, net	(2,830)	(1,517)	(5,667)	(2,588)
Provision for income taxes	3,283	3,501	5,128	5,961
Depreciation and amortization expense ⁽¹⁾	1,113	713	1,963	1,372
Stock-based compensation and related expense ⁽²⁾	10,266	11,618	21,963	22,482
Expenses related to non-ordinary course disputes ⁽³⁾	—	—	—	1,256
Adjusted EBITDA	\$ 12,932	\$ 18,896	\$ 25,922	\$ 34,973
Net revenues	\$ 144,225	\$ 138,132	\$ 263,518	\$ 258,364
Net income margin ⁽⁴⁾	0.8 %	3.4 %	1.0 %	2.5 %
Adjusted EBITDA margin	9.0 %	13.7 %	9.8 %	13.5 %

⁽¹⁾ Excludes amortization of debt issuance costs included in "Other income, net."

⁽²⁾ Includes stock-based compensation expense, payroll taxes and costs related to equity award activity.

⁽³⁾ Exclusively represents attorney's fees, costs and expenses incurred by the Company in connection with the Company's now-concluded litigation against Strategic Partners, Inc.

⁽⁴⁾ Net income margin represents net income as a percentage of net revenues.

Free Cash Flow

We calculate Free Cash Flow as net cash (used in) provided by operating activities reduced by capital expenditures, including purchases of property and equipment and capitalized software development costs. We believe Free Cash Flow is a useful supplemental measure of liquidity and an additional basis for assessing our ability to generate cash. There are limitations related to the use of free cash flow as an analytical tool, including that other companies may calculate free cash flow differently, which reduces its usefulness as a comparative measure and Free Cash Flow does not reflect our future contractual commitments, nor does it represent the total residual cash flow for a given period.

The following table presents a reconciliation of Free Cash Flow to net cash provided by operating activities, the most directly comparable financial measure calculated in accordance with GAAP:

	Six months ended	
	June 30,	
	2024	2023
<i>(in thousands)</i>		
Net cash provided by operating activities	\$ 28,158	\$ 26,520
Less: capital expenditures	(9,489)	(1,613)
Free cash flow	\$ 18,669	\$ 24,907

Liquidity and Capital Resources

As of June 30, 2024 and December 31, 2023, we had \$131.8 million and \$144.2 million of cash and cash equivalents, respectively. Since inception, we have financed operations primarily through cash flows from operating activities, the sale of our capital stock and borrowings under credit facilities.

In September 2021, we entered into a credit agreement with Bank of America, N.A. providing for a revolving credit facility in an amount of up to \$100.0 million (as amended, the "2021 Facility"). The 2021 Facility will mature in September 2026. As of June 30, 2024, we had no outstanding borrowings under the 2021 Facility (other than \$4.9 million of outstanding letters of credit) and available borrowings of \$95.1 million.

See Note 8 to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for more information regarding the 2021 Facility.

In August 2024, our board of directors authorized a share repurchase program for up to \$50.0 million of the Company's outstanding Class A common stock, with no expiration date. Repurchases under the share repurchase program may be made from time to time through, without limitation, open market purchases or through privately negotiated transactions and/or structured repurchase agreements with third parties, block purchases or derivative contracts, and/or pursuant to Rule 10b5-1 trading plans, subject to market conditions, applicable securities laws and other legal requirements and relevant factors. Open market repurchases will be structured to occur in accordance with applicable federal securities law, including within the pricing and volume requirements of Rule 10b-18 under the Exchange Act. The share repurchase program does not obligate the Company to acquire any particular amount of Class A common stock, and may be modified, suspended or terminated at any time, without prior notice. The timing, manner, price and amount of any repurchases will be determined at the Company's discretion, subject to business, economic and market conditions and other factors. Repurchases under the program are expected to be funded from existing cash and cash equivalents. The Company has not yet repurchased any shares of Class A common stock under the share repurchase program.

Our cash requirements have primarily been for working capital and capital expenditures. We believe that existing cash and cash equivalents, cash flows from operations and available borrowings under our 2021 Facility, if needed, will be sufficient to support our working capital and capital expenditure requirements for at least the next 12 months.

Our future capital requirements may vary materially from those currently planned and will depend on many factors, including our rate of revenue growth, the timing and extent of international expansion efforts and other growth initiatives, the expansion of our marketing activities and overall economic conditions. To the extent that current and anticipated future sources of liquidity are insufficient to fund our future business activities and cash requirements, we may be required to seek additional equity or debt financing. The sale of additional equity would result in additional dilution to our stockholders. The incurrence of additional debt financing would result in debt service obligations and the instruments governing such debt could provide for operating and financing covenants that would restrict our operations. There can be no assurances that we will be able to raise additional capital when needed or on terms acceptable to us. The inability to raise capital if needed would adversely affect our ability to achieve our business objectives.

Historical Cash Flows

The following table summarizes our cash flows for the periods presented:

	Six months ended	
	June 30,	
	2024	2023
(in thousands)		
Cash flows from operating activities	\$ 28,158	\$ 26,520
Cash flows from investing activities	(40,784)	(39,956)
Cash flows from financing activities	264	391
Net change in cash and cash equivalents	\$ (12,362)	\$ (13,045)

Operating Activities

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

Cash flows from operating activities were \$28.2 million for the six months ended June 30, 2024, an increase of \$1.6 million compared to the same period last year. The increase in operating cash flows was primarily due to a net change in operating assets and liabilities of \$2.1 million driven by the timing of cash payments related to accrued expenses of \$19.5 million and accounts payable of \$13.8 million. These improvements were partially offset by higher inventory purchases of \$10.4 million, the timing of cash payments for prepaid expenses and other current assets of \$8.0 million, the timing of cash receipts from accounts receivables of \$5.8 million, the timing of cash payments of accrued compensation and benefits of \$4.2 million and the timing of cash payments for income tax payable of \$4.2 million.

Investing Activities

Cash flows from investing activities relate to capital expenditures and the purchases and maturities of investments.

Cash flows used in investing activities increased by \$0.8 million for the six months ended June 30, 2024, compared to the same period last year. The increase in cash flows used in investing activities was primarily due to higher purchases of available-for-sale securities of \$99.5 million and higher capital expenditures of \$7.9 million, partially offset by maturities of available-for-sale securities of \$106.6 million.

Capital expenditures during the six months ended June 30, 2024 were primarily related to the purchases of machinery and equipment, investments of capital projects in progress, and purchases of computer equipment.

Capital expenditures during the six months ended June 30, 2023 were primarily related to capitalized software development costs, purchases of computer equipment, and purchases of warehouse machinery and equipment.

Financing Activities

Cash flows from financing activities consists primarily of proceeds and payments related to transactions involving our common stock, borrowings, and fees associated with our existing line of credit.

Cash flows from financing activities were not material for the six months ended June 30, 2024.

Cash flows from financing activities of \$0.4 million for the six months ended June 30, 2023 was attributable to proceeds from stock option exercises and employee stock purchases, offset by tax payments related to net share settlements on restricted stock units.

Contractual Obligations and Commitments

There have been no material changes to our contractual obligations from those described in our 2023 Annual Report on Form 10-K.

Refer to Note 9 to our condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q for commitments entered into during the six months ended June 30, 2024.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q are prepared in accordance with GAAP. The preparation of our financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ significantly from our estimates. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected.

Our critical accounting policies are described under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" in our 2023 Annual Report on

Form 10-K. There have been no material changes to our critical accounting policies since December 31, 2023. See Note 2 to our condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q for a description of our other significant accounting policies.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to the quantitative and qualitative disclosures about market risk disclosed in our 2023 Annual Report on Form 10-K.

Item 4. Controls and Procedures.

Limitations on effectiveness of controls and procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of disclosure controls and procedures

Our management, with the participation of our principal executive officer and interim principal financial officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our principal executive officer and interim principal financial officer concluded that, as of June 30, 2024, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

On November 1, 2022, a putative class action complaint was filed against us and certain of our executive officers and directors in the United States District Court for the Central District of California alleging, among other things, violations of the Securities Act and Exchange Act for allegedly making false and misleading statements in our IPO in May 2021 and thereafter. An additional putative class action complaint was filed against us, certain of our executive officers and directors, stockholders and the underwriters to our IPO, in the United States District Court for the Central District of California on December 8, 2022, making similar allegations to the previously referenced purported class action. On February 14, 2023, the court consolidated the two complaints and appointed lead plaintiffs. On April 10, 2023, the lead plaintiffs filed a consolidated amended complaint against us, certain of our executive officers and directors, stockholders and the underwriters to our IPO, alleging, among other things, violations of the Securities Act and Exchange Act for allegedly making false and misleading statements between May 27, 2021 and February 28, 2023 with respect to our ability to predict customer demand and to manage our supply chain, inventory, air freight usage and costs (the “Class Action Securities Litigation”). The complaint sought unspecified compensatory damages and attorney’s fees and costs. On May 25, 2023, defendants filed a motion to dismiss the consolidated amended complaint. On January 17, 2024, the court granted the motion in its entirety as to all defendants, dismissed the case without prejudice, and granted plaintiffs leave to amend the complaint. On March 19, 2024, plaintiffs filed an amended complaint alleging violations of the Securities Act and Exchange Act similar to those alleged in the previously dismissed amended complaint. On May 3, 2024, defendants filed a motion to dismiss the amended complaint, which is fully briefed and pending before the court.

On June 2, 2023, a putative stockholder, Paige McMurtrie, filed a derivative lawsuit against us and certain of our current and former executive officers, directors and stockholders in the United States District Court for the Central District of California. The derivative complaint alleged factual allegations largely tracking allegations made in the Class Action Securities Litigation and sought, among other things, damages and restitution to be paid to the Company by the individual defendants, governance changes and attorney’s fees and costs. On June 8, 2023, the plaintiff voluntarily dismissed that action brought in the Central District of California and re-filed it in the United States District Court for the District of Delaware (the “McMurtrie Action”). On July 11, 2023, another putative stockholder, Andrew Wubben, filed a derivative lawsuit asserting claims and factual allegations that were materially equivalent to the McMurtrie Action (the “Wubben Action”). On July 31, 2023, the parties to the McMurtrie Action and Wubben Action filed a stipulation to consolidate those actions and any future actions that may be filed based on the same claims and factual allegations (collectively, the “Consolidated Federal Court Derivative Action”). On September 25, 2023, the parties to the Consolidated Federal Court Derivative Action filed a stipulation voluntarily staying the Consolidated Federal Court Derivative Action until (1) the dismissal of the Class Action Securities Litigation, with prejudice, and exhaustion of all related appeals; or (2) the denial of any motion to dismiss the Class Action Securities Litigation in whole or in part; or (3) any of the parties to the Consolidated Federal Court Derivative Action provides 30-day notice that they no longer consent to the voluntary stay of the Consolidated Federal Court Derivative Action. On September 20, 2023, another putative stockholder, Osayi Lawani, filed a derivative lawsuit in the Central District of California asserting claims and factual allegations that were materially equivalent to the Consolidated Federal Court Derivative Action (the “Lawani Action”). The Lawani Action was then dismissed, re-filed in the United States District Court for the District of Delaware, and consolidated it into the Consolidated Federal Court Derivative Action.

On January 5, 2024, a putative stockholder, Lloyd Kimmen, filed a derivative lawsuit against us and certain of our current and former executive officers, directors, and stockholders in the Delaware Court of Chancery (the “Kimmens Action”). On January 12, 2024, another putative stockholder, Cameron Carter, filed a derivative lawsuit that is materially equivalent to the Kimmens Action (the “Carter Action”). The Kimmens Action and the Carter Action allege factual allegations largely tracking allegations made in the Class Action Securities Litigation and the Consolidated Federal Court Derivative Action, except that the Kimmens Action and the Carter Action reference non-public documents that the Company previously produced to each of those shareholders pursuant to books and records requests made under Delaware General Corporation Law section 220. The parties to the Kimmens Action and Carter Action have stipulated, and the court has entered an order, to consolidate those actions and any future actions that may be filed based on the same claims and factual allegations (collectively, the “Consolidated Delaware Court Derivative Action”) and to voluntarily stay the Consolidated Delaware Court Derivative Action on terms similar to the stay entered in the Consolidated Federal Court Derivative Action.

We intend to continue to vigorously defend against such claims; however, we cannot be certain of the outcome of our ongoing proceedings and, if determined adversely to us, our business and financial condition may be adversely affected.

In addition to the matters described above, from time to time, we have been and may become subject to arbitration, litigation or claims arising in the ordinary course of business. The results of any current or future claims or proceedings cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and litigation costs, diversion of management resources, reputational harm and other factors.

Item 1A. Risk Factors.

Our business involves significant risks. You should carefully consider the risks and uncertainties described below, which update and supersede the risks and uncertainties previously disclosed in Part I, Item 1A of our 2023 Annual Report on Form 10-K, together with all of the other information in this Quarterly Report on Form 10-Q and in our 2023 Annual Report on Form 10-K and in our other filings with the SEC. The realization of any of these risks and uncertainties could have a material adverse effect on our reputation, business, financial condition, results of operations, growth and future prospects as well as our ability to accomplish our strategic objectives. In addition to the factors discussed in Item 7 of Part II of our 2023 Annual Report on Form 10-K and in the risk factors below, global economic and geopolitical conditions and additional or unforeseen circumstances, developments or events may amplify the risks discussed below. In that event, the market price of our Class A common stock could decline and you could lose part or all of your investment.

Risks Related to Our Business

Our historical growth may not be sustainable or indicative of future growth, and we expect our growth rate to slow over time.

Our historical rate of growth may not be sustainable or indicative of our future rate of growth, and in the near term, we expect our net revenues to grow more slowly than in the past, and in the long term our net revenues could grow more slowly than we expect. We believe that growth in net revenues, as well as our ability to improve or maintain margins and profitability, will depend upon, among other factors, our ability to address the challenges, risks and difficulties described elsewhere in this "Risk Factors" section. We cannot provide assurance that we will be able to successfully manage any such challenges or risks to our future growth. Any of these factors could cause our net revenues growth to slow or decline and may adversely affect our margins and profitability. Even if our net revenues continue to increase, we expect that our growth rate could be negatively impacted due to a number of other reasons, including if there is a slowdown in the growth of demand for our products, increased competition, a decrease in the growth or reduction in the size of our overall market or if we cannot capitalize on growth opportunities. Failure to continue to grow our net revenues or improve or maintain margins would adversely affect our business, financial condition and results of operations. You should not rely on our historical rate of growth as an indication of our future performance.

If we fail to manage the expansion of our business effectively, our financial condition and results of operations may be adversely affected.

To manage the expansion of our business effectively, we must continue to implement our operational plans and strategies, improve and expand our infrastructure of people and information systems and expand, train and manage our employee base. We face significant competition for personnel, including in Southern California, where our headquarters is located. To attract top talent, we may need to increase our employee compensation levels to remain competitive in attracting and retaining talented employees. In addition, we could be required to continue to expand our sales and marketing, product development and distribution functions, to upgrade our management information systems and other processes and technology and to obtain more space for our expanding workforce. Additionally, the growth of our business places significant demands on our existing management and other employees. Failure to manage our employee base and hiring needs effectively, including successfully integrating our new hires, may adversely affect our business, financial condition and results of operations.

In addition, we are required to manage relationships with a growing number of customers, suppliers, manufacturers, distributors and other third parties. If we are unable to expand supply, manufacturing and distribution capabilities when required, or our information technology systems and our other processes are inadequate to support the future growth of these relationships, we could experience delays in customer service and order response and shipping times, which would adversely impact our reputation and brand. If we are unable to manage the growth of our organization effectively, our business, financial condition and results of operations may be adversely affected.

We have not always been profitable and may not be profitable in the future.

We have not always been profitable. We expect our operating expenses to increase in the future as we increase our sales and marketing efforts, continue to invest in developing new products, hire additional personnel, expand our operating infrastructure and expand into new geographies. Further, as a public company, we incur additional legal, accounting and other expenses that we did not incur as a private company. Additionally, stock-based compensation expense related to equity awards has been and may from time to time be a significant expense in future periods, which impacts our net income. These efforts and additional expenses may be more costly than we expect, and we cannot guarantee that we will be able to increase our net revenues to offset our increased operating expenses. In the near term, we expect our net revenues to grow more slowly than in the past or to decline, and over the long term our net revenues growth may slow for a number of other reasons, including if we experience reduced demand for our products, increased competition, a decrease in the growth or reduction in the size of our overall market or if we cannot capitalize on growth opportunities. If our net revenues do not grow at a greater rate than our operating expenses, we will not be able to maintain the level of profitability that we have achieved.

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

The FIGS brand is integral to our business strategy and our ability to attract and engage customers. Maintaining, promoting and positioning our brand will depend largely on the success of our marketing and branding efforts and our ability to provide a consistent, high quality product and customer experience. Our brand may suffer if we fail to achieve these objectives or if our public image were to be tarnished by negative publicity about us, including our products, technology, customer service, personnel, marketing efforts, ambassadors or suppliers. Even isolated incidents involving our company, suppliers, agents or third-party service providers, or the products we sell, could erode the trust and confidence of our customers and damage the strength of our brand, especially if such incidents result in adverse publicity, governmental investigations, product recalls or litigation.

In addition, the importance of our brand may increase to the extent we experience increased competition, which could require additional expenditures on our brand promotion activities. Maintaining and enhancing our brand image also may require us to make additional investments in areas such as merchandising, marketing and online operations. These investments may be substantial and may not ultimately be successful. Moreover, if we are unsuccessful in protecting our intellectual property rights in our brand, the value of our brand may be harmed. Any harm to our brand and reputation could adversely affect our ability to attract and engage customers and negatively impact our business, financial condition and results of operations.

If we fail to attract new customers, retain existing customers, or fail to maintain or increase sales to those customers, our business, financial condition, results of operations and growth prospects will be harmed.

Our success depends in large part upon widespread adoption of our products by healthcare professionals. In order to attract new customers and continue to expand our customer base, we must appeal to and attract healthcare professionals who identify with our products. If the number of healthcare professionals who are willing to purchase our products does not continue to increase, if we fail to deliver a high quality shopping experience or if our current or potential future customers are not convinced that our products are superior to alternatives, then our ability to retain existing customers, acquire new customers and grow our business may be harmed. We have made significant investments in enhancing our brand and attracting new customers, and we expect to continue to make significant investments to promote our products, including marketing campaigns that can be expensive and may not always result in new customers or increased sales of our products. These factors, in turn, have from time to time increased and may again increase our customer acquisition costs over time. As our brand becomes more widely known, we may not attract new customers or increase our net revenues at historical rates, or retain existing customers to the same extent as we have in the past. For example, while the number of our active customers continues to increase, we have recently not added new customers at the same rates as we have in the past and have seen the frequency of repeat purchases decline from time to time. If we are unable to acquire new customers or retain existing customers who purchase products in numbers sufficient to grow our business, we may not be able to generate the scale necessary to drive beneficial network effects with our suppliers, our net revenues may decrease, and our business, financial condition and operating results may be adversely affected.

In addition, our future success depends in part on our ability to increase sales to our existing customers over time, as a significant portion of our net revenues are generated from sales to existing customers, particularly those existing customers who are highly engaged and make frequent and/or large purchases of the products we offer. If existing customers no longer find our products appealing, are not satisfied with our customer service, including shipping times, or if

we are unable to timely update our products to meet current trends and customer demands, our existing customers may not make purchases, or if they do, they may make fewer or smaller purchases in the future.

Moreover, our success depends in part on the condition of the healthcare workforce. There have been reports of rising fatigue and stress among workers in the healthcare industry, in part as a result of heightened demand on, and for, healthcare workers in the wake of the COVID-19 pandemic, which we believe may be impacting customer purchasing behavior. As a replenishment-driven healthcare apparel brand, demand for our products may be impacted by healthcare workforce-related stress, including if the number of employed healthcare workers were to decline.

If we are unable to continue to attract new customers or our existing customers decrease their spending on the products we offer or fail to make repeat purchases of our products, our business, financial condition, results of operations and growth prospects will be harmed.

If our marketing efforts are not successful, our business, financial condition and results of operations could be harmed.

We create differentiated brand marketing content and utilize performance marketing to drive customers from awareness to consideration to conversion, and promoting awareness of our brand and products is important to our ability to grow our business, drive customer engagement and attract new customers. Our marketing strategy includes brand marketing campaigns across platforms, including email, digital, display, site, direct-mail, commercials, social media, out-of-home campaigns and ambassadors, as well as performance marketing efforts, including retargeting, paid search and product listing advertisements, paid social media advertisements, search engine optimization, personalized email and mobile push notifications through our mobile app.

We have historically also benefited from social media, customer referrals and word of mouth to advertise our brand. Social networks are important as a source of new customers and as a means by which to connect with existing customers, and such importance may be increasing. In addition, we have implemented grassroots marketing efforts such as engaging with local doctors, nurses and other healthcare professionals, some of whom we refer to as our ambassadors, to assist us by introducing our brand and culture to their communities. Our social media and grassroots efforts must be tailored to each particular market, which requires substantial efforts as we enter new markets, as well as ongoing attention and resources. We also seek to engage with our customers and build awareness of our brands through sponsoring unique events and experiences. If our marketing efforts and messaging are not appropriately tailored to and accepted by the healthcare community, we may fail to attract customers and our brand and reputation may be harmed. Our future growth and profitability and the success of our brand will depend in part upon the effectiveness and efficiency of these marketing efforts.

We also receive a significant amount of visits to our digital platform via social media or other channels used by our existing and prospective customers. As eCommerce and social media continue to rapidly evolve, we must continue to establish relationships with these channels and may be unable to develop or maintain these relationships on acceptable terms. In addition, we currently receive a significant number of visits to our website and mobile app via search engine results. Search engines frequently change the algorithms that determine the ranking and display of results of a user's search, which could reduce the number of visits to our website, in turn reducing new customer acquisition and adversely affecting our results of operations. If we are unable to cost-effectively drive traffic to our digital platform, our ability to acquire new customers and our financial condition would suffer. Email marketing efforts are also important to our marketing efforts. If we are unable to successfully deliver emails to our customers or if our customers do not engage with our emails, whether out of choice, because those emails are marked as low priority or spam or for other reasons, our business could be adversely affected.

We also have and may in the future adjust our marketing activity, techniques and spend from period to period or within a period as we launch new campaigns or offerings, or for other reasons. Because of these adjustments and because marketing initiatives may become increasingly expensive, generating a meaningful return on those initiatives may be difficult or unpredictable. Moreover, even if we successfully increase net revenues as a result of our marketing efforts, it may not offset the additional marketing expenses we incur.

If our marketing efforts are not successful in promoting awareness of our products, driving customer engagement or attracting new customers, or if we are not able to cost-effectively manage our marketing expenses, our results of operations could be adversely affected.

Our business depends on our ability to maintain a strong community of engaged customers and ambassadors, including through the use of social media. We may not be able to maintain and enhance our brand if we experience negative publicity related to our marketing efforts or use of social media, fail to maintain and grow our network of ambassadors or otherwise fail to meet our customers' expectations.

We partner with ambassadors to help raise awareness of our brand and engage with our community. Our ability to maintain relationships with our existing ambassadors and to identify new ambassadors is critical to expanding and maintaining our customer base. As our market becomes increasingly competitive or as we expand internationally, recruiting and maintaining new ambassadors may become increasingly difficult. If we are not able to develop and maintain strong relationships with our ambassador network, our ability to promote and maintain awareness of our brand may be adversely affected. Further, if we incur excessive expenses in this effort, our business, financial condition and results of operations may be adversely affected.

We and our ambassadors use third-party social media platforms to raise awareness of our brand and engage with our community. As existing social media platforms evolve and new platforms develop, we and our ambassadors must continue to maintain a presence on these platforms and establish presences on emerging popular social media platforms. If we are unable to cost-effectively use social media platforms as marketing tools, our ability to acquire new customers and our financial condition may suffer. Furthermore, as laws and regulations governing the use of these platforms evolve, any failure by us, our ambassadors, our sponsors or third parties acting at our direction to abide by applicable laws and regulations in the use of these platforms could subject us to regulatory investigations, class action lawsuits, liability, fines or other penalties and adversely affect our business, financial condition and results of operations. In addition, an increase in the use of social media for product promotion and marketing may cause an increase in the burden on us to monitor compliance of such materials, and increase the risk that such materials could contain problematic product or marketing claims in violation of applicable regulations. For example, in some cases, the Federal Trade Commission has sought enforcement action where an endorsement has failed to clearly and conspicuously disclose a financial relationship or material connection between an influencer and an advertiser.

Our ambassadors could engage in behavior or use their platforms in a manner that reflects poorly on our brand or is in violation of applicable regulations or platform terms of service, and may be attributed to us. Negative commentary regarding us, our products or ambassadors and other third parties who are affiliated with us, whether accurate or not, may be posted on social media platforms at any time and may adversely affect our reputation, brand and business. The harm may be immediate, without affording us an opportunity for redress or correction and could have an adverse effect on our business, financial condition and results of operations.

In addition, customer complaints or negative publicity related to our website, mobile app, products, product delivery times, customer data handling, marketing efforts, security practices or customer support, especially on blogs and social media websites, could diminish customer loyalty and community engagement.

If we do not continue to successfully develop and introduce new, innovative and updated products, we may not be able to maintain or increase our sales and profitability.

We are an apparel and lifestyle brand for healthcare professionals. As a result, our success depends in part on our ability to create apparel for healthcare professionals, as well as to anticipate and react to changing customer demands in a timely manner. All of our products are subject to changing customer preferences that cannot be predicted with certainty. If we do not continue to introduce new products or innovations on existing products in a timely manner or our existing or new products or innovations are not accepted by our customers, or if our competitors introduce similar products in a more timely fashion, our brand or our position as a leader in healthcare apparel could be harmed.

Further, our new products and innovations, including to fit, style and fabric, on existing and future products may not, and from time to time have not, received the same level of customer acceptance as our products or innovations have in the past. Customer preferences could change, especially as we expand our product offerings beyond our core scrubwear, and our future success depends in part on our ability to anticipate and respond to these changes. If we fail to anticipate and respond in a timely manner to changing customer preferences or if customers do not accept our new products or innovations, including to fit, style and fabric, we could experience, among other things, lower sales, excess inventory or inventory shortages, markdowns and write-offs, increases in donations and diminished brand loyalty. Even if we are successful in anticipating customer needs and preferences, our ability to adequately address those needs and preferences will in part depend upon our continued ability to develop and introduce innovative, high quality products and designs and maintain our distinctive brand identity as we expand the range of products we offer. A failure to effectively introduce new

products or innovations on existing products that appeal to our customers could result in a decrease in net revenues and excess inventory levels, which could adversely affect our business, financial condition and results of operations.

The market for healthcare apparel is highly competitive.

We compete in the healthcare apparel industry, principally on the basis of product quality, innovation, style, price, brand image, distribution model, as well as customer experience and service. The industry is highly competitive and includes established companies as well as new entrants. Some of our competitors also have longer operating histories, larger market share and greater resources than we do.

We compete against wholesalers of healthcare apparel, such as Careismatic Brands, Barco Uniforms, Landau Uniforms and Superior Group of Companies. Additionally, we compete with healthcare apparel specialty retailers, such as Scrubs & Beyond and Uniform Advantage as well as digitally native brands such as Jaanuu and Mandala. We also currently and in the future may continue to face competition from large, diversified apparel brands with name recognition and well-established sales, manufacturing and distribution infrastructure that choose to expand into the production and marketing of healthcare apparel, such as Fabletics.

Our competitors may be able to achieve and maintain market share more quickly and effectively than we can. Similarly, if customers perceive the products offered by our competitors to be of higher quality than ours, or our competitors offer similar products at lower prices, our revenues may decline, which would adversely affect our results of operations.

Many of our potential competitors promote their brands primarily through traditional forms of advertising, such as print media, and have substantial resources to devote to such efforts. Our competitors may also use traditional forms of advertising more quickly in new markets than we can. While we believe that our direct-to-consumer business model offers us competitive advantages, our competitors may also be able to increase sales in their new and existing markets faster than we do by emphasizing different distribution channels than we do, such as wholesale and an extensive franchise network of retail stores, and many of our competitors have substantial resources to devote toward increasing sales in such ways. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business, financial condition and results of operations.

Our future success depends on the continuing efforts of our key employees and our ability to attract and retain highly skilled team members.

We are dependent on our ability to continue to identify, attract, develop and retain qualified and highly skilled team members. In particular, we are highly dependent on the services of our co-founders, Heather Hasson and Trina Spear, who serve as our Executive Chair and Chief Executive Officer, respectively, and who are critical to the development of our business, future vision and strategic direction. We also heavily rely on the continued service and performance of other members of our senior management team. If the senior management team, including any new hires that we make, fails to work together effectively or to execute our plans and strategies on a timely basis, our business and future growth prospects could be harmed.

Additionally, the loss of any key team members could make it more difficult to manage our business, including operations, research, development, production, marketing, design, merchandising, engineering and finance activities, reduce our employee retention and net revenues and impair our ability to compete. Although we have entered into employment agreements with certain key team members, these agreements have no specific duration and constitute at-will employment. We have not obtained key man life insurance policies on any of our senior management team. As a result, we would have no way to cover the financial loss if we were to lose the services of members of our senior management team.

Competition for highly skilled team members is often intense, especially in Southern California, where our headquarters is located. We may not be successful in attracting or retaining qualified team members to fulfill our current or future needs. We may experience difficulty in hiring and retaining highly skilled employees with appropriate qualifications. Failure to manage our employee base and hiring needs effectively, including successfully integrating our new hires, or to retain and motivate our current team members may adversely affect our business, financial condition and results of operations.

We plan to expand into additional international markets over time, which will expose us to new and significant risks.

Our current operations and customer base are based largely in the United States, and our future growth depends in part on our ongoing expansion efforts outside of the United States. While we currently ship to certain countries in North America, Central America, South America, Europe, the Asia Pacific region and the Middle East, we have a relatively limited number of customers and experience operating outside of the United States. We also have relatively limited experience with regulatory environments and market practices outside of the United States and cannot guarantee that we will be able to penetrate or successfully operate in any market outside of the United States. In connection with our expansion efforts, we have from time to time encountered, and may in the future continue to encounter, obstacles we do not face in the United States, including cultural and linguistic differences, differences in regulatory environments and market practices, difficulties in keeping abreast of market, business and technical developments and foreign customers' tastes and preferences.

We may also encounter difficulty expanding into new markets because of limited brand recognition in those markets, leading to delayed acceptance of our apparel by customers there. In particular, we have no assurance that our marketing efforts will prove successful outside of the narrow geographic regions in which they have been used in the United States. The expansion into new markets may also present competitive, merchandising, forecasting and distribution challenges that are different from or more severe than those we currently face. There are also other risks and costs inherent in doing business in international markets, including:

- the need to adapt and localize products for specific countries to account for, among other things, different cultural tastes, size and fit preferences or regulatory requirements;
- difficulty establishing and managing international operations and the increased operations, travel, infrastructure, including establishment of local delivery service and customer service operations, and legal compliance costs associated with locations in different countries or regions;
- increased shipping times to and from international markets;
- the need to vary pricing and margins to effectively compete in international markets;
- increased competition from local providers of similar products;
- the ability to protect and enforce intellectual property rights abroad;
- the need to offer customer support in various languages;
- difficulties in understanding and complying with local laws, regulations and customs in other jurisdictions;
- compliance with anti-bribery laws, such as the U.S. Foreign Corrupt Practices Act (the "FCPA"), and the U.K. Bribery Act 2010 (the "U.K. Bribery Act"), by us, our employees and our business partners;
- complexity and other risks associated with current and future legal requirements in other countries, including legal requirements related to medical apparel, customer advertising protection, customer product safety and data privacy and security frameworks, such as the EU General Data Protection Regulation 2016/679 (the "GDPR") and the UK GDPR;
- the potential need to utilize new suppliers or comply with additional regulations regarding our suppliers, supply chain or value chain;
- varying business practices and customs related to the sale of medical apparel;
- varying levels of internet technology adoption and infrastructure, and increased or varying network and hosting service provider costs;
- tariffs and other non-tariff barriers, such as quotas and local content rules, as well as tax consequences;
- fluctuations in inflationary conditions, which could increase our costs of doing business in certain countries;
- fluctuations in currency exchange rates and the requirements of currency control regulations, which might restrict or prohibit conversion of other currencies into U.S. dollars; and
- political or social unrest, economic instability or armed conflict in a specific country or region in which we operate, including, for example, Russia's invasion of Ukraine and violence in the Middle East.

Our failure to successfully manage these risks could harm our international operations and have an adverse effect on our business, financial condition and results of operations.

Shipping is a critical part of our business and changes in, or disruptions to, our shipping arrangements have in the past and may in the future adversely affect our business, financial condition and results of operations.

We currently rely on third-party global logistics and shipping providers to ship raw materials, receive inbound inventory and deliver our products. If we are not able to negotiate acceptable pricing and other terms with these providers, or if these providers experience performance problems or other difficulties in delivering inventory, processing our orders or delivering our products to customers, it could negatively impact our results of operations and our customers' experience. Furthermore, changes to the terms of our shipping arrangements or the imposition of surcharges or surge pricing have in the past and may in the future adversely impact our margins and profitability. For example, volatility in the global oil markets, including as a result of Russia's invasion of Ukraine, other wars or armed conflicts, and changes in global supply generally, have from time to time resulted in higher fuel prices, which shipping companies have from time to time passed on to their customers by way of increased fuel surcharges. We have from time to time experienced increased shipping costs as a result of these and other factors, and these costs may continue to increase in the future. We may not be able to or choose to pass such increases on to our customers in the future.

Our supply of raw materials and ability to receive inbound inventory efficiently and ship merchandise to customers, including at costs to which we are accustomed, may also be negatively affected by military conflicts, political or social instability, or terrorism. For example, as a result of ongoing conflict and violence in the Middle East, there has been an increase in attacks on commercial vessels transiting the Red Sea, causing disruptions in an important route for global trade. Such disruptions have affected global ocean freight traffic, caused shipping delays and increased freight costs. As a result, we have experienced delays in the delivery of raw materials to, and finished goods from, our manufacturers in Jordan and elsewhere, as well as rising ocean freight rates and shipping costs. Although we have not yet experienced a material disruption to our supply chain and have sought alternative ways to ship raw materials and receive inventory, such as selecting new vessel routes, alternative ports, using air freight from time to time and pre-negotiating ocean freight shipping rates, we expect that if there are continued or increased hostilities in the Middle East, there could be continued increases in shipping times and ocean and air freight rates, as well as other impacts to our supply chain, which could adversely affect our business, financial condition and results of operations.

In addition, the operations of our third-party providers have in the past been disrupted, and may in the future again be disrupted, by pandemics or health crises. For example, in the past, the COVID-19 pandemic strained parcel carrier networks and caused extended outbound shipping times generally and additional shipping costs. Future pandemics, epidemics or outbreaks of an infectious disease may adversely affect workforces and supply chains globally, potentially impacting the operations of our third-party shipping providers, which could negatively impact our business, financial condition and results of operations.

Weather, fires, floods, power loss, earthquakes, or other events specifically impacting our or other shipping partners, such as labor disputes or shortages, financial difficulties, system failures and other disruptions to the operations of the shipping companies on which we rely, may also negatively impact our ability to ship raw materials, receive inbound inventory and ship merchandise to customers efficiently and cost-effectively. For instance, a strike, threat of a strike, work slow-down or other disruptions at any of our third-party global providers, other parcel carriers or by port workers at major international shipping hubs, including at the ports of Los Angeles, Long Beach, New York and New Jersey, each of which we use to import our products into the U.S., could significantly disrupt our business. We have in the past experienced, and may in the future experience, shipping delays for reasons outside of our control.

We are also subject to risks of damage or loss during delivery by our shipping vendors. If the products ordered by our customers are not delivered in a timely fashion, including to international customers, or are damaged or lost during the delivery process, our customers could become dissatisfied and cease buying products from us, which would adversely affect our business, financial condition and results of operations.

If we experience problems with our distribution and warehouse management systems, our ability to meet customer expectations, manage inventory, complete sales and achieve objectives for operating efficiencies could be harmed.

We are in the process of transitioning all fulfillment operations from our legacy City of Industry location to a new fulfillment center we have leased in Goodyear, Arizona, which is operated by a third-party logistics provider. We currently expect to complete the transition by the end of the third quarter of 2024, at which point our Goodyear facility will be our

sole location for product distribution. We also from time to time rely on several additional third-party storage locations to house inventory and plan to add additional facilities in the future, including in Canada. Our fulfillment center and storage locations include computer-controlled and automated equipment and rely on warehouse management systems to manage supply chain fulfillment operations, which means our operations are complicated, require coordination between our fulfillment, storage and retail operations, and are subject to a number of risks related to cybersecurity, the proper operation of software and hardware, including connections between software and/or hardware, electronic or power interruptions or other system failures. In addition, because all of our products have historically been distributed from our City of Industry fulfillment center, and following the completion of our transition to our Goodyear fulfillment center, will all be distributed from that location, our operations could also be interrupted by labor difficulties, or by floods, fires or other natural disasters near our fulfillment center and storage locations. We maintain business interruption insurance, but it may not adequately protect us from the adverse effects that could result from significant disruptions to our distribution system, such as the long-term loss of customers or an erosion of our brand image. Moreover, if we or our third-party logistics provider are unable to adequately staff our fulfillment center to meet demand or if the cost of such staffing is higher than historical or projected costs due to mandated wage increases, regulatory changes, hazard pay, international expansion or other factors, some of which has occurred from time to time and may occur again in the future, our results of operations could be harmed.

Operating a fulfillment center comes with additional potential risks, such as workplace safety issues and employment claims for the failure or alleged failure to comply with labor laws or laws respecting union organizing activities. Our distribution capacity is also dependent on the timely performance of services by third parties, including the shipping of our products to and from our facilities. We will need, and intend, to operate additional fulfillment centers in the future to keep pace with the growth of our business, and we cannot assure you that we will be able to locate suitable facilities on commercially acceptable terms in accordance with our expansion plans, nor can we assure you that we will be able to recruit qualified managerial and operational personnel to support our expansion plans. If we encounter problems with our distribution and warehouse management systems, our ability to meet customer expectations, manage inventory and fulfillment capacity, complete sales, fulfill orders in a timely manner and achieve objectives for operating efficiencies could be harmed, which could also harm our reputation and our relationship with our customers.

In addition, fulfillment center operations may also be disrupted by pandemics. For example, like other similarly situated companies, we have from time to time experienced, and may from time to time experience in the future, inbound shipping delays of our product and labor shortages in our fulfillment center that impact our ability to fulfill orders on the timeline to which we have been accustomed. Any future pandemics, epidemics or other health crises may adversely affect workforces and supply chains globally, potentially impacting the operations of our third-party logistics provider, which could negatively impact our business and results of operations.

If we are unable to accurately forecast customer demand, manage our inventory and plan for future expenses, our results of operations could be adversely affected.

We base our current and future inventory needs and expense levels on our operating forecasts and estimates of future demand. To ensure adequate inventory supply, we must be able to forecast inventory needs and expenses and place orders sufficiently in advance with our suppliers and manufacturers, based on our estimates of future demand for particular products. Our ability to forecast demand for our products has from time to time been and will continue to be affected by various factors, including unanticipated changes in general market conditions, economic conditions or consumer confidence in future economic conditions and geopolitical conditions. Failure to accurately forecast demand may result in inefficient inventory supply or increased costs. This risk may be exacerbated by the fact that we may not carry a significant amount of inventory and may not be able to satisfy short-term demand increases. In addition, if we experience increased shipping times from our suppliers and manufacturers and/or production disruptions, we may experience a shortage of products available for sale. Alternatively, if we advance the timing of inventory shipments to mitigate perceived freight transit time volatility and/or sales below our expectations, we may experience excess inventory levels. For example, faster than anticipated ocean freight transit times following our decision to increase weeks of supply during periods of ocean freight transit time volatility, and sales below our expectations as a result of inflationary pressure on consumer spending, have from time to time resulted in increased levels of inventory on hand, which has from time to time resulted in increased storage needs and costs. Inventory levels in excess of customer demand may also result in inventory write-downs or write-offs, increases in donations and the sale of excess inventory at discounted prices, which would cause our gross margin to suffer and could impair the strength and premium nature of our brand.

Further, lower than forecasted demand could also result in excess manufacturing capacity or reduced manufacturing efficiencies, which could result in lower margins. Conversely, if we underestimate customer demand, our

suppliers and manufacturers may not be able to deliver products to meet our requirements, and we may be subject to higher costs in order to secure the necessary production capacity or we may incur increased shipping costs. An inability to meet customer demand and delays in the delivery of our products to our customers could result in reputational harm and damaged customer relationships and have an adverse effect on our business, financial condition and results of operations.

Moreover, while we devote significant attention to forecasting efforts, the volume, timing, value and type of the orders we receive are inherently uncertain. In addition, we cannot be sure the same growth rates, trends and other key performance metrics are meaningful predictors of future growth. Our business, as well as our ability to forecast demand, is also affected by changes in general domestic and global economic, business and geopolitical conditions, including inflationary pressures, and the degree of customer confidence in future economic conditions, and we anticipate that our ability to forecast demand due to these types of factors will be increasingly affected by conditions in international markets. A significant portion of our expenses is fixed, and as a result, we may be unable to adjust our spending in a timely manner to compensate for any unexpected shortfall in net revenues. Any failure to accurately predict net revenues or gross margins could cause our operating results to be lower than expected, which could adversely affect our financial condition.

Consumer confidence, shopping behavior and spending have been and may continue to be negatively impacted by factors beyond our control, including supply chain disruptions, inflation, high interest rates, fear of recession or entry into a recession, geopolitical tensions and military conflicts, and healthcare workforce-related stress, which may adversely affect our business, financial condition and results of operations.

Macroeconomic conditions may adversely affect our business. While we believe our business is largely resistant to recessionary pressures due to the largely non-discretionary nature of scrubwear, consumer spending may decline if general economic conditions deteriorate, and demand for our products has been and may continue to be adversely affected. Significant risks and uncertainty in the global economy have emerged as a result of government policy decisions and geopolitical tensions, such as Russia's invasion of Ukraine and conflict in the Middle east, which have resulted in significant macroeconomic consequences. These have included increased fuel and energy prices and depressed financial markets from time to time, and as a result consumer behavior, confidence and spending patterns have been affected and may continue to be negatively impacted in the future. Other factors affecting consumers' spending levels include, among others: high interest rates, the size and timing of federal stimulus programs, wages, levels of employment, inflation, recession and fears of recession or depression or entry into a recession or depression, housing costs, energy costs, income tax rates, financial market fluctuations, consumer perceptions of personal well-being and security, availability of consumer credit and consumer debt levels, and consumer confidence in future economic conditions.

Moreover, our success depends in part on the condition of the healthcare workforce. There have been reports of rising fatigue and stress among workers in the healthcare industry, in part as a result of heightened demand on, and for, healthcare workers in the wake of the COVID-19 pandemic, which we believe may be impacting customer purchasing behavior. As a replenishment-driven healthcare apparel brand, demand for our products may be impacted by healthcare workforce-related stress, including if the number of employed healthcare workers were to decline.

These factors and their impact on our customers' spending behavior have from time to time impacted, and we expect some of these to continue to impact in the future, the demand for our products, as well as our financial condition and results of operations.

Merchandise returns could harm our business.

We allow our customers to return our products, subject to our return policy. We generally accept merchandise returns for full refund or exchange within 30 days of the original purchase date. Our revenue is reported net of returns and discounts. We estimate our liability for product returns based on historical return trends and an evaluation of current economic and market conditions. We record the expected customer refund liability as a reduction to revenue, and the expected inventory right of recovery as a reduction of cost of goods sold. The introduction of new products, changes in customer confidence or shopping habits or other competitive and general economic conditions could cause actual returns to exceed our estimates. If actual return costs differ from previous estimates, the amount of the liability and corresponding revenue are adjusted in the period in which such costs occur. In addition, from time to time, our products may be damaged in transit, which can also increase return rates. Returned goods may also be damaged prior to or in connection with the return process, which can and has from time to time impeded our ability to restock and resell returned goods. Competitive pressures could cause us to alter our return policies or our shipping policies, which could result in an increase in damaged products and an increase in product returns. If the rate of product returns increases significantly or if product return economics become less efficient, our business, financial condition and results of operations could be harmed.

The fluctuating cost and availability of raw materials could cause our business, financial condition and results of operations to suffer.

We have from time to time experienced, and may in the future experience, fluctuations in the cost and availability of raw materials used in our products for reasons beyond our control. For example, our core scrubs fabric includes synthetic fabric, the components of which may experience price fluctuations. We have also from time to time seen increases in the cost of cotton, which we use in certain of our non-scrubwear products. Our costs for raw materials are affected by, among other things, weather, customer demand, high interest rates, inflation, geopolitical tensions, volatility in the commodities market, the relative valuations and fluctuations of the currencies of producer versus customer countries and other factors that are generally unpredictable and beyond our control. In addition, the U.S. government's presumptive import ban on materials mined, produced, or manufactured wholly or in part in the Xinjiang region of China, the source of a large portion of certain raw materials, including cotton and rayon, from time to time has impacted and may in the future impact global prices and availability of raw materials from which some of our products are made. Increases in the cost of raw materials could adversely affect our cost of goods sold, business, financial condition and results of operations.

Our reliance on a limited number of third-party suppliers to provide materials for and produce our products could cause problems in our supply chain and subject us to additional risks.

We rely on a global network of third-party suppliers to manufacture our raw materials, product components and products, and our raw materials, product components and products may be available, in the short-term, from a limited number of sources. We choose not to enter into long-term contracts with any of our suppliers or manufacturers for the production and supply of our raw materials, product components and products, and typically transact business with our suppliers on an order-by-order basis. We also compete with other companies for raw materials, product components and production.

As of June 30, 2024, our supply chain consisted of a diversified network of global production partners spread across multiple continents. Within our supply chain, we source the vast majority of the fabrics used in our products from a limited number of suppliers in China, and we source the other raw materials and product components used in our products, including items such as content labels, elastics, buttons, clasps and drawcords, from suppliers located predominantly in the Asia Pacific region. We also work with manufacturing partners that produce our products in facilities located in South East Asia, China, South America and Jordan. The majority of our products currently in inventory were produced by a limited number of our largest manufacturing suppliers in South and South East Asia and the majority of production currently occurs at a third party supplier in Jordan, although we intend to transition away from this supplier, following allegations of labor conditions at this supplier that do not meet our high standards. We are continuously working to strengthen our sourcing and manufacturing capabilities, which includes diversifying manufacturing operations geographically, as well as strategically refining our manufacturing base into fewer high-quality manufacturing partners to improve product quality and consistency. We believe these efforts will enhance our product innovation, quality and lead times across product categories, as well as maintain our commitment to act ethically and with social responsibility in how our products are made. However, these efforts may subject us to additional risks and costs, which may adversely impact our results of operations in the short term.

We may experience a disruption in the supply of fabrics, raw materials or product components from current sources, and we may be unable to locate alternative materials suppliers of comparable quality at an acceptable price, or at all. In addition, if we experience significantly increased demand, or if we need to replace or discontinue our relationship with an existing supplier or manufacturer, which has occurred from time to time, we may be unable to locate additional suppliers of fabrics, raw materials or product components or additional manufacturing capacity on terms that are acceptable to us, or at all, or we may be unable to locate any supplier or manufacturer with sufficient capacity to meet our requirements or to fill our orders in a timely manner. Identifying a suitable supplier is an involved process that requires us to become satisfied with its quality control, responsiveness and service, financial stability and labor and other ethical practices. Even if we are able to expand existing or find new manufacturing or fabric sources, we may encounter delays in production and added costs as a result of the time it takes to train our suppliers and manufacturers in our methods, products, and quality control standards. In addition, a dispute with, or disruption at, a significant third-party supplier or service provider, which have occurred from time to time, may impact our ability to produce, sell or fulfill our products. Our failure or inability to obtain alternate capabilities in a timely manner or on satisfactory terms could have a material adverse effect on our business, financial condition and results of operations.

Our supply of fabric or the manufacture of our products could also be disrupted or delayed by the impact of global conflict or war, such as the ongoing conflict in Ukraine and the Middle East. Our supply of fabric or the manufacture of our products could also be, and from time to time has been, disrupted or delayed by the impact of pandemics, and the related

government and private sector responsive actions, such as border closures, restrictions on product shipments and travel restrictions. For instance, the COVID-19 pandemic previously negatively impacted global supply chains and caused challenges to logistics. As a result, certain of our ocean freight providers, as well as some of our suppliers and manufacturers, experienced delays and shutdowns, and could experience delays and shutdowns again in the future as a result of other future pandemic or health crisis. Because of these supply chain challenges, we from time to time contended, and may again contend with, delays receiving finished products from our manufacturers, reduced ability to keep certain products in stock and interrupted product and color launch schedules. In order to manage the impact of these disruptions and meet our customers' expectations, we from time to time shipped goods earlier when possible, adjusted shipments to alternate origin and destination ports to avoid delays and used faster but more expensive air freight. We may from time to time need to continue to use more expensive air freight, which has in the past and may in the future increase our cost of goods sold. Any delays, interruption or increased costs in the supply of fabric or the manufacture of our products, or extended period of global supply chain disruption, could have an adverse effect on our ability to meet customer demand for our products and result in lower net revenues, increased cost of goods sold and lower net income from operations, both in the short and long term.

Moreover, our suppliers have from time to time manufactured, and may in the future manufacture, products that fail to comply with our technical specifications or that fail to conform to our quality control standards. Under these circumstances, unless we are able to obtain replacement products in a timely manner, we risk the loss of net revenues resulting from the inability to sell those products and related increased administrative and shipping costs, as well as potential inventory write-offs and/or increased fees in connection with additional inspections of our products, which have occurred from time to time. Additionally, if the unacceptability of our products is not discovered until after such products are purchased by our customers, our customers could lose confidence in our products, and our business and brand could be harmed.

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

Substantially all of our suppliers and manufacturers are located outside of the United States, and as a result, we are subject to risks associated with doing business abroad, including:

- the imposition of new laws and regulations, including those relating to our due diligence of our supply chain as well as sustainability, labor conditions, quality and safety standards, imports, duties, taxes and other charges on imports, as well as trade restrictions and restrictions on currency exchange or the transfer of funds;
- political unrest, conflict or war, such as Russia's invasion of Ukraine and violence in the Middle East, terrorism, labor disputes and economic instability resulting in the disruption of trade from foreign countries in which our products are manufactured, and geopolitical tensions or conflicts affecting global trade or resulting in trade barriers or disputes among countries;
- reduced protection for intellectual property rights, including trademark protection, in some countries, particularly in China;
- disruptions or delays in shipments across our supply chain, whether due to port congestion, labor disputes, product regulations and/or inspections or other factors, natural disasters, including in connection with climate change, or health pandemics, or other transportation disruptions; and
- the impact of health conditions and related government and private sector responsive actions, and other changes in local economic conditions in countries where our manufacturers, suppliers or customers are located.

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

Any failure by us or our suppliers or manufacturers to comply with product safety, labor or other laws, provide safe conditions for our or their workers or use or be transparent about ethical business practices may damage our reputation and brand and harm our business.

We are committed to supporting our communities around the globe. Operating with compassion and integrity is core to our values, which makes our reputation sensitive to allegations of unethical or improper business practices, whether

real or perceived. The failure, or alleged failure, of any of our suppliers or manufacturers to provide safe and humane factory conditions and oversight at their facilities could damage our reputation and brand, result in legal claims against us or cause us to seek alternate suppliers or manufacturers. For example, there have been allegations that labor conditions at a Jordanian supplier of ours do not meet our high standards, and as a result, we intend to transition away from that supplier. While we rely on our manufacturers' and suppliers' compliance reporting as well as contractual provisions in our vendor manual in order to comply with regulations applicable to our products, expectations of ethical business practices continually evolve and may be substantially more demanding than applicable legal requirements.

We do not control our suppliers and manufacturers or their business, and they may not comply with our guidelines or applicable law. The products we sell are subject to regulation by the Federal Customer Product Safety Commission, the Federal Trade Commission and similar state and international regulatory authorities. Product safety, labeling and licensing concerns may require us to voluntarily remove selected merchandise from our inventory. Such recalls or voluntary removal of merchandise can result in, among other things, lost sales, diverted resources, potential harm to our reputation and increased customer service costs and legal expenses, which could adversely affect our results of operations. Moreover, failure of our suppliers or manufacturers to comply with applicable laws and regulations and contractual requirements could lead to litigation against us or cause us to seek other vendors, which could increase our costs and result in delayed delivery of our products, product shortages or other disruptions of our operations.

Ethical business practices are also driven in part by legal developments and by groups active in publicizing and organizing public responses to perceived ethical shortcomings. For example, there are increasing expectations in various jurisdictions that companies monitor the environmental and social performance of their suppliers, including compliance with a variety of labor practices, as well as consider a wider range of potential environmental and social matters, including the end of life considerations for products. While we have taken efforts to assess our suppliers, expectations on these matters are evolving rapidly. Compliance can be costly and, in certain cases, require us to design supply chains to avoid certain regions altogether. Failure to comply with such regulations can result in fines, reputational damage, denial of import for our products, or otherwise adversely impact our business. In addition to evaluating the substance of companies' practices, such groups also often scrutinize companies' transparency as to such practices and the policies and procedures they use to ensure compliance by their suppliers and other business partners. If we do not meet the transparency standards expected by parties active in promoting ethical business practices, we may attract negative publicity, regardless of whether the actual labor and other business practices adhered to by us and our independent manufacturers are consistent with ethical business practices. Such negative publicity could harm our brand image, business, financial condition and results of operations.

We conduct business with suppliers and manufacturers based in China, which exposes us to risks inherent in doing business there.

We source raw material from, and conduct limited manufacturing in, the People's Republic of China. With the rapid development of the Chinese economy, the cost of labor has increased and may continue to increase. Our results of operations will be adversely affected if the labor costs of our third-party suppliers and manufacturers increase significantly. In addition, our manufacturers and suppliers may be unable to find a sufficient number of qualified workers due to the competitive market for skilled labor in China.

Conducting business in China exposes us to political, legal and economic risks. In particular, the political, legal and economic climate in China is fluid and unpredictable. Our ability to operate in China may be adversely affected by changes in U.S. and Chinese laws and regulations, including those related to taxation, import and export tariffs and restrictions, economic sanctions and export controls, environmental regulations, land use rights, intellectual property, currency controls, network security, employee benefits, hygiene supervision and other matters.

Our ability to operate in China may also be adversely affected by epidemics or pandemics. For example, China from time to time has, and in the future may again, enforce broad lockdowns in response to pandemics or epidemics, which has affected, and may in the future affect, our third-party suppliers' and manufacturers' ability to timely deliver raw materials, product components and products to us.

In addition, Chinese trade regulations are continuously evolving, and we may become subject to other forms of taxation, tariffs and duties. Furthermore, the third parties we rely on in China may disclose our confidential information or intellectual property to competitors or third parties, which could result in the illegal sale of counterfeit versions of our products. If any of these events occur, our business, financial condition and results of operations could be adversely affected.

Finally, certain trade restrictions related to the Xinjiang region of China could impact our business. The U.S. Government has taken several steps to address forced labor concerns in the Xinjiang Uyghur Autonomous Region of China, including sanctions on specific entities and individuals; withhold release orders ("WROs") issued by U.S. Customs and Border Protection ("CBP") that prohibit the entry of imports of certain items from Xinjiang; and the Uyghur Forced Labor Prevention Act, which went into effect in June 2022, and imposes a rebuttable presumption against U.S. imports of any items from Xinjiang and specifically targets the cotton and apparel industry as high-priority sectors for enforcement. We do not intentionally source any products or materials from the Xinjiang region (either directly or indirectly through our supply chain) and we prohibit our suppliers and manufacturers from doing business with or sourcing from any company or entity located in China's Xinjiang region. However, the presumptive ban on virtually all imports from that region has from time to time affected and could in the future affect the global sourcing and availability of raw materials, such as cotton and rayon, used in the manufacturing of certain of our products and/or lead to our products being held for inspection by CBP and delayed, which has occurred from time to time, or rejected for entry into the United States, which could unexpectedly affect our inventory levels, result in other supply chain disruptions, or cause us to be subject to penalties, fines or sanctions. Even if we were not subject to penalties, fines or sanctions, if products we source are linked in any way to the Xinjiang region, our reputation could be harmed.

Increases in labor costs, including wages, could adversely affect our business, financial condition and results of operations.

Labor is a significant portion of our cost structure and is subject to many external factors, including unemployment levels, inflation, prevailing wage rates, minimum wage laws, potential collective bargaining arrangements, health insurance costs and other insurance costs and changes in employment and labor legislation or other workplace regulation. From time to time, legislative proposals are made to increase the federal minimum wage in the United States, as well as the minimum wage in California and a number of other states and municipalities, and to reform entitlement programs, such as health insurance and paid leave programs. As minimum wage rates increase, related laws and regulations change, or inflationary or other pressures increase wage rates, we and our partners may need to increase not only the wage rates of minimum wage employees, but also the wages paid to other hourly or salaried employees. For example, hourly wages for employees of third-party logistics providers have from time to time increased as a result of inflationary pressures, and may in the future increase further, which could adversely impact our fulfillment costs. Any increase in the cost of our or our third-party partners' labor could have an adverse effect on our business, financial condition and results of operations.

Increases in labor costs could also force us to increase prices, which could adversely impact our sales. If competitive pressures or other factors prevent us from offsetting increased labor costs by increases in prices, our profitability may decline and could adversely affect our business, financial condition and results of operations. In addition, the job market in Southern California, where our principal offices, fulfillment center and the majority of our employees are located, is very competitive. If prevailing rates are driven higher by market forces or otherwise but we fail to pay such higher wages, we could suffer increased employee turnover, adversely affecting our business. While none of our employees is currently covered by a collective bargaining agreement, any attempt by our employees to organize a labor union could also result in increased legal and other associated costs.

A significant portion of our products are produced in Asia, with some of our products produced in China. Increases in the costs of labor and other costs of doing business in these regions could also increase our costs to produce our products and could have a negative impact on our operations and earnings. Factors that could negatively affect our business include a potential significant revaluation of the currencies used in these countries, which may result in an increase in the cost of producing products, labor shortage and increases in labor costs, and difficulties and additional costs in transporting products manufactured from these countries. Also, the imposition of trade sanctions or other regulations against products imported by us from, or the loss of "normal trade relations" status with, any country in which our products are manufactured, could significantly increase our cost of products and harm our business.

Our sales and profitability may decline if product costs increase or selling prices decrease.

Our business is subject to pressure on costs and pricing caused by many factors. For example, from time to time, our gross margin has been impacted by higher freight costs, which we believe was as a result of inflation due, in part, to global supply chain disruptions. We continue to monitor the impact of inflation on raw materials, freight, labor, rent, and other costs in order to minimize its effects. A high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general, and administrative expenses as a percentage of net revenues if we are unable, or choose not to, increase the selling prices of our products in proportion with these increased costs.

Competition, constrained sourcing capacity and related inflationary pressure and pressure from customers to reduce the prices we charge for our products and changes in customer demand, among other factors, also impact our costs and pricing strategy. These factors may cause us to experience increased costs while also causing us to reduce prices. If we were to increase prices in response to increased costs, we may experience reduced sales. Any of the forgoing could cause our operating margin to decline if we are unable to offset these factors with reductions in operating costs and could adversely affect our business, financial condition and results of operations.

If we do not successfully optimize, operate and manage the expansion of the capacity of our fulfillment operations, our business, financial condition and results of operations could be harmed.

As part of our ongoing fulfillment enhancement project, we are expanding our fulfillment capacity and technological functionality. In so doing, we are in the process of transitioning all fulfillment operations from our legacy City of Industry location to a new fulfillment center we have leased in Goodyear, Arizona, which is operated by a third-party logistics provider. We currently expect to complete the transition by the end of the third quarter of 2024 and plan to open additional facilities in the future, including in Canada. As we continue to add fulfillment capabilities, technology, warehouse capabilities and space, product categories with different fulfillment requirements or change the mix in products that we sell, our fulfillment network has and will become increasingly complex and operating it will become more challenging. Moreover, the expansion of fulfillment operations, including the transition of our fulfillment operations to a new facility and the wind down of our current facility, could result in significantly increased costs, expenses and/or shipping times, disruptions and complications related to inventory planning and product launch schedules, impeded customer service and reduced sales. The expansion of our fulfillment capacity, including the transition of our fulfillment operations to a new facility and the wind down of our current facility, may, and from time to time has, also put pressure on our managerial, financial, operational and other resources. We cannot assure you that we will be able to locate additional suitable facilities on commercially acceptable terms in accordance with our expansion plans, nor can we assure you that we will be able to recruit qualified managerial and operational personnel to support our expansion plans. In addition, we may be required to further expand our capacity sooner than we anticipate. If we are unable to secure new facilities for the expansion of our fulfillment operations, recruit qualified personnel to support any such facilities or effectively control expansion-related expenses, our order fulfillment and shipping times may be delayed and our business, financial condition and results of operations could be adversely affected.

If we cannot maintain our culture as we grow, we could lose the innovation, teamwork and passion that we believe contribute to our success and our business may be harmed.

We believe that a critical component of our success has been our corporate culture. We have invested substantial time and resources in building our culture, which is rooted in passion, purpose and innovation. As we continue to grow, including geographically expanding our presence outside of our headquarters in Santa Monica, California, and developing the infrastructure associated with being a public company, we will need to continue to maintain our culture among a larger number of employees, dispersed across various geographic regions. Any failure to preserve our culture could negatively affect our future success, including our ability to retain and recruit personnel and to effectively focus on and pursue our corporate objectives.

Our credit agreement contains restrictive covenants that may limit our operating flexibility.

Although we have no outstanding borrowings under our existing credit facility, our credit agreement contains restrictive covenants that, among other things, limit our ability to transfer or dispose of assets, merge with other companies or consummate certain changes of control, acquire other companies, incur additional indebtedness and liens and enter into new businesses. We therefore may not be able to engage in any of the foregoing transactions unless we obtain the consent of the lender or terminate the credit agreement, which may limit our operating flexibility. In addition, our credit agreement is secured by all of our assets and requires us to satisfy certain financial covenants. There is no guarantee that we will be able to generate sufficient cash flow or sales to meet these financial covenants or pay the principal and interest when due under our credit facility. Furthermore, there is no guarantee that future working capital, borrowings or equity financing will be available to repay or refinance any such debt. Any inability to comply with the terms of our credit agreement, including failing to make scheduled payments or to meet the financial covenants, would adversely affect our business. See the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" for additional information regarding the terms of our existing credit agreement.

A downturn in the economy may adversely affect our business.

We believe that due to the largely non-discretionary nature of healthcare apparel, our business is largely resistant to recessionary pressures. However, due to our limited operating history, we have not experienced a sustained recessionary period and therefore cannot predict the effect on our sales and profitability of a prolonged downturn in the economy. Our customers are not immune to macroeconomic pressures and we believe such pressures, including high inflation, impacts the demand for our products. It is possible that a prolonged downturn in the economy in markets in which we sell our products may harm our business, financial condition and results of operations.

We may seek to grow our business through acquisitions of, or investments in, new or complementary businesses, facilities, technologies or products, or through strategic alliances, and the failure to manage these acquisitions, investments or alliances, or to integrate them with our existing business, could adversely affect us.

From time to time, we acquire or make investments in new or complementary businesses, facilities, technologies, offerings or products, or enter into strategic alliances, that may enhance or augment our capabilities, expand our outsourcing and supplier network, complement our current products or services or expand the breadth of our markets. Acquisitions, investments and other strategic alliances involve numerous risks, including:

- problems integrating the acquired business, facilities, technologies or products, including issues maintaining uniform standards, procedures, controls, policies and culture;
- unanticipated costs associated with acquisitions, investments or strategic alliances;
- diversion of management's attention from our existing business;
- adverse effects on existing business relationships with suppliers, outsourced manufacturing partners and other third parties;
- risks associated with entering new markets in which we may have limited or no experience;
- potential loss of key employees of acquired businesses; and
- increased legal and accounting compliance costs.

We may be unable to identify acquisitions or strategic relationships we deem suitable. Even if we do, we may be unable to successfully complete any such transactions on favorable terms or at all, or to successfully integrate any acquired business, facilities, technologies or products into our business or retain any key personnel, suppliers or customers. These efforts could be expensive and time-consuming and may disrupt our ongoing business and prevent management from focusing on our operations. If we are unable to identify suitable acquisitions or strategic relationships, or if we are unable to integrate any acquired businesses, facilities, technologies and products effectively, our business, financial condition and results of operations could be adversely affected.

Certain of our key operating metrics are subject to inherent challenges in measurement, and any real or perceived inaccuracies in our metrics or the underlying data may cause a loss of investor confidence in such metrics and the market price of our Class A common stock may decline.

We track certain key operating metrics using internal data analytics tools, which have certain limitations. In addition, we rely on data received from third parties, including third-party platforms, to track certain performance indicators, and we may be limited in our ability to verify such data. In addition, our methodologies for tracking metrics may change over time, which could result in changes to the metrics we report. If we undercount or overcount performance due to the internal data analytics tools we use or issues with the data received from third parties, or if our internal data analytics tools contain algorithmic or other technical errors, the data we report may not be accurate or comparable with prior periods. In addition, limitations, changes or errors with respect to how we measure data may affect our understanding of certain details of our business, which could affect our longer-term strategies. If our performance metrics are not, or are not perceived to be, accurate representations of our business, if we discover material inaccuracies in our metrics or the data on which such metrics are based, or if we can no longer calculate any of our key performance metrics with a sufficient degree of accuracy, investors could lose confidence in the accuracy and completeness of such metrics, which could cause the price of our Class A common stock to decline.

We may incur losses from fraud.

We have occasionally in the past incurred and may in the future incur losses from various types of fraud, including stolen credit card numbers, claims that a customer did not authorize a purchase and merchant fraud. As a general matter, we are liable for fraudulent credit card transactions. Although we have measures in place to detect and reduce the occurrence of fraudulent activity on our digital platform, those measures may not always be effective. In addition to the direct costs of such losses, if the fraud is related to credit card transactions and becomes excessive, it could potentially result in us paying higher fees or affecting our ability to accept credit cards for payment. Our failure to adequately prevent fraudulent transactions could damage our reputation, result in litigation or regulatory action and lead to expenses that could substantially impact our operating results.

Additionally, we have occasionally in the past been, and may in the future be, subject to fraudulent purchases by individuals or organizations purchasing our products in bulk with the intention of unlawfully reselling such products. We have also in the past been the target of, and may in the future be the target of, fraudulent websites with similar domain names or content to our website, that attempt to unlawfully divert our customer traffic to such fraudulent websites to defraud our customers. While we have procedures in place to detect and prevent such practices, our failure to identify those activities may adversely affect our brand and reputation.

Our business may be affected by seasonality.

Unlike the traditional apparel industry, the healthcare apparel industry is generally not seasonal in nature. However, due to our historical pattern of sequential growth, as well as our decision to conduct select promotions during the holiday season, we historically have generated a higher proportion of net revenues, and incurred higher selling and marketing expenses, during the fourth quarter of the year compared to other quarters, and these trends could continue.

We may be unable to execute on our retail growth strategy.

We currently operate one retail store in Los Angeles, California, a second retail store in Philadelphia, Pennsylvania and plan to open additional retail stores in the future. We believe that a physical presence helps raise brand awareness and complements our online experience, offering customers an expanded omni-channel buying experience. In so doing, we have entered into, and may in the future again enter into, long-term leases before we know whether our retail strategy or a particular geography will be successful. We also face a number of challenges in opening stores, including locating retail space with a cost and geographic profile that will allow us to operate in highly desirable shopping locations, hire in-store talent and expand our operations in a cost-effective manner, as well as potential design, construction or inspection delays. Even if we are able to secure attractive retail locations, the opening of new stores brings operational challenges. In opening stores, we must also provide our customers with a consistent experience, which presents additional challenges. Our stores may also be the target of theft or experience property damage. Any such incidents may result in a disruption to our retail operations and significant costs if not covered by our insurance policies.

In addition, operating retail stores creates supply chain, merchandising and pricing challenges, as we must select the right product mix for each individual store while continuing to manage inventory. There can also be no assurance that our retail stores will achieve or maintain sales and profitability levels that justify the required investments. In addition, the failure of our retail stores to achieve acceptable results could lead to unplanned store closures and/or impairment and other charges. If this occurs, or if we are not able to manage or execute on our retail growth strategy, or if consumers are not receptive to the products, design layout, or visual merchandising in our stores, our business, financial condition and results of operations may be adversely affected.

Opening retail stores also subject us to costs and risks related to compliance with labor and employment laws. We may face significant exposure to changes in laws governing our relationships with our workforce, including wage and hour laws and regulations, fair labor standards, minimum wage requirements, overtime pay, unemployment tax rates, union protections, workers' compensation rates, pension contributions, citizenship requirements, and payroll taxes, which could cause our business, financial condition and results of operations to be adversely affected. These laws also change frequently, exist at federal, state, and local levels, and may be difficult to interpret and apply. There is also a risk of potential claims related to discrimination and harassment, health and safety, wage and hour laws, criminal activity, personal injury, and other claims, any of which could have an adverse effect on our business, financial condition and results of operations.

Risks Related to Information Technology, Cybersecurity and Data Privacy

System interruptions that impair customer access to our website or other performance failures in our or our third-party vendors' technology infrastructure could damage our business, reputation and brand and substantially harm our business, financial condition and results of operations.

We rely on information technology networks, systems and services, and our website and mobile app (collectively, "IT Systems") to market and sell our products, manage a variety of internal and external business processes and activities and to comply with regulatory, legal and tax requirements. We depend on our IT Systems for digital marketing activities, for electronic communications among our personnel, customers, manufacturers and suppliers around the world, and for our warehousing and order fulfillment operations. We face numerous and evolving cybersecurity risks that threaten the confidentiality, integrity and availability of our IT Systems and data. Our website, portions of which are run through Shopify and other IT Systems, including those integral to our warehousing and order fulfillment operations and some of which are managed by third parties, may be susceptible to damage, disruptions or shutdowns due to failures during the process of upgrading or replacing software, databases or components, power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors or catastrophic events. Our website and mobile app serve as an effective extension of our marketing strategies by exposing potential new customers to our brand, product offerings and enhanced content. Due to the importance of our IT Systems, we are vulnerable to downtime and other technical failures, which may be outside of our control. Further, any slow down or material disruption of our IT Systems, or the systems of our third-party service providers, or our website or mobile app has from time to time, and could in the future, disrupt our ability to track, record and analyze the products that we sell and could negatively impact our operations, shipment of goods, ability to process financial information and transactions, and our ability to receive and process customer orders or engage in normal business activities. Our third-party technology providers may also change their policies, terms or offerings from time to time, may fail to introduce new features and offerings that meet our needs as we expand, or may cease to provide services to us on favorable terms, or at all, which could require us to adjust how we use our IT Systems, including our website and mobile app, or switch to alternative third-party service providers which could be costly, cause interruptions and could ultimately adversely affect our business, financial condition and results of operations.

If our IT Systems, including those run by or those of our third-party providers, suffer damage, disruption or shutdown and we or our third-party providers do not effectively resolve the issues in a timely manner, our business, financial condition and results of operations may be adversely affected, and we could experience delays in reporting our financial results. If our computer and communications hardware fail, or if we suffer an interruption or degradation of services, we could also lose customer data and miss order fulfillment deadlines, which could harm our business. Our IT Systems and operations are vulnerable to damage or interruption from fire, flood, power loss, telecommunications failure, terrorist attacks, cyberattacks, data loss, acts of war, break-ins, earthquake and similar events. Any failure or interruption of our IT Systems could harm our ability to serve our clients, which could adversely affect our business, financial condition and results of operations.

We also use complex custom-built proprietary software in our IT Systems. Our proprietary software may contain undetected errors or vulnerabilities, some of which may only be discovered after the software has been implemented in our production environment or released to end users. In addition, we seek to continually update and improve our software, and we may not always be successful in executing these upgrades and improvements, and the operation of our IT Systems may be subject to failure. We may experience slowdowns or interruptions in our website when we are updating it. For example, in the past we have experienced minor slowdowns while updating our website. Moreover, new technologies or infrastructures may not be fully integrated with existing IT Systems on a timely basis, or at all. Any errors or vulnerabilities discovered in our software after commercial implementation or release could result in damage to our reputation, loss of customers, disruption to our eCommerce channels, loss of revenue or liability for damages, any of which could adversely affect our business, financial condition and results of operations.

Additionally, if we expand our use of third-party services, including cloud-based services, our IT Systems may be subject to increased risk of slowdown or interruption as a result of integration with such services and/or failures by such third parties, which are out of our control. Our net revenues depend on the number of visitors who shop on our website and mobile app and the volume of orders we can handle. Unavailability of our website or mobile app or reduced order fulfillment performance would reduce the volume of goods sold and could also adversely affect customer perception of our brand. We may experience periodic system interruptions from time to time. In addition, continued growth in our transaction volume, as well as surges in online traffic and orders associated with promotional activities or seasonal trends in our business, place additional demands on our technology platform and could cause or exacerbate slowdowns or interruptions. If there is a substantial increase in the volume of traffic on our website or the number of orders placed by

customers, we will be required to further expand, scale and upgrade our IT Systems. There can be no assurance that we will be able to accurately project the rate or timing of increases, if any, in the use of our website or mobile app or expand, scale and upgrade our IT Systems to accommodate such increases on a timely basis. In order to remain competitive, we must continue to enhance and improve the responsiveness, functionality, features and accessibility of our website, which is particularly challenging given the rapid rate at which new technologies, customer preferences and expectations and industry standards and practices are evolving in the eCommerce industry. Our or our third-party vendors' inability to continue to update, improve and scale our website or mobile app and the underlying technology infrastructure could harm our reputation and our ability to acquire, retain and serve our customers, which could adversely affect our business, financial condition and results of operations.

Further, we endeavor to continually upgrade existing IT Systems, and we may be required to implement new technologies or business applications in the future. The implementation of upgrades and changes requires significant investments. Our results of operations may be affected by the timing, effectiveness and costs associated with the successful implementation of any upgrades or changes to our IT Systems. In the event that it is more difficult for our customers to buy products from us on their mobile devices, or if our customers choose not to buy products from us on their mobile devices or to use mobile products that do not offer access to our website or mobile app, our customer growth could be harmed and our business, financial condition and results of operations may be adversely affected.

We must continue to expand and scale our IT Systems, and our failure to do so could adversely affect our business, financial condition and results of operations.

We will need to continue to expand and scale our IT Systems and personnel to support recent and future growth. As such, we will continue to invest in and implement modifications and upgrades to our IT Systems and procedures. These activities subject us to inherent costs and risks associated with replacing and changing these systems, including impairment of our ability to fulfill customer orders, potential disruption of our internal control structure, capital expenditures, additional administration and operating expenses, acquisition and retention of sufficiently skilled personnel to implement and operate the new systems, demands on management time, the introduction of errors or vulnerabilities and other risks and costs of delays or difficulties in transitioning to or integrating new systems into our current IT Systems. These implementations, modifications and upgrades may not result in productivity improvements at a level that outweighs the costs of implementation, or at all. Additionally, difficulties with implementing new technology systems, delays in our timeline for planned improvements, significant system failures or our inability to successfully modify our IT Systems to respond to changes in our business needs may cause disruptions in our business operations and adversely affect our business, financial condition and results of operations.

Our business may be adversely affected if we are unable to provide our customers a cost-effective shopping platform that is able to respond and adapt to rapid changes in technology.

The number of people who access the internet through devices other than personal computers, including smartphones and portable computers, such as laptops and tablets, has increased dramatically in the past few years. The smaller screen size, functionality and memory associated with some alternative devices may make the use of our website and purchasing our products more difficult. The versions of our website and our mobile app developed for such alternative devices may not be compelling to customers. In addition, it is time consuming and costly to keep pace with rapidly changing and continuously evolving technology.

As existing mobile devices and platforms evolve and new mobile devices and platforms are released, it is difficult to predict the problems we may encounter in adjusting and developing applications for changed and alternative devices and platforms, and we may need to devote significant resources to the redevelopment, support and maintenance of our website and mobile app. The timing, effectiveness and costs associated with the successful implementation of any upgrades or changes to our IT Systems and infrastructure serving website or mobile device users may affect our results of operations. If we are unable to attract customers to our websites through these devices or are slow to develop versions of our website or mobile app that are more compatible with alternative devices, or if our customers choose not to buy products from us on their mobile devices or use mobile products that do not offer access to our websites, we may fail to capture a significant share of customers in the medical apparel market, which could adversely affect our business. In addition, in the event that it is more difficult for our customers to buy products from us on their mobile devices, or if our customers choose not to buy products from us on their mobile devices or to use mobile products that do not offer access to our website or mobile app, our customer growth could be harmed and our business, financial condition and results of operations may be adversely affected.

Our customer engagement on mobile devices depends upon effective operation with mobile operating systems, networks, and standards that we do not control.

An increasing number of our customers purchase our products through our mobile app. We are dependent on the interoperability of our website and mobile app with popular mobile operating systems that we do not control, such as Android and iOS, and any changes in such systems that degrade the functionality of our digital offering could adversely affect the user experience of our website and mobile app on mobile devices. Additionally, in order to deliver a consistent shopping experience to mobile devices, it is important that our mobile app is designed effectively and works well with a range of mobile technologies, systems, networks, and standards that we do not control. App store license agreements are also generally not negotiable, and we must be responsive to changing requirements under those agreements. Further, we may not be successful in developing relationships with key participants in the mobile industry or in developing products that operate effectively with these technologies, systems, networks, or standards. In the event that it is more difficult for our customers to access and use our mobile app on their mobile devices or if our customers choose not to access or use our mobile app on their mobile devices or use mobile products that do not offer access to our platform, our sales and growth prospects could be adversely impacted.

If proprietary, confidential or sensitive information or personal data about our customers is disclosed, or if we or our third-party providers are subject to real or perceived cyberattacks, our customers may curtail use of our website or mobile app, we may be exposed to liability and our reputation could suffer.

Operating our business and platform involves the collection, storage, processing and transmission of proprietary and confidential data, as well as the personal information of our employees and customers (collectively, "Confidential Information"). Some of our third-party service providers, such as identity verification and payment processing providers, also regularly have access to customer data. In an effort to protect Confidential Information, we rely on a variety of security measures, including encryption and authentication technology licensed from third parties. However, advances in computer capabilities, increasingly sophisticated tools and methods used by hackers and cyber terrorists, new discoveries in the field of cryptography, machine learning, artificial intelligence or other developments may result in our failure or inability to adequately protect sensitive information. As a result, we may be unable to detect, investigate, remediate or recover from attacks or incidents, or to avoid a material adverse impact to our IT Systems, Confidential Information or business.

Like other eCommerce companies, we (along with our supply chain partners and other third-party vendors) are vulnerable to hacking, malware, computer viruses, unauthorized access, phishing or social engineering attacks, ransomware and extortion-based attacks, credential stuffing attacks, denial-of-service attacks, bugs, misconfigurations, exploitation of software vulnerabilities and other real or perceived cyberattacks. Additionally, our workforce predominantly remains in a hybrid work environment, which has heightened the risk of these potential vulnerabilities. Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are becoming increasingly sophisticated in using techniques and tools. Any of these incidents could lead to interruptions or shutdowns of our platform, loss or corruption of data or unauthorized access to or disclosure of personal data or other sensitive information. Cyberattacks could also result in the theft of our intellectual property, damage to our IT Systems, operational disruptions, or disruption of our ability to make financial reports and other public disclosures required of public companies. There can also be no assurance that our cybersecurity risk management program and processes, including our policies, controls or procedures, will be fully implemented, complied with or effective in protecting our IT Systems and Confidential Information. We and our third-party vendors have from time to time been subject to cyber, phishing, social engineering and business email compromise attacks in the past, none of which individually or in the aggregate has led to costs or consequences that have materially impacted our business, however, we and our third-party vendors may continue to be subject to such attacks and other cybersecurity incidents in the future. If we gain greater visibility, we may face a higher risk of being targeted by cyberattacks. Advances in computer capabilities, new technological discoveries or other developments may result in cyberattacks or other incidents becoming more sophisticated or obscure and more difficult to detect. We and our third-party service providers may not have the resources or technical sophistication to anticipate or prevent all such cyberattacks. Moreover, techniques used to obtain unauthorized access to systems change frequently and may not be known until launched against us or our third-party service providers. Security breaches can also occur as a result of non-technical issues, including intentional or inadvertent actions by our employees, our third-party service providers, or their personnel.

In addition, we and our third-party service providers may experience cyberattacks aimed at disrupting our and their services. If we or our third-party service providers experience, or are believed to have experienced, security breaches that result in marketplace performance or availability problems or the loss or corruption of, or unauthorized access to or disclosure of, personal data or confidential information, people may become unwilling to provide us the information necessary to make purchases on our website or mobile app. Existing customers may also decrease or stop their purchases altogether. Additionally, any adverse impact to the availability, integrity or confidentiality of our IT Systems or those of

third-parties we rely on can result in legal claims or proceedings (such as class actions), regulatory investigations and enforcement actions, fines and penalties, and/or significant incident response, system restoration or remediation and future compliance costs. While we maintain cyber and errors and omissions insurance coverage that covers certain aspects of cyber risks, these losses may not be adequately covered by insurance or other contractual rights available to us. The successful assertion of one or more large claims against us that exceed or are not covered by our insurance coverage or changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have an adverse effect on our business, financial condition and results of operations.

The actual or perceived failure to comply with federal, state or foreign laws and regulations or our contractual obligations relating to data privacy, data protection, cybersecurity and customer protection, or the expansion of current or the enactment of new laws and regulations relating to data privacy, data protection, cybersecurity and customer protection, could adversely affect our business and our financial condition.

We collect, store, maintain and otherwise process significant amounts of personal data relating to our customers, business partners and employees, and we face risks inherent in both handling large volumes of data and in protecting the security of such data. Our actual or perceived failure to comply with any federal, state or foreign laws and regulations, or applicable industry standards that govern or apply to our collection, use, retention, sharing and security of data, could result in enforcement actions that require us to change our business practices in a manner that may negatively impact our revenue, as well as expose ourselves to litigation, fines, civil and/or criminal penalties and adverse publicity that could cause our customers to lose trust in us, negatively impacting our reputation and business in a manner that harms our financial position.

In the United States, the Federal Trade Commission (the "FTC") and many state attorneys general are interpreting federal and state consumer protection laws to impose standards for the online collection, use, dissemination, and security of data. Such standards require us to publish statements that describe how we handle personal data and choices individuals may have about the way we handle their personal data. If such information that we publish is considered untrue or inaccurate, we may be subject to government claims of unfair or deceptive trade practices, which could lead to significant liabilities and consequences. Moreover, according to the FTC, violating consumers' privacy rights or failing to take appropriate steps to keep consumers' personal data secure may constitute unfair acts or practices in or affecting commerce in violation of Section 5(a) of the Federal Trade Commission Act. State consumer protection laws provide similar causes of action for unfair or deceptive practices. Further, privacy advocates and industry groups have regularly proposed and sometimes approved, and may propose and approve in the future, self-regulatory standards with which we must legally comply or that contractually apply to us.

In addition, many state legislatures have adopted legislation that regulates how businesses operate online, including measures relating to data privacy, data security, and data breaches. For example, California enacted the California Consumer Privacy Act (the "CCPA") which gives California residents expanded rights to access and delete their personal information, opt out of certain personal information sharing and receive detailed information about how their personal information is used. The CCPA provides for civil penalties for violations, as well as statutory damages and a private right of action for data breaches that is expected to increase data breach litigation. The enactment of the CCPA has prompted other states to enact similar bills. For example, Virginia, Colorado, Utah and Connecticut passed comprehensive privacy laws that took effect in 2023, and several other states have passed comprehensive privacy laws that will take effect over the next few years. Similar laws have been proposed in other states and at the federal level, reflecting a trend toward more stringent privacy legislation in the United States. We will be required to comply with these new privacy laws if our operations fall within their scope, which may increase our compliance costs and potential liability and may require us to make changes to our business practices.

In addition to fines and penalties that may be imposed for failure to comply with state laws, some states also provide for private rights of action to customers for misuse of or unauthorized access to personal data. Our compliance with these changing, increasingly burdensome and sometimes conflicting regulations and requirements may cause us to incur substantial costs or require us to change our business practices, which may impact our financial condition. If we fail to comply with these regulations or requirements, we may be exposed to litigation expenses and possible significant liability, fees or fines. Further, any such claim, proceeding or action could harm our reputation, brand and business, force us to incur significant expenses in defense of such proceedings, distract our management, increase our costs of doing business, result in a loss of customers and suppliers or an inability to process credit card payments and may result in the imposition of monetary penalties. We may also be contractually required to indemnify and hold harmless third parties from the costs or consequences of non-compliance with any laws, regulations or other legal obligations relating to privacy or

consumer protection or any inadvertent or unauthorized use or disclosure of data that we store or handle as part of operating our business.

In addition to risks posed by new privacy laws, we could be, and have been from time to time, subject to claims alleging violations of long-established federal and state privacy and consumer protection laws. For example, the Telephone Consumer Protection Act (the "TCPA") is a federal law that imposes significant restrictions on the ability to make telephone calls or send text messages to mobile telephone numbers without the prior consent of the person being contacted. The TCPA provides for substantial statutory damages for violations, which has generated extensive class-action litigation. In addition, class-action plaintiffs in the United States are employing novel legal theories to allege that federal and state eavesdropping/wiretapping laws and state constitutions prohibit the use of analytics technologies widely employed by website and mobile app operators to understand how their users interact with their services. Despite our compliance efforts, our use of text messaging communications or similar analytics technologies could expose us to costly litigation, government enforcement actions, damages and penalties, which could adversely affect our business, financial condition and results of operations.

Further, some laws may require us to notify governmental authorities and/or affected individuals of data breaches involving certain personal data or other unauthorized or inadvertent access to or disclosure of such information. We may need to notify governmental authorities and affected individuals with respect to such incidents. For example, laws in all 50 U.S. states may require businesses to provide notice to consumers whose personal data has been disclosed as a result of a data breach. These laws are not consistent with each other, and compliance in the event of a widespread data breach may be difficult and costly. We also may be required to notify consumers or other counterparties of a security incident, including a breach. Any such disclosures under state data breach notification laws can be costly, and the disclosures we make to comply with, or the failure to comply with, such requirements could lead to adverse consequences. Any actual or perceived security incident or breach, or breach of our contractual obligations, could also harm our reputation and brand, expose us to potential liability or require us to expend significant resources on data security and in responding to any such actual or perceived breach.

Outside of the United States, certain foreign jurisdictions, including the European Economic Area (the "EEA"), and the UK, have laws and regulations which are more restrictive in certain respects than those in the United States. For example, the EEA and the UK have adopted the GDPR or the UK GDPR respectively, which may apply to our collection, control, use, sharing, disclosure and other processing of data relating to an identified or identifiable living individual (personal data). Any violation of data or security laws, including the GDPR or UK GDPR, by our third-party processors, or their acts or omissions that cause us to violate our legal obligations, could have an adverse effect on our business and result in substantial fines and penalties. We may also face civil claims including representative actions and other class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs, diversion of internal resources and reputational harm.

We also may be subject to specific requirements with respect to cross-border transfers of personal data out of the EEA and UK. Recent legal developments in the EEA and UK have created complexity and uncertainty regarding transfers of personal data out of Europe. As supervisory authorities issue further guidance on personal data export mechanisms, and/or start taking enforcement action, we could suffer additional costs, complaints and/or regulatory investigations or fines, and/or if we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our products, the geographical location or segregation of our relevant systems and operations, and could adversely affect our business, financial condition and results of operation.

These recent developments may require us to review and amend the legal mechanisms by which we make and/or receive personal data transfers to/in the United States. We could suffer additional costs, complaints and/or regulatory investigations or fines, and/or if we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our business, financial condition and results of operations.

We are also subject to evolving privacy laws on cookies and e-marketing. Cookies are small data files that are sent by websites and stored locally on an internet user's computer or mobile device. These laws have created intense scrutiny regarding Interest-based advertising, or the use of data to draw inferences about a consumer's interests and deliver relevant advertising to that consumer, by legislative, regulatory, and self-regulatory bodies, privacy advocates, academics, and commercial interests in the United States and abroad that focus on consumer data protection and privacy. In particular, much of this scrutiny has focused on the use of cookies and other tracking technologies that collect or aggregate

information about consumers' online browsing and mobile app usage activity. In the EEA and UK, regulators are increasingly focusing on compliance with requirements in the online behavioral advertising ecosystem. As regulators, activists, consumer protection organizations and third parties increasingly enforce the strict approach in recent guidance, this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of our technology personnel, adversely affect our margins, increase costs and subject us to additional liabilities. Regulation of cookies and similar technologies, and any decline of cookies or similar online tracking technologies as a means to identify and potentially target individuals, may lead to broader restrictions and impairments on our marketing and personalization activities and may negatively impact our efforts to understand users.

Certain requirements from our third-party technology and platform providers could also cause us to modify our offerings or strategy due to privacy concerns or negatively affect our financial performance. For example, the recent versions of Apple iOS require apps in the Apple App Store to opt in to the tracking of users across apps and websites owned by third parties for advertising and measurement purposes. Additionally, Google has begun blocking third party cookies with the goal of phasing them out in 2024. As a result, we have had to, and may in the future again have to, develop alternative systems and methods to determine our customer's behavior, customize their online experience, and efficiently market to them. If the use of cookies or other tracking technologies are further restricted, regulated or blocked, if changes in technology cause existing tracking technologies to become less reliable or acceptable as a means of tracking consumer behavior, or if our alternative approaches are unreliable, the amount or accuracy of user information we collect could decrease, which could have an adverse affect on our targeted advertising and related activities.

As we accept payment cards as a form of payment, we are also subject to the Payment Card Industry Data Security Standard ("PCI-DSS"), which is a security standard designed to protect payment card data as mandated by payment card industry entities. We rely on vendors to handle PCI-DSS matters and to ensure PCI-DSS compliance. Despite our compliance efforts, we may become subject to claims that we have violated the PCI-DSS, which could subject us to substantial fines, penalties, restrictions and expulsion from card acceptance programs, and which could adversely affect our business.

Any actual or perceived non-compliance with these rapidly changing laws, regulations or standards or our contractual obligations relating to data privacy, data protection and consumer protection by us or the third-party companies we work with could result in litigation and proceedings against us by governmental entities, consumers or others, fines and civil or criminal penalties for us or company officials, obligations to cease offerings or to substantially modify our business in a manner that makes it less effective in certain jurisdictions, negative publicity and harm to our brand and reputation, and reduced overall demand for our products, any of which could have an adverse effect on our business, financial condition and results of operations.

Government regulation of the internet and eCommerce is evolving, and unfavorable changes or failure by us to comply with these regulations could substantially harm our business, financial condition and results of operations.

We are subject to general business regulations and laws as well as regulations and laws specifically governing the internet and eCommerce. Existing and future regulations and laws could impede the growth of the internet, eCommerce or mobile commerce, which could in turn adversely affect our growth. These regulations and laws may involve taxes, tariffs, data privacy and data security, anti-spam, content protection, electronic contracts and communications, customer protection and internet neutrality. It is not clear how existing laws governing issues such as property ownership, sales and other taxes and customer data privacy apply to the internet as the vast majority of these laws were adopted prior to the advent of the internet and do not contemplate or address the unique issues raised by the internet or eCommerce. It is possible that general business regulations and laws, or those specifically governing the internet or eCommerce, may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. We cannot be sure that our practices comply fully with all such laws and regulations. Any failure, or perceived failure, by us to comply with any of these laws or regulations could result in damage to our reputation, a loss in business and proceedings or actions against us by governmental entities, customers, suppliers or others. Any such proceeding or action could hurt our reputation, force us to spend significant amounts in defense of these proceedings, distract our management, increase our costs of doing business, decrease the use of our website and mobile app by customers and suppliers and may result in the imposition of monetary liabilities. We may also be contractually liable to indemnify and hold harmless third parties from the costs or consequences of our own non-compliance with any such laws or regulations. As a result, adverse developments with respect to these laws and regulations could substantially harm our business, financial condition and results of operations.

Some of our software and IT Systems contain open source software, which may pose particular risks to our proprietary applications.

We use software licensed to us by third-party developers under "open source" licenses in connection with the development or deployment of our proprietary software and expect to continue to use open source software in the future. Some open source licenses contain express requirements, which may be triggered under certain circumstances, that licensees make available source code for modifications or derivative works created or prohibit such modifications or derivative works from being licensed for a fee. Although we monitor our use of open source software to avoid subjecting our platform to such requirements, the terms of many open source licenses have not been interpreted by U.S. or foreign courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to develop or use our proprietary software. We may face claims from third parties demanding the release or license of the open source software or derivative works that we developed from such software (which could include our proprietary source code) or otherwise seeking to enforce the terms of applicable open source licenses. These claims could result in litigation and could require us to publicly release portions of our proprietary source code or cease distributing or otherwise using the implicated solutions unless and until we can re-engineer them.

In addition, our use of open source software may present greater risks than use of other third-party commercial software, as open source licensors generally do not provide support, warranties, indemnification or other contractual protections regarding infringement claims or the quality of the code. To the extent that our platform depends upon the successful operation of open source software, any undetected errors or defects in open source software that we use could prevent the deployment or impair the functionality of our IT Systems and injure our reputation. In addition, the public availability of such software may make it easier for others to compromise our platform. Any of these risks could be difficult to eliminate or manage and, if not addressed, could have an adverse effect on our business, financial condition and results of operations.

Risks Related to Intellectual Property

Any failure or inability to protect or enforce our intellectual property rights could diminish the value of our brand, weaken our competitive position and harm our business, financial condition and results of operations.

We currently rely on a combination of copyright, trademark, trade dress, design patent and other intellectual property laws as well as confidentiality procedures and contractual restrictions to establish and protect our intellectual property rights. However, the steps we take to protect our intellectual property rights may not be adequate to prevent infringement of these rights by others, including imitation or counterfeiting of our products and misappropriation of our brand.

Our success depends in large part on our brand image. We believe that our trademarks, design patents and other intellectual property rights have significant value and are important to differentiating our products from those of our competitors and creating and sustaining demand for our products. We have applied for and obtained certain U.S. and foreign trademark registrations, design patents and design registrations and will continue to evaluate the registration of additional trademarks and designs and the application for additional design patents as appropriate. However, we cannot guarantee that any of our pending trademark or design patent applications will be approved by the applicable governmental authorities. Moreover, even if our applications are approved, third parties from time to time have, and may in the future, seek to oppose or otherwise challenge these registrations or other of our intellectual property rights. In addition, third parties from time to time have infringed, and may again in the future infringe, on our intellectual property rights. As a result, we from time to time have expended, and may again in the future expend, significant time and resources to defend or enforce our rights.

We also currently hold various domain names relating to our brand. We may be unable to prevent third parties from acquiring and using domain names that are confusingly similar to our trademarks, or that otherwise have a negative impact on, the value of our trademarks and other proprietary rights. For example, we have in the past been the target of, and may in the future be the target of, fraudulent websites with similar domain names or content to our website that attempt to unlawfully divert our customer traffic to such fraudulent websites to defraud our customers. Any inability to prevent these practices could adversely affect our brand and make it more difficult for users to find our website.

Additionally, the expansion of our product lines and the geographic scope of our sales and marketing could pose additional intellectual property challenges. For example, certain foreign countries do not protect intellectual property rights as fully as they are protected in the United States, and accordingly, intellectual property protection may be limited, or in

some circumstances unavailable, in some foreign countries where we choose to do business. Thus, it may be more difficult for us to successfully challenge the use of our intellectual property rights by other parties in these countries. If we fail to protect and maintain our intellectual property rights, the value of our brand could be diminished, and our competitive position may suffer.

Our fabrics and manufacturing technology may be imitated by our competitors.

We have obtained design patents in the United States and corresponding industrial design registrations in other countries on certain aspects of some of our product designs, and we have applications pending for additional design patents and industrial design registrations. In addition, our products are made using our proprietary blends of raw materials, fabrics and fabric treatments, which results in products unique to us; however, we do not own the intellectual property rights for the underlying fabric technology, fabrics treatments or fabrics. Our ability to obtain intellectual property protection for our products is therefore limited. As a result, our current and future competitors may attempt to imitate our products and fabrics and do so at lower prices. If our competitors are successful in doing so, our business, financial condition and results of operations could be adversely affected.

We may incur costs to defend against, face liability for or be vulnerable to intellectual property infringement claims brought against us by others.

Third parties may assert claims against us alleging that we infringe upon, misappropriate, dilute or otherwise violate their intellectual property rights, particularly as we expand our business and the number of products we offer. These risks have been amplified by the increase in third parties whose sole or primary business is to assert such claims. Our defense of any claim, regardless of its merit, could be expensive and time consuming and could divert management resources. We cannot predict the outcome of lawsuits and cannot ensure that the results of any such actions will not have an adverse effect on our business, financial condition or results of operations. Successful infringement claims against us could result in significant monetary liability or prevent us from selling some of our products. In addition, resolution of claims may require us to redesign or rebrand our products, license rights from third parties, cease using certain brand names or other intellectual property rights altogether or make substantial payments for royalty or license fees, legal fees, settlement payments or other costs or damages. Any of these events could adversely affect our business, financial condition and results of operations.

The inability to acquire, use or maintain our marks and domain names for our websites could substantially harm our business, financial condition and results of operations.

We currently are the registrant of marks for our products in numerous jurisdictions and are the registrant of the internet domain name for the website wearfigs.com, as well as various related domain names. However, we have not registered our marks represented by our domain names in all major international jurisdictions. Domain names generally are regulated by internet regulatory bodies and may not be generally protectable as trademarks in and of themselves. As our business grows, we may incur material costs in connection with the registration, maintenance and protection of our marks. If we do not have or cannot obtain on reasonable terms the ability to use our marks in a particular country, or to use or register our domain name, we could be forced either to incur significant additional expenses to market our products within that country, including the development of a new brand and the creation of new promotional materials and packaging, or to elect not to sell products in that country. Either result could adversely affect our business, financial condition and results of operations.

Furthermore, the regulations governing domain names and laws protecting marks and similar proprietary rights could change in ways that block or interfere with our ability to use relevant domains or the FIGS brand. Also, we might not be able to prevent third parties from registering, using or retaining domain names that interfere with our customer communications or infringe or otherwise decrease the value of our marks, domain names and other proprietary rights. Regulatory bodies have and may continue to establish additional generic or country-code top-level domains, or may allow modifications of the requirements for registering, holding or using domain names. As a result, we have and may continue to incur costs protecting our use of new domain names that use the name FIGS or "wearFIGS," or we might not be able to register, use or maintain such domain names in all of the countries and territories in which we currently or intend to conduct business.

Risks Related to Other Legal, Regulatory and Tax Matters

We may face exposure to foreign currency exchange rate fluctuations.

While we have historically transacted in U.S. dollars with our customers, and we currently recognize revenue from sales to international customers in U.S. dollars, we may transact directly and recognize revenue in foreign currencies in the future as we expand offerings and operations internationally. Moreover, our products for sale in foreign countries are priced in the country's local currency based primarily on an applicable currency exchange rate to the U.S. dollar, which we generally review and adjust periodically. To the extent the U.S. dollar strengthens relative to foreign currencies, prices for customers in foreign countries may be more expensive relative to that of competition in those markets, which may adversely affect our demand. Furthermore, the general purchasing power of customers in international markets is weakened by a stronger U.S. dollar. Certain of our foreign operating expenses are also denominated in the currencies of the countries and territories in which our third-party vendors are located. Accordingly, changes in the value of foreign currencies relative to the U.S. dollar can affect our net revenues and results of operations. As a result of such foreign currency exchange rate fluctuations, it could be more difficult to detect underlying trends in our business and results of operations. In addition, to the extent that fluctuations in currency exchange rates cause our results of operations to differ from our expectations or the expectations of our investors, the trading price of our Class A common stock could be adversely affected.

We do not currently maintain a program to hedge transactional exposures in foreign currencies. However, in the future, we may use derivative instruments, such as foreign currency forward and option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. The use of such hedging activities may not offset any or more than a portion of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place and may introduce additional risks if we are unable to structure effective hedges with such instruments.

Any failure to comply with trade, anti-corruption and other regulations could lead to investigations or actions by government regulators and negative publicity.

The labeling, distribution, importation, marketing and sale of our products are subject to extensive regulation by various federal agencies, including the Federal Trade Commission, Customer Product Safety Commission and state attorneys general in the United States, the Competition Bureau and Health Canada in Canada, as well as by various other federal, state, provincial, local and international regulatory authorities in the countries in which our products are distributed or sold. If we fail to comply with any of these regulations, we could become subject to enforcement actions or the imposition of significant penalties or claims, which could harm our results of operations or our ability to conduct our business. Certain laws, particularly relating to environmental, health and safety matters, may also impose liability without regard to fault or to the legality of the action at the time of occurrence. Any investigations or inquiries by governmental agencies could result in significant settlement amounts, damages, fines or other penalties, divert financial and management resources and result in significant legal fees. An unfavorable outcome of any particular proceeding could have an adverse impact on our business, financial condition and results of operations. In addition, the adoption of new regulations or changes in the interpretation of existing regulations may result in significant compliance costs, difficulties in the marketing or sale of our products, the discontinuation of product sales, inventory write-offs, or increased donations, any of which could adversely affect our business, financial condition and results of operations.

Our products are predominantly produced by third-party manufacturing and supply partners in foreign countries and territories, including countries and territories perceived to carry an increased risk of corrupt business practices. We are subject to the FCPA, the U.S. domestic bribery statute contained in 18 U.S.C. § 201, the U.S. Travel Act, the USA PATRIOT Act, the U.K. Bribery Act, and possibly other anti-bribery and anti-money laundering laws in countries in which we conduct activities. These laws prohibit companies and their employees and third-party intermediaries from corruptly promising, authorizing, offering or providing, directly or indirectly, improper payments or anything of value to foreign government officials, political parties and private-sector recipients for the purpose of obtaining or retaining business, directing business to any person or securing any advantage. In addition, U.S. public companies are required to maintain records that accurately and fairly represent their transactions and have an adequate system of internal accounting controls. In many foreign countries, including countries in which we may conduct business, it may be a local custom that businesses engage in practices that are prohibited by the FCPA or other applicable laws and regulations. We face significant risks if we or any of our directors, officers, employees, agents or other partners or representatives fail to comply with these laws, and governmental authorities in the United States and elsewhere could seek to impose substantial civil and/or criminal fines and penalties, which could adversely affect our reputation, business, financial condition and results of operations.

If our employees, contractors and agents, and companies to which we outsource certain of our business operations were to take actions in violation of our policies or applicable law, there could be an adverse effect on our reputation, business, financial condition and results of operations.

Any violation of the FCPA, other applicable anti-corruption laws or anti-money laundering laws could result in whistleblower complaints, adverse media coverage, investigations, loss of export privileges, severe criminal or civil sanctions and, in the case of the FCPA, suspension or debarment from U.S. government contracts, any of which could have an adverse effect on our business, financial condition and results of operations. In addition, responding to any enforcement action may result in a significant diversion of management's attention and resources and significant defense costs and other professional fees.

Our ability to source and distribute our merchandise profitably or at all could be harmed if new trade restrictions and/or tariffs are imposed or existing trade restrictions become more burdensome.

Substantially all of our products are currently manufactured outside of the United States. The United States and the countries in which our products are produced or sold internationally have imposed and may impose additional quotas, duties, tariffs or other restrictions or regulations, or may adversely adjust prevailing quota, duty or tariff levels. Countries impose, modify and remove tariffs and other trade restrictions in response to a diverse array of factors, including global and national economic and political conditions, which make it impossible for us to predict future developments regarding tariffs and other trade restrictions. For example, the U.S. government has in recent years imposed increased tariffs on imports from certain foreign countries, and any imposition of additional tariffs by the United States could result in the adoption of tariffs by other countries, leading to a global trade war. While the U.S. government's recent tariffs on certain imports from China only affect a small portion of our production, any such future tariffs by the United States or other countries could have a significant impact on our business.

We may attempt to renegotiate prices with suppliers or diversify our supply chain in response to tariffs, but such efforts may not yield immediate results or may be ineffective. We might also consider increasing prices to the end customer; however, this could reduce the competitiveness of our products and adversely affect net revenues. If we fail to manage these dynamics successfully, gross margins and profitability could be adversely affected. As of the date of this Quarterly Report on Form 10-Q, tariffs have not had a material impact on our business, but trade restrictions, including tariffs, quotas, export controls, trade sanctions, embargoes, safeguards and customs restrictions implemented by the United States or other countries, in connection with a trade war or otherwise could increase the cost or reduce the supply of products available to us or may require us to modify our supply chain organization or other current business practices, any of which could harm our business, financial condition and results of operations.

Moreover, our products could be held for inspection by CBP, which has occurred from time to time, in connection with the U.S.'s trade restrictions related to the Xinjiang region of China, or for other reasons. Although we have not experienced material shipping delays as a result of such inspections, future inspections could cause material delays and unexpectedly affect our inventory levels. CBP has also in the past and may in the future challenge or disagree with our classification of our imports, or our valuation or country of origin determinations. While we haven't experienced material tariff liabilities in such instances, such challenges could in the future result in material tariff liabilities, including tariffs on past imports, as well as penalties and interest.

Changes in tax laws may adversely impact our future financial position and results of operations. Our effective income tax rate could also change as a result of various evolving factors, including changes in the scope of our operations.

Net income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time, or interpreted, changed, modified or applied adversely to us, any of which could adversely affect our business operations and financial performance. For example, the Inflation Reduction Act of 2022 imposes a 1% excise tax on certain publicly traded company stock buybacks. Furthermore, over 140 member jurisdictions of the G20/Organization for Economic Cooperation and Development ("OECD") Inclusive Framework have joined the Two-Pillar Solution to Address the Tax Challenges of the Digitalization of the Economy as part of the OECD's base erosion and profit sharing project ("BEPS"), which includes a reallocation of taxing rights among market jurisdictions and a global minimum tax rate of 15% ("Pillar Two"). Pillar Two is under varying states of implementation among such member jurisdictions and the extent to which any such changes will ultimately impact our business is uncertain.

To the extent that changes in tax laws have a negative impact on us, our suppliers, manufacturers or our customers (including as a result of the timing of the implementation of the global minimum tax rate under BEPS), such changes may

adversely impact our business, financial condition, results of operations and cash flows. Finally, changes in the scope of our operations, including expansion to new U.S. and non-U.S. jurisdictions, could increase the amount of taxes to which we are subject (including as a result of the implementation of the global minimum tax rate under BEPS) and our effective tax rate.

We could be required to collect additional sales taxes that may increase the costs our customers would have to pay for our products and adversely affect our results of operations.

Following the U.S. Supreme Court's decision in 2018 in *South Dakota v. Wayfair, Inc.*, a state may impose sales tax collection obligations on certain retailers, including eCommerce companies, that lack any physical presence within such state. The Supreme Court's *Wayfair* decision has removed a significant impediment to the enactment of laws imposing sales tax collection obligations on out-of-state eCommerce companies, and an increasing number of states have adopted such laws. Although we believe that we currently collect sales taxes in all states that require us to do so, a successful assertion by one or more states requiring us to collect sales taxes where we currently do not collect sales taxes, or to collect additional sales taxes in a state in which we currently collect sales taxes, could result in substantial tax liabilities (including penalties and interest). In addition, the imposition of additional sales tax collection obligations, whether for prior years or prospectively, could create additional administrative burdens for us, put us at a competitive disadvantage if similar obligations are not imposed on our competitors and decrease our future sales, which could have an adverse impact on our business, financial condition and results of operations.

Our ability to use our net operating loss carryforwards may be limited.

As of December 31, 2023, we had U.S. federal and state net operating loss carryforwards of approximately \$1.2 million and \$1.1 million, respectively. Unused U.S. federal net operating losses generated in tax years beginning after December 31, 2017, will not expire and may be carried forward indefinitely, but the deductibility of such federal net operating loss carryforwards in taxable years beginning after December 31, 2020, is limited to 80% of taxable income. Our ability to utilize our federal net operating carryforwards may be limited under Section 382 of the Internal Revenue Code of 1986, as amended. The limitations apply if we experience an "ownership change," which is generally defined as a greater than 50 percentage point change (by value) in the ownership of our equity by certain stockholders over a rolling three-year period. Similar provisions of state tax law may also apply to limit the use of our state net operating loss carryforwards. We have previously experienced ownership changes, and although such prior ownership changes have not materially limited our utilization of affected net operating loss carryforwards, future changes in our stock ownership, which may be outside of our control, may trigger an ownership change that materially impacts our ability to utilize pre-change net operating loss carryforwards. In addition, there may be periods during which the use of net operating loss carryforwards is suspended or otherwise limited. Accordingly, our ability to use our net operating loss carryforwards to offset taxable income may be subject to such limitations or special rules that apply at the state level, which could adversely affect our results of operations.

Risks Related to the Ownership of Our Class A Common Stock

Our stock price has been volatile and may continue to decline regardless of our operating performance, resulting in substantial losses for investors.

The market price of our Class A common stock has fluctuated significantly since our initial public offering ("IPO"), and may continue to fluctuate in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in our financial condition and results of operations;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- failure of securities analysts to initiate or maintain coverage of our company, changes in financial estimates or ratings by any securities analysts who follow our company or our failure to meet these estimates or the expectations of investors;
- announcements by us or our competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures, results of operations or capital commitments;
- changes in stock market valuations and operating performance of other healthcare and technology companies generally, or those in our industry in particular;

- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- changes in our board of directors or management;
- sales of large blocks of our Class A common stock, including sales by Tulco, LLC's Permitted Transferees, as defined in our amended and restated certificate of incorporation, our co-founders or our other executive officers or directors;
- lawsuits threatened or filed against us;
- anticipated or actual changes in laws, regulations or government policies applicable to our business;
- changes in our capital structure, such as future issuances of debt or equity securities;
- short sales (or concerted efforts by short sellers to spread negative information in order to gain a market advantage), hedging and other derivative transactions involving our capital stock;
- general economic conditions in the United States and globally, such as a continued increase in inflation rates or interest rates;
- other geopolitical events, conflicts or factors, including those resulting from war (such as Russia's invasion of Ukraine and violence in the Middle East), pandemics, incidents of terrorism or responses to these events; and
- the other factors described in this "Risk Factors" section of our Quarterly Report on Form 10-Q.

The stock market has recently experienced extreme price and volume fluctuations. The market prices of securities of companies have experienced fluctuations that often have been unrelated or disproportionate to their results of operations. Market fluctuations have resulted and could continue to result in extreme volatility in the price of shares of our Class A common stock, which could cause a decline in the value of your investment. Price volatility may be greater if the public float and trading volume of shares of our Class A common stock is low.

Furthermore, short sellers may engage in manipulative activity intended to drive down the market price of target company stock. We have in the past been the subject of a short seller report containing certain allegations against us. While we reviewed the allegations in such report and believe them to be unsubstantiated, we may in the future become subject to additional unfavorable reports, which may cause us to expend a significant amount of resources to investigate such allegations and may lead to increased volatility in the price of our Class A common stock.

In the past, following periods of volatility, stockholders have sometimes instituted securities class action litigation against companies, and such litigation has been filed against us as well. This or future litigation against us could result in substantial costs, divert management's attention and resources, and harm our business, financial condition and results of operations.

Our quarterly results of operations have from time to time, and may in the future fluctuate, and if our operating and financial performance in any given period does not meet the guidance that we have provided to the public or the expectations of our investors and securities analysts, the trading price of our Class A common stock may decline.

Our quarterly results of operations may fluctuate for a variety of reasons, many of which are beyond our control. These reasons include those described in these risk factors as well as the following:

- fluctuations in product mix;
- our ability to effectively launch and manage new products;
- fluctuations in the levels or quality of inventory;
- fluctuations in capacity as we expand our operations;
- our success in engaging existing customers and attracting new customers;
- the amount and timing of our operating expenses;
- the timing and success of new products launches;
- the impact of competitive developments and our response to those developments;

- our ability to manage our existing business and future growth; and
- economic and market conditions, particularly those affecting our industry.

Fluctuations in our quarterly results of operations from time to time have caused, and may again in the future cause, those results to fall below the guidance that we have provided to the public or the expectations of our investors and securities analysts, which has from time to time caused, and may again in the future cause, the trading price of our Class A common stock to decline. Fluctuations in our results could also cause a number of other problems. For example, analysts or investors might change their models for valuing our Class A common stock, we could experience short-term liquidity issues, our ability to retain or attract key personnel may diminish and other unanticipated issues may arise.

In addition, we believe that our quarterly results of operations may vary in the future and that period-to-period comparisons of our results of operations may not be meaningful. You should not rely on the results of one quarter as an indication of future performance.

Sales, directly or indirectly, of a substantial amount of our Class A common stock in the public markets by our existing security holders may cause the price of our Class A common stock to decline.

Sales of a substantial number of shares of our Class A common stock into the public market, particularly sales by our directors, executive officers and principal stockholders, or the perception that these sales might occur, could cause the market price of our Class A common stock to decline. All of the shares of Class A common stock issuable upon the exercise or vesting and settlement of equity grants under our equity plans are registered for public resale under the Securities Act and may be resold in the public market, subject, in the case of shares held by our affiliates, to the limitations under Rule 144 of the Securities Act. Many of our existing security holders have substantial unrecognized gains on the value of the equity they hold and may take steps to sell their shares or otherwise secure or limit their risk exposure to the value of their unrecognized gains on those shares. We are unable to predict the timing or effect of such sales on the market price of our Class A common stock.

The dual-class structure of our common stock and voting agreement among us and our co-founders, Heather Hasson and Trina Spear, Tulco, LLC and Thomas Tull and certain related persons and trusts, have the effect of concentrating voting control with Ms. Hasson, Ms. Spear and Mr. Tull, who together hold the majority of the voting power of our outstanding capital stock, which may limit or preclude your ability to influence corporate matters, including the election of directors and the approval of any change of control transaction.

Our Class B common stock has 20 votes per share and our Class A common stock has one vote per share. All outstanding shares of our Class B common stock are held by our co-founders, Mses. Hasson and Spear, who also serve as our Executive Chair and Chief Executive Officer, respectively. These holders, along with Thomas Tull, chairman and chief executive officer of Tulco, LLC, represent a majority of the voting power of our outstanding capital stock as of June 30, 2024.

These stockholders have the ability to control the outcome of matters submitted to our stockholders for approval, including the election of our directors and the approval of any change of control transaction. In addition, we, Mses. Hasson and Spear, Tulco, LLC, Mr. Tull and certain related persons and trusts are party to a voting agreement with respect to the election of directors. This concentrated control limits or precludes our stockholders' ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interest as one of our stockholders.

Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term.

The dual-class structure of our common stock may adversely affect the trading market for our Class A common stock.

We cannot predict whether our dual-class structure will result in a lower or more volatile market price of our Class A common stock or in adverse publicity or other adverse consequences. For example, certain index providers have announced restrictions on including companies with dual-class or multi-class share structures in certain of their indices. In

July 2017 to April 2023, S&P Dow Jones excluded companies with multiple share classes from the S&P Composite 1500 (composed of the S&P 500, S&P MidCap 400 and S&P SmallCap 600). Indices have discretion to reassess and implement such policies with respect to multi-class differing voting right structures. Under any such policies, our multi-class capital structure would make us ineligible for inclusion in any of these indices. As a result, the market price of our Class A common stock could be adversely affected.

We are a “controlled company” within the meaning of the rules of the New York Stock Exchange and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements. You do not have the same protections afforded to stockholders of companies that are subject to such requirements.

In connection with our IPO, we, our co-founders, Mses. Hasson and Spear, and Tulco, LLC, and certain related persons and trusts entered into a voting agreement with respect to the election of directors. On March 21, 2022, in connection with a distribution by Tulco, LLC of all shares of the Company's common stock then held by Tulco, LLC to its members on a pro rata basis, and as contemplated by the voting agreement, the existing parties to the voting agreement entered into an amendment and joinder with Thomas Tull, the founder, chairman and chief executive officer of Tulco, LLC and his family trust (together, the “Tull Parties”), under which the Tull Parties were acknowledged as permitted transferees under the voting agreement and joined as parties to the voting agreement, with the same rights and obligations as the other investor parties thereto.

As a result, Ms. Hasson, Ms. Spear and the Tull Parties together control a majority of the voting power of our outstanding common stock and we are a “controlled company” within the meaning of the corporate governance standards of the New York Stock Exchange (“NYSE”). Under these rules, a listed company of which more than 50% of the voting power is held by an individual, group or another company is a “controlled company” and may elect not to comply with certain corporate governance requirements, including:

- the requirement that a majority of the board of directors consist of independent directors;
- the requirement that our nominating and corporate governance committee be composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities;
- the requirement that our compensation committee be composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and
- the requirement for an annual performance evaluation of our governance and compensation committees.

We rely on certain of these exemptions and, as a result, do not have nominating and corporate governance and compensation committees consisting entirely of independent directors. Accordingly, you do not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE.

If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, the price of our Class A common stock and trading volume could decline.

The trading market for our Class A common stock depends in part on the research and reports that securities or industry analysts publish about us or our business, our market and our competitors. We do not have any control over these analysts. If few securities analysts cover us, or if industry analysts cease coverage of us, the trading price for our Class A common stock would be negatively affected. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, our Class A common stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our Class A common stock could decrease, which might cause our Class A common stock price and trading volume to decline.

We do not currently intend to pay dividends for the foreseeable future.

We currently intend to retain any future earnings to finance the operation and expansion of our business, as well as fund our share repurchase program, and we do not currently expect to declare or pay any dividends in the foreseeable future. Moreover, the terms of our existing credit agreement restrict our ability to pay dividends, and any additional debt we may incur in the future may include similar restrictions. In addition, Delaware law may impose requirements that may restrict our ability to pay dividends to holders of our common stock. As a result, stockholders must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. As a result, investors seeking cash dividends should not purchase our Class A common stock.

Delaware law and provisions in our amended and restated certificate of incorporation and amended and restated bylaws could make a merger, tender offer or proxy contest more difficult, limit attempts by our stockholders to replace or remove our current management and depress the market price of our Class A common stock.

Provisions in our amended and restated certificate of incorporation and our amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control of us or tender offer that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay in the future for shares of our Class A common stock, thereby depressing the market price of our Class A common stock. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team. Among others, these provisions include that:

- provide for a dual-class common stock structure in which holders of our Class B common stock may have the ability to control the outcome of matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets, even if they own significantly less than a majority of the outstanding shares of our common stock;
- restrict the forum for certain litigation against us to Delaware or the federal courts, as applicable;
- our board of directors has the exclusive right to expand the size of our board of directors and to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- our board of directors is divided into three classes, Class I, Class II and Class III, with each class serving staggered three-year terms, which may delay the ability of stockholders to change the membership of a majority of our board of directors;
- our stockholders may act by written consent until such time as holders of our Class B common stock beneficially own less than a majority of the voting power, at which time our stockholders will no longer be able to act by written consent and instead must take action at an annual or special meeting of our stockholders;
- a special meeting of stockholders may be called only by the chair of the board of directors, the chief executive officer, or the board of directors, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;
- our amended and restated certificate of incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- our board of directors may alter our amended and restated bylaws without obtaining stockholder approval;
- the required approval of the holders of at least two-thirds of the shares entitled to vote at an election of directors to adopt, amend or repeal our amended and restated bylaws or repeal the provisions of our amended and restated certificate of incorporation regarding the election and removal of directors;
- stockholders must provide advance notice and additional disclosures in order to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company; and
- our board of directors is authorized to issue shares of preferred stock and to determine the terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally prohibits a person who owns in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which the person acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the sole and exclusive forum for certain stockholder litigation matters and the federal district courts of the United States are the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders.

Our amended and restated certificate of incorporation provides that, unless we otherwise consent in writing, (A) (1) any derivative action or proceeding brought on behalf of the Company, (2) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or stockholder of the Company to the Company or the Company's stockholders, (3) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws (as either may be amended or restated) or as to which the Delaware General Corporation Law confers exclusive jurisdiction on the Court of Chancery of the State of Delaware or (4) any action asserting a claim governed by the internal affairs doctrine of the law of the State of Delaware shall, to the fullest extent permitted by law, be exclusively brought in the Court of Chancery of the State of Delaware or, if such court does not have subject matter jurisdiction thereof, the federal district court of the State of Delaware; and (B) the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. Notwithstanding the foregoing, the exclusive forum provision shall not apply to claims seeking to enforce any liability or duty created by the Exchange Act. The choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers, and other employees, although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, financial condition and results of operations. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of our capital stock shall be deemed to have notice of and consented to the forum provisions in our amended and restated certificate of incorporation.

We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value. Share repurchases could also increase the volatility of the trading price of our stock and could diminish our cash reserves.

In August 2024, our board of directors authorized a share repurchase program to repurchase up to \$50.0 million of our outstanding Class A common stock, with no expiration date. Although our board of directors has authorized this repurchase program, the program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. The actual timing and amount of repurchases remain subject to a variety of factors, including stock price, trading volume, market conditions and other general business considerations. This activity could increase (or reduce the size of any decrease in) the market price of our Class A common stock at that time. In addition, the terms of our credit agreement with Bank of America, N.A., impose conditions on our ability to repurchase shares. The share repurchase program may be modified, suspended or terminated at any time, without prior notice, and we cannot guarantee that the program will be fully consummated or that it will enhance long-term stockholder value. The program could affect the trading price of our stock and increase volatility, and any announcement of a termination of this program may result in a decrease in the trading price of our stock. In addition, this program could diminish our cash and cash equivalents and marketable securities. Additionally, repurchases under our share repurchase program will continue to diminish our cash reserves, which could impact our ability to pursue possible strategic opportunities and acquisitions and could result in lower overall returns on our cash balances. Although our share repurchase program is intended to enhance long-term stockholder value, short-term share price fluctuations could reduce the program's effectiveness.

General Risk Factors

Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate, and even if the markets in which we compete achieve the forecasted growth, our business could fail to grow at similar rates, or at all.

Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate. Market opportunity estimates and growth forecasts are subject to significant uncertainty and are based on assumptions and estimates, as well as information obtained from internal sources, market research, publicly available information and industry publications. We believe that these sources and estimates are reliable but have not independently verified them and

cannot guarantee their accuracy or completeness. They may also not prove to be accurate, including as a result of any of the risks described in this Quarterly Report on Form 10-Q.

The variables that go into the calculation of our market opportunity are also subject to change over time, and there is no guarantee that any particular number or percentage of addressable customers covered by our market opportunity estimates will purchase our products at all or generate any particular level of net revenues for us. Moreover, our success depends in part on the condition of the healthcare workforce. Our market opportunity may be subject to short term fluctuations, depending on changes in that condition, including if the demand for healthcare professionals continues to outpace supply or if the number of employed healthcare workers were to decline. There have been reports of rising fatigue and stress among workers in the healthcare industry, in part as a result of heightened demand on, and for, healthcare workers in the wake of the COVID-19 pandemic, which we believe may be impacting customer purchasing behavior. As a replenishment-driven healthcare apparel brand, demand for our products may be impacted by healthcare workforce-related stress, including if the number of employed healthcare workers were to decline.

In addition, our ability to expand in any of our target markets depends on a number of factors, including the cost, performance and perceived value associated with our products and traditional medical apparel. Even if the markets in which we compete meet the size estimates and growth forecasted, our business could fail to grow at similar rates, or at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. Accordingly, our forecasts of market growth should not be taken as indicative of our future growth.

Our results of operations could be adversely affected by natural disasters, public health crises, political crises or other catastrophic events.

Our principal offices and our legacy fulfillment center are located in Southern California, and our new fulfillment center is located in Goodyear, Arizona. Each of our locations is vulnerable to damage, and natural disasters, such as earthquakes, wildfires, hurricanes, tornadoes, storms, droughts, floods and other adverse weather and climate conditions; unforeseen public health crises, such as epidemics and pandemics, political crises, such as terrorist attacks, war and other political instability; or other catastrophic events, whether occurring in the United States or internationally, could disrupt our operations in any of our offices and fulfillment center or the operations of one or more of our third-party providers or vendors. Certain of these events may become more frequent or intense due to climate change. Climate change may also contribute to chronic changes in the physical environment, such as changes in ambient temperature and precipitation patterns as well as sea-level rise, which may also have adverse impacts on our operations. In particular, these and other types of catastrophic events could impact our merchandise supply chain, including the ability of third parties to manufacture and ship merchandise and our ability to ship products to customers from or to the impacted region, or generally. For example, the COVID-19 pandemic previously negatively impacted global supply chains and from time to time caused challenges to logistics, including causing ocean freight reliability and capacity issues, increased volatility in ocean freight transit times, port congestion, increased ocean and air freight rates, labor shortages and ocean freight delays. As a result, certain of our ocean freight providers, as well as some of our suppliers and manufacturers, experienced delays and shutdowns, and could experience delays and shutdowns again in the future as a result of a future pandemic.

An increase in the frequency of such events may result in changes to the cost and availability of insurance. In addition, these types of events could negatively impact customer spending in the impacted regions or globally. To the extent any of these events occur, our business, financial condition and results of operations could be adversely affected.

We are subject to periodic disputes, claims and litigation that could result in unexpected expenses and could ultimately be resolved against us.

We have been, are and may in the future become involved in disputes, litigation and other proceedings, including matters related to commercial disputes, product liability, intellectual property, trade, customs laws and regulations, employment, regulatory compliance, securities and other claims related to our business, as well as stockholder derivative suits. See Part II, Item 1. "Legal Proceedings" in this Quarterly Report on Form 10-Q for additional information about our legal proceedings. We have also been subject to stockholder demands seeking access to the Company's books and records pursuant to Delaware Code Title 8, Section 220. While we intend to vigorously defend against such claims, these or any other dispute, proceeding or audit could result in significant settlement amounts, damages, fines, penalties or other relief such as an injunction, divert financial and management resources and result in significant legal fees. An unfavorable outcome of any particular dispute or proceeding could exceed the limits of our insurance policies, or our insurance carriers may decline to fund such final settlements or judgments or all or part of the legal costs associated with the dispute or

proceeding, which could have an adverse impact on our business, financial condition and results of operations. In addition, any such dispute or proceeding could negatively impact our brand equity and our reputation.

Our insurance may not provide adequate coverage against claims.

Our operations may expose us to product liability claims and litigation or regulatory actions relating to personal injury. We believe that we maintain insurance customary for businesses of our size and type. However, there are types of losses we may incur that cannot or may not be insured against or that we believe are not economically reasonable to insure. Moreover, any loss incurred could exceed policy limits and policy payments made to us may not be made on a timely basis. In addition, some of our agreements with our suppliers may not indemnify us from product liability for a particular supplier's merchandise or our suppliers may not have sufficient resources or insurance to satisfy their indemnity and defense obligations.

We incur significant additional costs as a result of being a public company, and our management is required to devote substantial time to compliance with our public company responsibilities and corporate governance practices.

We incur significant costs associated with corporate governance requirements that are applicable to us as a public company, including rules and regulations of the SEC, under the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Customer Protection Act of 2010, the Securities Act and the Exchange Act, as well as the rules of the NYSE. These rules and regulations significantly increase our accounting, legal and financial compliance costs and make some activities more time consuming. For example, the SEC recently adopted new rules that require us to provide greater disclosures around cybersecurity risk management, strategy and governance, as well as disclose the occurrence of material cybersecurity incidents. We cannot predict or estimate the amount of additional costs we will incur in order to comply with these or other SEC or NYSE rules or the timing of such costs.

We also expect these rules and regulations to make it more expensive for us to maintain directors' and officers' liability insurance. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers. In addition, our management team needs to devote substantial attention to interacting with public company analysts and investors and complying with the increasingly complex laws pertaining to public companies, which may divert attention away from the day-to-day management of our business. Increases in costs incurred or diversion of management's attention as a result of being a publicly traded company may adversely affect our business, financial condition and results of operations.

If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect, our results of operations could fall below the expectations of our investors and securities analysts, resulting in a decline in the trading price of our Class A common stock.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as discussed in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our 2023 Annual Report on Form 10-K, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, net revenues and expenses that are not readily apparent from other sources. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below our publicly announced guidance or the expectations of securities analysts and investors, resulting in a decline in the market price of our Class A common stock.

Our reported financial results may be negatively impacted by changes in GAAP.

GAAP is subject to interpretation by the Financial Accounting Standards Board ("FASB"), the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. FASB has in the past issued new or revised accounting standards that superseded existing guidance and significantly impacted the reporting of financial results. Any future change in GAAP principles or interpretations could also have a significant effect on our reported financial results and may even affect the reporting of transactions completed before the announcement or effectiveness of a change. It is difficult to predict the impact of future changes to accounting principles or our accounting policies, any of which could negatively affect our reported results of operations.

We are obligated to maintain effective internal control over financial reporting and any failure to maintain effective internal controls may cause investors to lose confidence in the accuracy and completeness of our reported financial information and the market price of our Class A common stock may be negatively affected.

As a public company, we are required to maintain internal control over financial reporting and to report any material weaknesses in our internal controls, pursuant to Section 404 of the Sarbanes-Oxley Act ("Section 404"). Section 404 also requires that we provide a management report on the effectiveness of our internal control over financial reporting, including disclosure of any material weaknesses identified by our management in our internal control over financial reporting. In addition, because we are no longer an "emerging growth company", Section 404 also requires our independent registered public accounting firm to provide an attestation report on the effectiveness of our internal control over financial reporting on an annual basis.

Our compliance with Section 404 requires significant documentation, testing and possible remediation, requiring us to incur substantial costs and expend significant management efforts. We have engaged outside consultants, and have hired accounting and financial staff with appropriate public company experience and technical accounting knowledge needed to maintain the system and process documentation necessary to perform the evaluation needed to comply with Section 404.

In connection with the implementation of the necessary procedures and practices related to internal control over financial reporting, we may identify deficiencies that we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404. In addition, we may encounter problems or delays in completing the remediation of any deficiencies identified by our independent registered public accounting firm in connection with the issuance of their attestation report. Our testing, or the subsequent testing (if required) by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses.

If we identify one or more material weaknesses in our internal control over financial reporting, our management will be unable to conclude that our internal control over financial reporting is effective. Moreover, even if our management concludes that our internal control over financial reporting is effective, our independent registered public accounting firm may conclude that there are material weaknesses with respect to our internal controls or the level at which our internal controls are documented, designed, implemented or reviewed. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm were to express an adverse opinion on the effectiveness of our internal control over financial reporting because we had one or more material weaknesses, investors could lose confidence in the accuracy and completeness of our financial disclosures, which could cause the price of our Class A common stock to decline. Internal control deficiencies could also result in a restatement of our financial results in the future or restrict our future access to the capital markets.

Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.

We are subject to the periodic reporting requirements of the Exchange Act. We have designed our disclosure controls and procedures to provide reasonable assurance that information we must disclose in reports we file or submit under the Exchange Act is accumulated and communicated to management, and recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected.

We may require additional capital to support business growth, and this capital might not be available or may be available only by diluting existing stockholders.

We intend to continue making investments to support our business growth and may require additional funds to support this growth. Our future capital requirements will depend on many factors, including our rate of revenue growth, the timing and extent of international expansion efforts and other growth initiatives, the expansion of our marketing activities and overall economic conditions. To the extent that current and anticipated future sources of liquidity are insufficient to fund our future business activities and requirements, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our existing

stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our Class A common stock. Any debt financing secured by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities. In addition, we may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly limited, and our business and prospects could fail or be adversely affected.

Failure to effectively and efficiently address environmental, sustainability, social and governance matters could adversely impact us.

There has been increasing public focus on a variety of environmental social and governance ("ESG") matters affecting public companies. Expectations regarding voluntary ESG initiatives and disclosures may result in increased costs (including but not limited to increased costs related to compliance, stakeholder engagement, contracting and insurance), changes in demand for certain products, enhanced compliance or disclosure obligations, or other adverse impacts to our business, financial condition or results of operations.

While we have from time to time engaged and may in the future engage in voluntary initiatives (such as voluntary disclosures, certifications or goals, among others) to improve the ESG profile of our company and/or products, such initiatives or achievements of such initiatives may be costly and may not have the desired effect. For example, expectations around our management of ESG matters continues to evolve rapidly. In addition, we may commit to certain initiatives or goals, and we may not ultimately be able to achieve such commitments or goals due to factors that are within or outside of our control. Moreover, statements that we may make or actions that we may take based on expectations, assumptions or third-party information that we believe to be reasonable may subsequently be determined to be erroneous or be subject to misinterpretation. Even if this is not the case, our statements or actions may subsequently be determined to be insufficient by various stakeholders, and we may be subject to investor or regulator scrutiny on our ESG initiatives and disclosures, even if such initiatives were voluntary.

Further, certain market participants, including major institutional investors and capital providers, use third-party benchmarks and scores to assess companies' ESG profiles in making investment or voting decisions. Unfavorable ESG ratings could lead to negative investor sentiment towards us, which could negatively impact our share price as well as our access to and cost of capital. To the extent ESG matters negatively impact our reputation, it may also impede our ability to compete effectively to attract and retain employees or customers, which may adversely impact our operations.

In addition, we expect there will be increasing levels of regulation, disclosure-related and otherwise, in the U.S. and abroad, with respect to ESG matters. For example, various policymakers, including the SEC and the State of California, have adopted or are considering adopting rules that would require companies to provide significantly expanded climate-related disclosures, which may require us to incur significant additional costs to comply with, including the implementation of significant additional internal controls regarding matters that have not been subject to such controls in the past, and which may impose increased oversight obligations on our management and board of directors. Simultaneously, there are efforts by some parties to reduce companies' efforts on certain ESG-related matters, including by some state policymakers. Both advocates and opponents to certain ESG matters are increasingly resorting to a range of activism forms, including media campaigns and litigation, to advance their perspectives. To the extent we are subject to such activism, it may require us to incur costs or otherwise adversely impact our business. These and other changes in stakeholder expectations may also lead to increased costs and scrutiny that could heighten all of the risks identified in this risk factor. Additionally, many of our suppliers may be subject to similar expectations, which may augment or create additional risks.

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

Recent Sales of Unregistered Securities; Purchases of Equity Securities by the Issuer or Affiliated Purchaser

On May 16, 2024, we issued 41,667 shares of the Company's Class A common stock to a third-party service provider as consideration for marketing services provided to the Company. We recognized stock compensation expense in the amount of \$250,000 in relation to this issuance. Such shares were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act.

Use of Proceeds

On June 1, 2021, we completed our IPO. All shares sold were registered pursuant to a registration statement on Form S-1 (File No. 333-255797), as amended, (the "Registration Statement") declared effective by the SEC on May 26, 2021.

The net proceeds from our IPO have been invested in investment grade, interest-bearing instruments. There has been no material change in the expected use of the net proceeds from our IPO as described in our Registration Statement.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

a) Disclosure in lieu of reporting on a Current Report on Form 8-K.

None.

b) Material changes to the procedures by which security holders may recommend nominees to the board of directors.

None.

c) Insider trading arrangements and policies.

During the three months ended June 30, 2024, no director or "officer" (as defined in Rule 16a-1(f) under the Exchange Act) of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," each as defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed / Furnished Herewith
		Form	File No.	Exhibit	
3.1	Amended and Restated Certificate of Incorporation of FIGS, Inc.	10-K	001-40448	3.1	2/28/2023
3.2	Amended and Restated Bylaws of FIGS, Inc.	10-K	001-40448	3.2	2/28/2023
4.1	Form of Certificate of Common Stock.	S-1	333-255797	4.1	5/5/2021
4.2	Amended and Restated Stockholders' Agreement by and between FIGS, Inc. and certain security holders of FIGS, Inc., dated October 23, 2020.	S-1/A	333-255797	4.2	5/20/2021
10.1#	Employment Offer Letter by and between FIGS, Inc. and Kevin Fosty				*
10.2#	Employment Agreement by and between FIGS, Inc. and Sarah Oughtred				*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).				*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).				*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.				**
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.				**
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				*
101.SCH	Inline XBRL Taxonomy Extension Schema Document				*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				*

* Filed herewith.

** Furnished herewith.

Indicates a management contract or compensatory plan

SIGNATURES

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

FIGS, INC.

Date: August 8, 2024

By: /s/ Catherine Spear
Name: Catherine Spear
Title: Chief Executive Officer and Director
(Principal Executive Officer)

Date: August 8, 2024

By: /s/ Kevin Fosty
Name: Kevin Fosty
Title: Interim Chief Financial Officer
(Interim Principal Financial and Accounting Officer)



2834 Colorado Ave., Suite 100
Santa Monica, CA 90404

May 9, 2024

Kevin Fosty

Re: Employment Terms

Dear Kevin,

FIGS, INC. (the "Company") is thrilled to offer you the position of Interim Chief Financial Officer while a search is being conducted for a permanent Chief Financial Officer.

During this interim period, you will report directly to Trina Spear, Co-Founder/Chief Executive Officer. This interim assignment began on April 12, 2024 and will end when a permanent replacement begins their employment at the Company. You will work at our headquarters located at 2834 Colorado Avenue, Suite 100, Santa Monica, CA 90404. Of course, the Company may change your position, duties, and work location from time to time in its discretion.

Your salary will be \$304,250.18 per year, less payroll deductions and withholdings, paid on the Company's normal payroll schedule. In addition to your base salary, you will be eligible to receive an annual bonus of up to 25% of your base compensation, contingent on the Company's overall performance and your individual goals being met in accordance with the Company's then current bonus plan. If for any reason you are not employed by the Company on the date that bonuses are paid, you will be ineligible to receive a bonus payment.

For this interim role, you are eligible for up to three one-time bonuses (the "Interim CFO Bonus Compensation"), as follows: (i) a one-time bonus of \$20,000 to be paid on June 14, 2024, (ii) a one-time bonus of \$20,000 to be paid on the Company's next regular payroll pay date following written acceptance by a permanent Chief Financial Officer of an offer to join the Company, and (iii) a one-time bonus of \$20,000 to be paid on the Company's next regular payroll pay date following October 1, 2024, provided that no permanent Chief Financial Officer has accepted an offer to join the Company by such date. The Interim CFO Bonus Compensation is conditioned upon your continued employment at the Company for a period of six months following each bonus payment. If your employment is terminated within six months of receipt of a bonus payment, whether the end of employment is due to a resignation by you or a termination by the Company for Cause, you agree to repay the Company the Interim CFO Bonus Compensation. The amount to be repaid shall be prorated monthly such that for each full month during which you remain in the employ of the Company following a bonus payment, the amount of such bonus to be repaid shall be reduced by one-sixth (1/6).

During your employment, you will be eligible to participate in the standard benefits plans offered to similarly situated employees by the Company from time to time, subject to plan terms and generally applicable Company policies. A full description of these benefits is available upon request.

Subject to approval by the Company's Board of Directors (the "Board") in its sole discretion, the Company anticipates granting you one or more equity awards with an aggregate grant-date fair value of approximately \$100,000, as determined by the Board as of the date of grant (the "Grant"). The Grant will be in the form of restricted stock units. The Grant will be governed by the terms and conditions of the

Company's 2021 Equity Incentive Plan (the "Plan"). Your Grant will include a four-year vesting schedule, under which 1/16th of the total restricted stock units will vest quarterly, until either the Grant is fully vested or your continuous service (as defined in the Plan) terminates, whichever occurs first. The number of shares of Class A Common Stock subject to the Grant will be determined by dividing the value of the Grant by the average closing price of the Company's Class A Common Stock over the 20 trading day period ending on (and including) the date of grant.

As a Company employee, you will be expected to abide by Company rules and policies. The attached Employee Confidential Information and Inventions Assignment Agreement which prohibits unauthorized use or disclosure of the Company's proprietary information, among other obligations, shall remain in effect.

You may terminate your employment with the Company at any time and for any reason whatsoever simply by notifying the Company. Likewise, the Company may terminate your employment at any time, with or without cause or advance notice. Your employment at-will status can only be modified in a written agreement signed by you and by an officer of the Company.

If the Company terminates your employment without Cause, or you resign for Good Reason, and other than as a result of your death or disability, then subject to your obligations below, you shall be entitled to receive the following severance benefits (the "Severance Benefits"): (i) an amount equal to four (4) months of your then current base salary, paid over such four (4) month period, on the schedule described below (the "Salary Continuation") and (ii) if you timely elect continued coverage under COBRA for yourself and your covered dependents under the Company's group health plans following such termination or resignation of employment, then the Company shall pay the COBRA premiums necessary to continue your health insurance coverage in effect for yourself and your eligible dependents on the termination date until the earliest of (A) the close of the four (4) month period following the termination of your employment, (B) the expiration of your eligibility for the continuation coverage under COBRA, or (C) the date when you become eligible for substantially equivalent health insurance coverage in connection with new employment or self-employment.

Such Severance Benefits are conditional upon (a) your continuing to comply with your obligations under your Employee Confidential Information and Invention Assignment Agreement and (b) your delivering to the Company an effective, general release of claims in favor of the Company in a form acceptable to the Company within thirty (30) days following your termination date. The Salary Continuation will be paid in equal installments on the Company's regular payroll schedule over the period outlined above following your termination date; provided, however, that no payments will be made prior to the thirtieth (30th) day following your termination date. On such thirtieth (30th) day, the Company will pay you in a lump sum the Salary Continuation that you would have received on or prior to such date under the original schedule but for the delay while waiting for such thirtieth (30th) day, with the balance of the Salary Continuation being paid as originally scheduled.

For purposes of this Agreement, "Cause" shall mean one or more of the following: (i) your willful failure substantially to perform your duties and responsibilities to the Company or violation of a Company policy; (ii) your commission of any act of fraud, embezzlement, dishonesty or any other misconduct that has caused or is reasonably expected to result in material injury to the Company; (iii) your unauthorized use or disclosure of any proprietary information or trade secrets of the Company or any other party to whom you owe an obligation of nondisclosure as a result of your relationship with the Company; or (iv) your material breach of any of your obligations under any written agreement or covenant with the Company. The determination as to whether you are being terminated for Cause shall be made in good faith by the Company and shall be final and binding. The foregoing definition does not in any way limit the Company's ability to terminate your employment at any time.

For purposes of this Agreement, "Good Reason" means the occurrence of any of the following events without your consent: (i) a material reduction in your responsibilities or duties, provided, that (1) neither a change in your title nor a reassignment following a Change in Control (as defined in the Company's then current equity incentive plan) to a position that is substantially similar to the position held prior to such transaction, or (2) a reinstatement of your position as VP, Controller following the hire of a permanent CFO, shall constitute a material reduction in job responsibilities; (ii) a relocation of your work location to a location more than twenty-five (25) miles from the location at which you performed your duties immediately prior to the relocation; (iii) the Company's material breach of any of its obligations under this Agreement; or (iv) a material reduction in your base salary; provided, however, that any such termination shall only be deemed for Good Reason pursuant to this definition if: (A) you give the Company written notice, within thirty (30) days following the first occurrence of the condition(s) that you believe constitute(s) Good Reason, which notice shall describe such condition(s), of your intent to terminate for Good Reason; (B) the Company fails to remedy such condition(s) within thirty (30) days following receipt of such written notice (such 30-day period, the "Cure Period"); and (C) you voluntarily terminate your employment within thirty (30) days following the end of the Cure Period.

It is intended that all of the severance benefits and other payments payable under this Agreement satisfy, to the greatest extent possible, the exemptions from the application of Section 409A of the Internal Revenue Code of 1986, as amended, and the Department of Treasury regulations and other guidance promulgated thereunder ("Code Section 409A") provided under Treasury Regulation Sections 1.409A-1(b)(4) and 1.409A-1(b)(9), and this Agreement will be construed to the greatest extent possible as consistent with those provisions. For purposes of Code Section 409A (including, without limitation, for purposes of Treasury Regulation Section 1.409A-2(b)(2)(iii)), your right to receive any installment payments under this Agreement (whether severance payments, reimbursements or otherwise) shall be treated as a right to receive a series of separate payments and, accordingly, each installment payment hereunder shall at all times be considered a separate and distinct payment. No amount that is deferred compensation subject to Code Section 409A shall be payable pursuant to Agreement unless your termination of employment constitutes a "separation from service" from the Company within the meaning of Code Section 409A (a "Separation from Service"). Notwithstanding any provision to the contrary in this Agreement, if you are deemed by the Company at the time of your Separation from Service to be a "specified employee" for purposes of Code Section 409A(a)(2)(B)(i), and if any of the payments upon Separation from Service set forth herein and/or under any other agreement with the Company are deemed to be "deferred compensation", then to the extent delayed commencement of any portion of such payments is required in order to avoid a prohibited distribution under Code Section 409A(a)(2)(B)(i) and the related adverse taxation under Section 409A, such payments shall not be provided to you prior to the earliest of (i) the first business day following the expiration of the six-month period measured from the date of your Separation from Service with the Company, (ii) the date of your death or (iii) such earlier date as permitted under Section 409A without the imposition of adverse taxation. Upon the first business day following the expiration of such applicable Code Section 409A(a)(2)(B)(i) period, all payments deferred pursuant to this paragraph shall be paid in a lump sum to you, and any remaining payments due shall be paid as otherwise provided herein or in the applicable agreement. No interest shall be due on any amounts so deferred.

This letter, together with your Employee Confidential Information and Inventions Assignment Agreement, forms the complete and exclusive statement of your employment agreement with the Company. It supersedes any other agreements or promises made to you by anyone, whether oral or written. Changes in your employment terms, other than those changes expressly reserved to the Company's discretion in this letter, require a written modification signed by an officer of the Company. If any provision of this offer letter agreement is determined to be invalid or unenforceable, in whole or in part, this determination shall not affect any other provision of this offer letter agreement and the provision in question shall be modified so as to be rendered enforceable in a manner consistent with the intent of the parties insofar as possible under applicable law. This letter may be delivered via email (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic

Transactions Act or other applicable law) or other transmission method and shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

Please sign and date this letter and return them to me by Wednesday, May 8, 2024.

Sincerely,

/s/ Jennifer Jaffe

Jennifer Jaffe, Chief People Officer

Understood and Accepted:

/s/ Kevin Fosty

Kevin Fosty

5/9/2024

Date

Attachment: Employee Confidential Information and Inventions Assignment Agreement



FIGS CANADA, INC.

May 28, 2024

Sarah Oughtred

Dear Sarah:

On behalf of FIGS, Inc. (the **'Parent'**), I am pleased to offer you employment commencing on July 29, 2024 (the **Start Date**) with FIGS Canada, Inc., a wholly-owned Canadian subsidiary of the Parent (the **Company**), on the following terms and conditions.

1. Position

You will report to Trina Spear, Co-Founder/CEO of Parent (your **"Manager"**) or a designate, although reporting structures may change from time to time without advance notice, depending upon business requirements.

From the Start Date until August 8, 2024, your title will be Advisor. As of August 9, 2024, your title will be Chief Financial Officer and you will also be appointed as an executive officer of the Parent.

Given the nature of the business of the Company Group (as defined below), your job may evolve and change over time. Accordingly, the Company may add-to, remove or change your duties and responsibilities as circumstances change. The terms and conditions of this agreement and all related schedules will continue to apply notwithstanding any such changes.

2. Time, Attention and Duties

Consistent with your fiduciary duties to the Company Group, you will:

- (a) devote your attention, skill and effort to the business of the Company Group on a full-time basis and in compliance with this agreement and the policies, practices, directions and instructions given to you by the Company Group from time to time;
- (b) perform your duties and responsibilities in a faithful, honest, diligent and competent fashion; and
- (c) actively market for the benefit of the Company Group, and do no harm to, the Company Group, its image, and the Company Group's products and services, with due and careful consideration for the reputation of the Company Group.

You will not accept employment or an engagement to perform services with another employer or entity that may interfere with your ability to perform your duties and responsibilities for the Company Group under this agreement.

3. **Base Pay**

- (a) The Company will pay you an annualized base salary of USD\$500,000 (as adjusted from time to time, the **“Base Pay”**), in accordance with paragraphs (b) and (c) below.
- (b) At the start of each fiscal quarter, the Base Pay will be converted to CAD using the Bank of Canada exchange rate as of the last business day of the month prior to the beginning of the fiscal quarter.
- (c) All wages shall be paid to you in CAD, initially pursuant to paragraph (b), and in accordance with the Company’s payroll practices, which are subject to change from time to time.
- (d) You and the Company may agree, in writing, to a fixed CAD exchange rate in lieu of the arrangements at paragraph (b) and Section 4(iii).
- (e) Base Pay and performance will be reviewed annually, and any Base Pay increase shall be within the discretion of the Company. The terms and conditions of this agreement and all related schedules will continue to apply notwithstanding any Base Pay increase.

4. **Annual Bonus**

You will also be eligible to receive an annual bonus targeted at USD\$300,000 (the **Bonus**) as determined by the Company in its discretion. The Bonus, if any, for a given year: (i) will be based on (A) the Company Group’s performance and attainment of certain corporate objectives and targets; and (B) your individual performance and attainment of certain individual objectives and targets to be determined by your Manager, in consultation with you, within 90 days of the Start Date or the start of the calendar year, as applicable; all in accordance with the terms and conditions of the applicable bonus plan, as it may be modified in the Company’s discretion; (ii) will be paid following the completion of such year; (iii) will be converted to, and paid out in, CAD, based on the Bank of Canada exchange rate on the last day of the month prior to the month in which the Bonus payout date occurs; and (iv) is not earned or accrued until the Bonus payout date. You must be Actively Performing Services (as defined below) for the Company on the Bonus payout date in order to be eligible to receive the Bonus. Under no circumstances should any Bonus be considered part of or integral to your Base Pay or other regular employment compensation. The Bonus will be pro-rated for the year in which your Start Date occurs.

5. **Actively Performing Services**

If you give notice of resignation or retirement, you will be deemed to have ceased to be Actively Performing Services for the Company on the date that you give notice of resignation or retirement to the Company, except to the extent required to comply with only the minimum applicable requirements of ESA (as defined below). If your employment is terminated by the Company, regardless of whether the termination is with or without Cause, or lawful or unlawful, or for Good Reason, or as a result of a constructive dismissal, you will be deemed to have ceased to be Actively Performing Services for the Company on the Termination Date. **“Termination Date”** means, the later of: (i) the date that is the last day of any minimum statutory notice period applicable to you pursuant to the ESA, if and only to the extent required to comply with the minimum requirements of the ESA, or (ii) the date specified by the Company in its written notice of termination to you as being your termination date (or, where applicable, the date on which you claim a constructive dismissal to have occurred). In each of (i) or (ii), you will not be considered to be Actively Performing Services during any applicable period of reasonable notice, contractual notice, severance, or pay in lieu of notice, to which you might be entitled or claim to be entitled, that follows (or is in respect of a period which follows) the Termination Date. You acknowledge and agree that, except as may be expressly required to comply with only the minimum requirements of the ESA, you are not entitled to any compensation or damages in respect of any applicable incentive, equity or compensation program(s), plan(s) or payment(s) that you do not receive as a result of ceasing to be Actively Performing Services (regardless of the reason and whether you or the Company initiates the cessation of your employment). For the avoidance of any doubt, this agreement fully displaces any common law rights that you may have with respect to any incentive, equity or other compensation earned in connection with your employment.

6. Benefits

While the Company does not currently have any employee benefit plans, in the event that the Company makes any benefit plan participation available for similarly situated employees in Canada, you will, subject to the terms and conditions of the applicable benefit plan policies, be eligible to participate in such benefit plans as the Company may make available to similarly situated employees in Canada in its discretion. To the extent permitted by the ESA (as defined below), the Company may cancel or modify the terms of such benefit plan policies from time to time or change benefit carriers without advance notice.

7. Flexible Time Off

The Company believes that time away from work is beneficial for all employees. Subject to the terms and conditions of the Company's flexible time off policy, as it may be modified from time to time in the Company's discretion, you will be entitled to vacation pay and vacation time in accordance with the minimum requirements of the ESA (as defined below) (such vacation, the **“Statutory Vacation”**).

The first two weeks (or three weeks for employees with five or more years of employment) of vacation in each calendar year shall be considered the Statutory Vacation. Statutory Vacation accrues pro-rata on a monthly basis. Except as required by the ESA, you will not accrue vacation pay associated with Statutory Vacation during periods of inactive employment, including any leaves of absence. Vacation time associated with Statutory Vacation must accrue before you may use it, except at the discretion of the Company. The Company reserves the right, in accordance with the ESA, to schedule the Statutory Vacation to ensure that you take the minimum time off required by the ESA.

The Statutory Vacation is your only annual vacation entitlement, which you must take each year, but, subject to Manager approval, and vacation "blackout" periods as determined by the Company, we encourage you to take more time off than the Statutory Vacation (any such additional time off, the "**Additional Time Off**"). There is no limit to the Additional Time Off. You must use good judgment at all times when requesting and booking time off. The frequency and duration of Additional Time Off must always be reasonable. The Company reserves the discretion to approve or deny Additional Time Off.

For the avoidance of any doubt, as long as you take the Statutory Vacation (which you must take each year), you will not accrue any Additional Time Off. Additional Time Off is not vacation for statutory or other purposes and shall not accrue from year to year, nor is there any guarantee that Additional Time Off shall be granted in any year. If your employment with the Company ends, no matter what the reason, only accrued but unpaid Statutory Vacation shall be paid out.

8. **Sick Days**

Subject to the terms and conditions of the Company's sick day policy in effect from time to time, each calendar year you will be entitled to 9 paid days off work, inclusive of any paid or unpaid leave you are entitled to pursuant to the ESA (as defined below) and inclusive of any other leave required by applicable law in the province in which you are employed ("**Sick Days**"). Sick Days are intended to be used for personal illness, personal injury or for the purposes set out in the ESA or other applicable law. Sick Days have no cash value, do not accrue and cannot be carried over from year to year. You will not receive any payment in respect of any unused Sick Days, either at the end of the calendar year or upon termination of employment for any reason. To the extent permitted by the ESA, Sick Days shall count towards and offset any applicable statutory leave entitlements.

9. **Restricted Stock Unit**

(a) Subject to approval by the Board of Directors of the Parent (the "**Board**") or a committee thereof, in its sole discretion, you will be granted, pursuant to the Parent's 2021 Equity Incentive Award Plan (the "**Plan**"), restricted stock units with an aggregate dollar-denominated value of approximately USD\$4,000,000, as

determined by the Board or a committee thereof, in its sole discretion, as of the date of grant (the **Grant**). Your Grant will be subject to a four-year vesting schedule, under which $\frac{1}{4}$ of your Grant will vest on the one year anniversary of the first day of the month following your Start Date, and $\frac{1}{16}$ th of the total restricted stock units will vest quarterly thereafter, until either the Grant is fully vested or your termination of employment, whichever occurs first. The number of shares of Class A Common Stock underlying the Grant will be determined by dividing the value of the Grant by the average closing price of the Parent's Class A Common Stock over the 20 trading day period ending on (and including) the date of grant. The Grant shall be conditional upon: (a) your continued employment with the Company at the time of grant; (b) you entering into an award agreement with the Parent (the "**Award Agreement**"); and (c) any other terms and conditions set forth in the Plan, your Award Agreement and as may be determined by the Board or a committee thereof, in its sole discretion, at the time of grant. It is a fundamental condition of the Grant that you must read the Plan and the Award Agreement (together, the "**Plan Documents**") and you warrant that you will do so. The Plan Documents contain important terms and conditions, including those that will impact your rights in respect of your Grant upon termination of your employment with the Company.

- (b) You will also be eligible to participate in the Parent's annual equity award program, with all aspects of any such award subject to the sole discretion of the Board or its committee, and the applicable Plan Documents. The target aggregate value of any such annual equity award shall be determined by the Board (or a committee thereof) in its discretion by reference to the 50th percentile of annual equity-based awards granted to chief financial officers in the Company's executive compensation peer group.

10. Expenses

You will be reimbursed for eligible out-of-pocket expenses that are pre-approved in accordance with the Company's expense policy.

11. Currency and Deductions

The Company may withhold from any amounts payable to you federal, provincial or other taxes and statutory or authorized deductions, including contributions to the cost of employee benefits, if any. Unless otherwise specified, all references to money in this agreement are to Canadian currency.

12. Workplace Policies

You will comply with all Company Group rules and policies, as may be established, amended or discontinued by the Company Group from time to time (the "**Policies**"). To the extent permitted by the ESA (as defined below), you will immediately be governed by and comply with new or revised Policies upon receipt of notice.

You also acknowledge receiving a copy of applicable workplace posters entitled "Working in BC", which are also available on the BC Employment Standards website: <https://www2.gov.bc.ca/gov/content/employment-business/employment-standards-advice/employment-standards/forms-resources>.

13. Confidentiality of Information and Ownership of Proprietary Property

Your employment is subject to the Confidentiality of Information and Ownership of Proprietary Property Agreement, attached as Schedule A to this agreement, which you agree to execute and deliver to the Company in connection with this agreement and is incorporated by reference.

14. Non-Solicitation

During the term of your employment with the Company and for a period of 12 months following the termination of your employment for whatever reason, whether with or without Cause, or by resignation, or for Good Reason, or constructive dismissal, you shall not, either directly or indirectly:

- (a) offer to hire, hire or recruit (or attempt to do any of the foregoing) any of the employees or consultants of the Company, the Parent, or any of their subsidiaries or parent entities (collectively, the "**Company Group**") with whom you worked or became aware of during your employment with the Company Group, or encourage any of them to terminate their relationship with the Company Group;
- (b) solicit, approach, contact, call upon or canvass (or attempt to do any of the foregoing), for any purpose which is in whole or in part competitive with the Business of the Company Group, and in connection with any Competitive Business, any Customer or Prospective Customer; and
- (c) for the purposes of this agreement:
 - (i) "**Business**" means the design, manufacture, distribution, marketing or sale of healthcare apparel and other products, including, without limitation, scrubs, footwear, accessories, compression socks and other apparel, or services designed for medical professionals;
 - (ii) "**Competitive Business**" means any business undertaking that is in whole or in part competitive with the Business of the Company Group and in which you were involved during the Lookback Period;
 - (iii) "**Customer**" means any customer of the Company Group with whom, at any time during the Lookback Period, you, in the course of performing your employment duties: (A) had direct and personal contact; or (B) supervised an employee who had direct and personal contact;

- (iv) **"Lookback Period"** means: (A) the 12-month period prior to the termination of your employment with the Company; or (B) if your employment with the Company has not been terminated, at any time within the prior 12-month period; and
- (v) **"Prospective Customer"** means any person or entity that is not a Customer but for whom: (A) there was an active proposal outstanding by the Company Group, or on its behalf, during the Lookback Period; and (B) you were personally involved in the preparation or presentation of such proposal.

15. **Non-Competition**

During the term of your employment with the Company and for a period of 12 months following the date of termination of your employment for whatever reason, whether with or without Cause, or by resignation, or for Good Reason, or constructive dismissal, you shall not within Canada or the United States operate, be a partner in, be employed by, provide services to (either directly or indirectly) whether as an independent or dependent contractor, advisor or consultant, or act as an officer or director of, any Competitive Business. Notwithstanding the foregoing, you shall not be in default under this provision solely by virtue of:

- (a) any involvement in an undertaking that carries on multiple businesses, one of which is a Competitive Business, provided you are not involved in the Competitive Business; or
- (b) being employed by or providing services to a Competitive Business if such employment or services engagement is not in a Same or Similar Capacity. For the purposes of this agreement, "**Same or Similar Capacity**" means: (i) the same or similar capacity or function in which you worked for the Company Group at any time during the Lookback Period; and/or (ii) any other capacity where your knowledge of confidential information of the Company Group could provide a competitive advantage to any Competitive Business.

16. **Conflict of Interest**

During your employment with the Company:

- (a) You will ensure that your direct or indirect personal interests do not, whether potentially or actually, conflict with the interests of the Company Group or create a perceived conflict of interest with the Company Group ("**Conflicts**"). You will promptly report to your Manager any Conflicts, including any direct or indirect business relationships and other related party transactions and arrangements between you, or your family members, and the Company Group or a third-party doing business with, or who has submitted a business proposal to, the Company Group.

(b) You will not be an investor, shareholder, joint venturer or partner in any enterprise, association, corporation, joint venture or partnership in any Competitive Business. Notwithstanding the foregoing, you shall not be in default under this provision solely by virtue of holding, strictly for investment purposes and as a passive investor, not more than five percent (5%) of the issued and outstanding shares of a Competitive Business, the shares of which are listed on a recognized stock exchange.

17. **Termination**

Unless prohibited by the ESA (as defined below) or any other applicable legislation, you or the Company may end your employment as described below. You will always receive all wages that are earned and payable, any accrued vacation pay and benefits up to your last day of employment.

- (a) If you decide to resign from your employment, you will give 4 weeks of written notice. You will not disclose your resignation without the prior approval of the Company.
- (b) The Company may terminate your employment with or without cause by complying with only the applicable minimum requirements of applicable employment standards legislation, as amended or replaced (all such legislation referred to as the “**ESA**”) in respect of the termination of your employment (including, without limitation, all ESA requirements in respect of notice, termination pay, severance pay, wages, benefits, vacation pay, reprisal prohibitions and reinstatement). Benefits will only continue during any period required by the ESA.
- (c) In addition to complying with the minimum requirements of the ESA relating to the termination of your employment, if your employment is terminated by the Company without Cause or you resign for Good Reason, and you sign a full and final release in a form satisfactory to the Company (the “**Release**”) within 14 days of the last day of your employment as specified in the Company’s written notice to you (or in your written notice of resignation for Good Reason, whichever is earlier) (the “**Last Day of Employment**”):
 - (i) The Company will provide you with “**Additional Severance Pay**” equal to (x) Total Notice Period (as defined below), less (y) the aggregate number of weeks represented by your ESA notice (or pay in lieu of such notice) and severance pay paid to you under paragraph (b); *provided that* if the amount under (y) equals or exceeds the amount under (x), you will not receive any Additional Severance Pay and this paragraph (c) will not apply.
 - (ii) For the purposes of this section, the “**Total Notice Period**” means:

- (1) 6 months, if the Last Day of Employment occurs prior to the one-year anniversary of the Start Date; or
- (2) 12 months, if the Last Day of Employment occurs on or following the one-year anniversary of the Start Date.

(iii) The Additional Severance Pay will be calculated on the basis of your Base Pay only and will be paid in accordance with the Company's usual payroll practices, starting after the aggregate of the number of weeks represented by your ESA notice and severance have elapsed since the Last Day of Employment.

(iv) If your employment is terminated by the Company without Cause or by you for Good Reason, in either case, on or within 12 months following a Change of Control, the Parent will also accelerate 100% of the unvested stock subject to the Grant such that the Grant will be deemed fully vested as the Termination Date.

(v) You will not receive any Additional Severance Pay or the arrangements under paragraph (iv) (if applicable) if:

- A. you fail to sign the Release within 14 days of the Last Day of Employment;
- B. all or part of the business of the Company is transferred to an affiliate or a third party and you are offered reasonably comparable employment, with a base salary equal or greater to your then-current Base Pay;
- C. you breach or threaten to breach any of your post-employment obligations to the Company; or
- D. you become an investor in any Competitive Business within the 12 months following the Last Day of Employment, except for holding, strictly for investment purposes and as a passive investor, not more than five percent (5%) of the issued and outstanding shares of a Competitive Business, the shares of which are listed on a recognized stock exchange.

If any of the above subparagraphs under this paragraph (v)(ii) apply: (1) you will only receive all applicable minimum requirements of the ESA as set out in paragraph (b) and such requirements will fully satisfy the Company's and all affiliates' obligations to you in respect of the termination of your employment and you will not be entitled to further notice of termination, severance pay, incentive compensation, damages or other compensatory payments under common law or contract; and (2) if

applicable, you must repay to the Company all Additional Severance Pay already paid to you.

(vi) For the purposes of this agreement, '**Cause**' means any of the following:

- A. you working for the Company without valid legal eligibility;
- B. your failure to comply with any Company Group rules or policies of a material nature;
- C. your material breach of any agreement between you and the Company Group;
- D. your unauthorized use or disclosure of the Company Group's confidential information or trade secrets;
- E. your repeated failure to perform the material duties of your position in a competent manner;
- F. your commission of any act involving fraud, embezzlement or dishonesty, or which otherwise adversely impacts the reputation of the Company Group;
- G. your conviction of a criminal offence;
- H. you or any member of your immediate family making personal profit out of or in connection with a transaction or business opportunity with which the Company Group is involved or otherwise associated, without making disclosure to and obtaining the prior written consent of the Company;
- I. your failure to act honestly and in the best interests of the Company Group;
- J. your failure to obey reasonable instructions provided to you in the course of employment, within 5 calendar days of receiving written notice of such disobedience from the Company;
- K. any actions or omissions by you constituting gross misconduct or negligence resulting in material harm or injury to the Company Group; or
- L. any other actions or omissions by you constituting grounds at common law for which an employer is entitled to dismiss an employee summarily without notice or pay in lieu of notice.

- (vii) For the purposes of this section, '**Change in Control**' shall have the meaning ascribed to it in the Plan.
- (viii) For the purposes of this agreement, '**Good Reason**' means any of the following:
 - A. a reduction in your Base Pay by more than 10% unless such reduction is part of a general salary reduction affecting similarly situated employees;
 - B. a material reduction of your authority, duties or responsibilities; *provided, however,* that a change in job position or title, including as a result of a reassignment following a Change of Control to a position that is the same or substantially similar to the position held prior to the Change of Control, shall not constitute a "material reduction";
 - C. the Company's material breach of any of its obligations under this agreement; or
 - D. a forced relocation of your principal work location outside a 40-km radius of your current principal work location.

However, a resignation by you is not considered to be a resignation for Good Reason unless: (i) you have delivered written notice to the Company of the condition giving rise to "Good Reason" within 30 days of its initial occurrence; (ii) the Company fails to remedy such event within 30 days after receiving written notice setting forth in reasonable detail the facts or circumstances constituting or giving rise to such event; and (iii) you resign more than 31 days, but not more than 60 days, after the Company receives such notice and before the Company remedies the event.

- (d) You and the Company intend to and will comply with all requirements of the ESA, including with respect to employment benefits continuation, if applicable.
- (e) Upon termination of this agreement for any reason, you shall be deemed to automatically resign from all offices in the Company Group.
- (f) The termination arrangements set out in this section fully satisfy the Company Group's obligations to you in respect of the termination of your employment, including in the event that you claim constructive dismissal, and you will not be entitled to further notice of termination, severance pay, incentive compensation, damages or other compensatory payments under common law or contract.
- (g) In the event of the termination of your employment for any reason, you must return immediately and in good condition all Company property, including,

without limitation, all computers and other equipment or systems that may from time to time be issued to you. You must deliver to the Company any files or data on your personal computer hardware or software and thereafter permanently destroy such property so that it is irretrievable. You will provide the Company with all passwords to any equipment, systems, files or data you deliver to the Company.

- (h) In the event of the termination of your employment as a result of resignation, or if the Company provides you with working notice of termination, the Company may, during the applicable resignation or working notice period, relieve you of all or any of your duties for all or part of the remainder of such period. This may include a requirement that during the applicable resignation or working notice period, you stay away from all or any of the Company's premises and/or that you will not be provided with any work and/or will have no business contact with all or any of the Company's agents, employees, customers, clients, distributors and suppliers. Whether or not you are relieved of any duties during the applicable resignation or working notice period: (i) you will be paid your Base Pay in accordance with this agreement and other benefits; (ii) your employment will not be terminated by any removal of duties; (iii) your employment will continue during such period; (iv) you will continue to be bound by your obligations under this agreement; and (v) without limiting any of the foregoing, the Company will comply with all applicable minimum requirements of the ESA.
- (i) The termination arrangements set out in this section will remain in full force and effect regardless of your length of employment and any changes to the terms and conditions of your employment, including, without limitation, any promotions; reassignments; increases in remuneration or responsibilities; or changes to job title, work location or reporting relationships.

18. Representation Regarding Restrictive Covenants or Legal Obligations

By signing below, you represent and warrant that: (a) you are not bound by any restrictive covenant or other legal obligation with your current employer, any former employer or any other third party that would prevent you from accepting these terms and conditions or that would reasonably interfere with your ability to perform the employment duties and responsibilities contemplated by this agreement; and (b) that you will not during the course of your employment with the Company use or disclose any confidential information or breach any intellectual property rights of any former employer or other third party.

19. Representation Regarding Legal Eligibility

The offer of employment set forth in this agreement is conditional upon you being legally eligible and able to, as of your Start Date, (i) work in Canada; and (ii) travel to the United States on behalf of the Company and the Parent for business-related purposes. By signing below, you represent and warrant that you will maintain legal eligibility and ability to

work in Canada and travel to the United States at all times during which you are working for the Company. Working for or travelling on behalf of the Company without valid legal eligibility to do so is a fundamental breach of this agreement.

20. Representation Regarding Identity

You represent and warrant that you have provided the Company with true, accurate and complete information about your identity, education, qualifications, experience and any other relevant matters in connection with your application for employment and the execution of this agreement (the “**Personal Profile**”). You acknowledge and agree that the Company has relied on the truthfulness, accuracy and completeness of your Personal Profile in entering into this agreement and, therefore, any material omission, concealment or misrepresentation in respect of your Personal Profile is a fundamental breach of this agreement.

21. Personal Information

For purposes of processing or administering your employment relationship, personal information that you provide to the Company may be transferred to and accessed by an affiliate, or agents and contractors (such as payroll companies, insurance companies, information technology consultants, etc.) that provide services to the Company, that may be located in the United States or elsewhere.

22. Assignment

You acknowledge that the services to be rendered pursuant to this agreement are unique and personal. Accordingly, you may not assign any of your rights or delegate any of your duties or responsibilities under this agreement. You hereby consent to the Company assigning its rights, duties and obligations under this agreement to an affiliate or to a purchaser or transferee of a majority of the Company's outstanding capital stock or to a purchaser of all, or substantially all of the assets of the Company.

23. Entire Agreement

You acknowledge and agree that this agreement contains the whole understanding between you and the Company with respect to the subject matter herein and supersedes and replaces all such oral or written prior negotiations, representations and agreements. Your agreement to the terms and conditions in this agreement has not been induced by, nor do you rely upon or regard as material, any representations or writings whatsoever not incorporated into or made a part of these terms and conditions. You further agree that the terms and conditions cannot be amended, modified or supplemented except by subsequent written agreement signed by you and the Company. This agreement may be executed in counterparts and the counterparts may be executed and delivered by electronic means, with all the counterparts together constituting one agreement.

24. Governing Law

The terms and conditions of your employment will be governed by and construed in accordance with the laws of the province or territory in which you are employed and the federal laws of Canada applicable in that province or territory.

25. Severability

If, in any jurisdiction, any of these terms and conditions or their application to any party or circumstance is restricted, prohibited or unenforceable, such provision will, as to such jurisdiction, be ineffective only to the extent of such restriction, prohibition or unenforceability without invalidating the remaining terms and conditions and without affecting the validity or enforceability of such provision in any other jurisdiction or without affecting its application to other parties or circumstances.

26. Survival of Obligations

Upon cessation of your employment under any circumstances whatsoever, and however and whenever occurring or effected, the terms and conditions of your employment that impose obligations upon you that extend beyond the termination of your employment, shall survive and can be enforced by the Company in a court of competent jurisdiction, and you acknowledge and agree that all such obligations are fair and reasonable.

27. Interpretation and ESA Failsafe

- (a) You hereby waive any entitlement or claim for damages or compensatory payments pursuant to the common law and/or in equity, in respect of reasonable notice of termination (the “**Waiver**”). The Company is relying on the Waiver and would not have entered into this agreement but for the Waiver.
- (b) You and the Company will comply with the ESA. Accordingly, this agreement will: (i) not be interpreted as in any way waiving or contracting out of the ESA; and (ii) be interpreted to achieve compliance with the ESA. The Company will exercise its discretion under this agreement in compliance with the requirements of the ESA and all other applicable legislation. This agreement contains our mutual understanding and there shall be no presumption of strict interpretation against either party.
- (c) It is understood and agreed that all provisions of this agreement and the Policies are subject to all applicable minimum requirements under the ESA. In the event that the ESA provides for superior entitlements upon termination of employment or otherwise (“**Statutory Entitlements**”) than provided for under this agreement or the Policies, the Company shall provide you with your Statutory Entitlements in substitution for your rights under this agreement and the Policies.
- (d) You acknowledge and agree that any breach or threatened breach of any of the provisions of this agreement could cause irreparable damage to the Company Group or its investors, partners or affiliates, that such harm could not be

adequately compensated by the Company's recovery of monetary damages, and that in the event of a breach or threatened breach thereof, the Company shall have, in addition to any and all remedies at law or in equity, the right to an injunction, specific performance or other equitable relief as well as any equitable accounting of all your profits or benefits arising out of any such breach. It is further acknowledged and agreed that the remedies of the Company specified in this paragraph are in addition to and not in substitution for any rights or remedies of the Company at law or in equity and that all such rights and remedies are cumulative and not alternative and that the Company may have recourse to any one or more of its available rights or remedies as it shall see fit.

28. Conditional Offer

This offer is conditional upon the Company being fully satisfied with the results of any background and reference checks. Unless prohibited by the ESA or any other applicable legislation, at any time before you commence employment, even if you have signed this agreement, the Company may rescind this offer of employment without notice and you will not be entitled to termination pay, pay in lieu of notice, severance pay or damages under common law or contract.

29. Clawback

Compensation payable hereunder shall be subject to any clawback or recoupment policy maintained by the Parent or the Company in effect on August 9, 2024 or as may be adopted or maintained by the Parent or Company following such date, including the Parent's Policy for Recovery of Erroneously Awarded Compensation. You acknowledge that this Section 29 is not intended to limit any clawback and/or disgorgement of the compensation payable hereunder pursuant to Section 304 of the Sarbanes-Oxley Act of 2002.

30. Sarbanes-Oxley Act of 2002

Notwithstanding anything herein to the contrary, if the Parent or the Company determines, in its good faith judgment, that any transfer or deemed transfer of funds hereunder is likely to be construed as a personal loan prohibited by Section 13(k) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "**Exchange Act**"), then such transfer or deemed transfer shall not be made to the extent necessary or appropriate so as not to violate the Exchange Act and the rules and regulations promulgated thereunder.

31. Protected Activity

Nothing in this agreement is intended to or shall prevent you from communicating directly with, cooperating with, or providing information to, any federal, state or local government agency, including, but not limited to, the U.S. Securities and Exchange

Commission, the U.S. Commodity Futures Trading Commission or the U.S. Department of Justice, without notifying the Parent or the Company.

To signify your agreement to the above terms and conditions of employment, please return a signed copy of this agreement and the attached Schedule A to me within 7 days from the date of this agreement. We look forward to your acceptance of this offer of employment and to working with you.

Yours sincerely,

/s/ Catherine Spear

Catherine Spear
Authorized Signatory

EMPLOYEE AGREEMENT

I, Sarah Oughtred, have reviewed and agree to the terms and conditions of employment as set out in this agreement.

I have had an opportunity to ensure that I clearly understand the terms and conditions of my employment with the Company, including the termination clause set out herein, and I have had the opportunity to confer with an independent legal advisor if I so wished, in advance of accepting these terms and conditions of employment. I specifically acknowledge that the termination clause in this agreement displaces any entitlement to reasonable notice of termination under common law. Moreover, I have not been induced by the Company to leave any prior employment.

/s/ Sarah Oughtred

Name: Sarah Oughtred

Date: 5/28/2024

SCHEDULE A

**CONFIDENTIALITY OF INFORMATION
AND OWNERSHIP OF PROPRIETARY PROPERTY AGREEMENT**

Exhibit 31.1

CERTIFICATION

I, Catherine Spear, certify that:

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

Date: August 8, 2024

By: /s/ Catherine Spear

Catherine Spear

Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Kevin Fosty, certify that:

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

Date: August 8, 2024

By: /s/ Kevin Fosty

Kevin Fosty

Interim Chief Financial Officer

(Interim Principal Financial Officer)

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of FIGS, Inc. (the "Company") for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Catherine Spear, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 8, 2024

By: /s/ Catherine Spear
Catherine Spear
Chief Executive Officer
(*Principal Executive Officer*)

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of FIGS, Inc. (the "Company") for the period ended June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin Fosty, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 8, 2024

By: /s/ Kevin Fosty

Kevin Fosty

Interim Chief Financial Officer

(Interim Principal Financial Officer)