

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended August 1, 2026

OR

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

For the transition period from _____ to _____

Commission File Number: 001-36401

SPORTSMAN’S WAREHOUSE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)
1475 West 9000 South, Suite A, West Jordan, Utah
(Address of principal executive offices)

39-1975614
(I.R.S. Employer
Identification No.)
84088
(Zip Code)

Registrant’s telephone number, including area code: (801) 566-6681

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	SPWH	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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

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

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

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

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

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

The number of shares of the registrant's common stock, \$0.01 par value per share, outstanding as of September 1, 2026 was 39,141,465.

SPORTSMAN’S WAREHOUSE HOLDINGS, INC.

TABLE OF CONTENTS

	<u>Page</u>
<u>PART I. FINANCIAL INFORMATION</u>	
<u>Item 1.</u> <u>Financial Statements (unaudited):</u>	4
<u>Condensed Consolidated Balance Sheets</u>	4
<u>Condensed Consolidated Statements of Operations</u>	5
<u>Condensed Consolidated Statements of Stockholders’ Equity</u>	6
<u>Condensed Consolidated Statements of Cash Flows</u>	8
<u>Notes to Condensed Consolidated Financial Statements</u>	9
<u>Item 2.</u> <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	22
<u>Item 3.</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u>	34
<u>Item 4.</u> <u>Controls and Procedures</u>	34
<u>PART II. OTHER INFORMATION</u>	
<u>Item 1.</u> <u>Legal Proceedings</u>	35
<u>Item 1A.</u> <u>Risk Factors</u>	35
<u>Item 2.</u> <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	36
<u>Item 3.</u> <u>Defaults Upon Senior Securities</u>	36
<u>Item 4.</u> <u>Mine Safety Disclosures</u>	36
<u>Item 5.</u> <u>Other Information</u>	36
<u>Item 6.</u> <u>Exhibits</u>	37
<u>Signatures</u>	39

We operate on a fiscal calendar that, in a given fiscal year, consists of the 52- or 53-week period ending on the Saturday closest to January 31st. Our second fiscal quarters for fiscal year 2026 and fiscal year 2025 ended on August 1, 2026 and August 2, 2025, respectively. Both quarters consisted of 13 weeks and are referred to herein as the second quarter of fiscal year 2026 and the second quarter of fiscal year 2025, respectively. Fiscal year 2026 contains 52 weeks of operations and will end on January 30, 2027. Fiscal year 2025 contained 52 weeks of operations and ended on January 31, 2026.

References throughout this document to “Sportsman’s Warehouse,” “we,” “us,” and “our” refer to Sportsman’s Warehouse Holdings, Inc. and its subsidiaries, and references to “Holdings” refer to Sportsman’s Warehouse Holdings, Inc. excluding its subsidiaries. References to (i) “fiscal year 2026” refer to our fiscal year ending January 30, 2027; and (ii) “fiscal year 2025” refer to our fiscal year ended January 31, 2026.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “10-Q”) contains statements that constitute forward-looking statements as that term is defined by the Private Securities Litigation Reform Act of 1995. These statements concern our business, operations and financial performance and condition as well as our plans, objectives and expectations for our business operations and financial performance and condition, which are subject to risks and uncertainties. All statements other than statements of historical fact included in this 10-Q are forward-looking statements. These statements may include words such as “aim,” “anticipate,” “assume,” “believe,” “can have,” “could,” “due,” “estimate,” “expect,” “goal,” “intend,” “likely,” “may,” “objective,” “plan,” “positioned,” “potential,” “predict,” “should,” “target,” “will,” “would” and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events or trends. For example, all statements we make relating to our plans and objectives for future operations, growth or initiatives and strategies are forward-looking statements.

These forward-looking statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and our management’s beliefs and assumptions. We derive many of our forward-looking statements from our own operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that predicting the impact of known factors is very difficult, and we cannot anticipate all factors that could affect our actual results.

All of our forward-looking statements are subject to risks and uncertainties that may cause our actual results to differ materially from our expectations. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to:

- current and future government regulations, in particular regulations relating to the sale of firearms and ammunition, which may negatively impact the demand for our products and our ability to conduct our business;*
- our retail-based business model, which is impacted by general economic and market conditions such as elevated interest rates, inflationary pressures and economic, market and financial uncertainties that may cause a decline in consumer spending;*
- our concentration of stores in the Western United States, which makes us susceptible to adverse conditions in this region, and could affect our sales and cause our operating results to suffer;*
- the highly fragmented and competitive industry in which we operate and the potential for increased competition;*
- changes in consumer demands, including regional preferences, which we may not be able to identify and respond to in a timely manner;*
- our entrance into new markets or operations in existing markets, including our long-term strategy to open new stores in future periods, which may not be successful;*
- the costs to close underperforming stores, if we decide to do so, which costs may be significant;*
- stringent and evolving U.S. obligations related to data privacy and security; and*
- the impact of general macroeconomic conditions, such as labor shortages, inflation, elevated interest rates, the impacts of tariffs and trade disputes, economic slowdowns, and recessions or market corrections.*

The above is not a complete list of factors or events that could cause actual results to differ from our expectations, and we cannot predict all of them. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements disclosed under “Part I,

Item 1A., Risk Factors,” appearing in our Annual Report on Form 10-K for the fiscal year ended January 31, 2026 (our “Fiscal 2025 Form 10-K”) and “Part I., Item 2., Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this 10-Q, as such disclosures may be amended, supplemented or superseded from time to time by other reports we file with the Securities and Exchange Commission (the “SEC”), including subsequent Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, and public communications. You should evaluate all forward-looking statements made in this 10-Q and otherwise in the context of these risks and uncertainties.

Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on any forward-looking statements we make. These forward-looking statements speak only as of the date of this 10-Q and are not guarantees of future performance or developments and involve known and unknown risks, uncertainties and other factors that are in many cases beyond our control. Except as required by law, we undertake no obligation to update or revise any forward-looking statements publicly, whether as a result of new information, future developments or otherwise.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
Amounts in Thousands, Except Par Value Data
(unaudited)

	August 1, 2026	January 31, 2026
Assets		
Current assets:		
Cash and cash equivalents	\$ 1,977	\$ 1,659
Accounts receivable, net	2,665	4,390
Merchandise inventories	398,973	312,858
Prepaid expenses and other	20,683	18,834
Total current assets	424,298	337,741
Operating lease right of use asset	285,016	288,590
Finance lease right of use asset	1,318	1,215
Property and equipment, net	123,791	133,329
Goodwill	1,496	1,496
Definite lived intangibles, net	183	211
Total assets	<u>\$ 836,102</u>	<u>\$ 762,582</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 71,400	\$ 44,933
Accrued expenses	110,518	102,450
Income taxes payable	467	64
Operating lease liability, current	55,492	53,763
Finance lease liability	367	295
Revolving line of credit	125,118	47,524
Total current liabilities	363,362	249,029
Long-term liabilities:		
Deferred income taxes	351	—
Term loan, net	43,909	44,165
Operating lease liability, noncurrent	263,753	279,933
Finance lease liability, noncurrent	936	895
Total long-term liabilities	308,949	324,993
Total liabilities	672,311	574,022
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$.01 par value; 100,000 shares authorized; 39,120 and 38,641 shares issued and outstanding, respectively	391	386
Additional paid-in capital	90,412	88,911
Accumulated earnings	72,988	99,263
Total stockholders' equity	163,791	188,560
Total liabilities and stockholders' equity	<u>\$ 836,102</u>	<u>\$ 762,582</u>

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

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
Amounts in Thousands, Except Per Share Data
(unaudited)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Net sales	\$ 295,583	\$ 293,899	\$ 551,661	\$ 543,002
Cost of goods sold	199,573	199,950	379,868	373,410
Gross profit	96,010	93,949	171,793	169,592
Selling, general, and administrative expenses	97,143	97,166	191,028	192,422
Loss from operations	(1,133)	(3,217)	(19,235)	(22,830)
Other losses	—	—	77	76
Interest expense	3,305	3,769	5,930	6,664
Loss before income taxes	(4,438)	(6,986)	(25,242)	(29,570)
Income tax (benefit) expense	(11)	97	1,033	(1,233)
Net loss	\$ (4,427)	\$ (7,083)	\$ (26,275)	\$ (28,337)
Loss per share:				
Basic	\$ (0.11)	\$ (0.18)	\$ (0.68)	\$ (0.74)
Diluted	\$ (0.11)	\$ (0.18)	\$ (0.68)	\$ (0.74)
Weighted average shares outstanding:				
Basic	39,044	38,376	38,904	38,260
Diluted	39,044	38,376	38,904	38,260

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

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Amounts in Thousands
(unaudited)

For the Thirteen Weeks Ended August 1, 2026 and August 2, 2025

	Common Stock		Restricted nonvoting Common Stock		Additional paid-in- capital Amount	Accumulated (deficit) earnings Amount	Total stockholders' equity Amount
	Shares	Amount	Shares	Amount			
Balance at May 3, 2025	38,318	\$ 383	—	\$ —	\$ 86,604	\$ 128,070	\$ 215,057
Vesting of restricted stock units	70	1	—	—	(1)	—	—
Payment of withholdings on restricted stock units	(18)	—	—	—	(11)	—	(11)
Issuance of common stock for cash per employee stock purchase plan	43	—	—	—	97	—	97
Stock-based compensation	—	—	—	—	827	—	827
Net loss	—	—	—	—	—	(7,083)	(7,083)
Balance at August 2, 2025	38,413	\$ 384	—	\$ —	\$ 87,516	\$ 120,987	\$ 208,887
Balance at May 2, 2026	38,968	\$ 390	—	\$ —	\$ 89,399	\$ 77,415	\$ 167,204
Vesting of restricted stock units	121	1	—	—	(1)	—	—
Payment of withholdings on restricted stock units	(27)	—	—	—	(14)	—	(14)
Issuance of common stock for cash per employee stock purchase plan	58	—	—	—	66	—	66
Stock-based compensation	—	—	—	—	962	—	962
Net loss	—	—	—	—	—	(4,427)	(4,427)
Balance at August 1, 2026	39,120	\$ 391	—	\$ —	\$ 90,412	\$ 72,988	\$ 163,791

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

For the Twenty-Six Weeks Ended August 1, 2026 and August 2, 2025

	Common Stock		Restricted nonvoting common stock		Additional paid-in- capital Amount	Accumulated (deficit) earnings Amount	Total stockholders equity Amount
	Shares	Amount	Shares	Amount			
Balance at February 1, 2025	38,041	\$ 380	—	\$ —	\$ 86,000	\$ 149,324	\$ 235,704
Vesting of restricted stock units	490	5	—	—	(5)	—	—
Payment of withholdings on restricted stock units	(161)	(2)	—	—	(196)	—	(198)
Issuance of common stock for cash per employee stock purchase plan	43	1	—	—	97	—	98
Stock based compensation	—	—	—	—	1,620	—	1,620
Net loss	—	—	—	—	—	(28,337)	(28,337)
Balance at August 2, 2025	38,413	\$ 384	—	\$ —	\$ 87,516	\$ 120,987	\$ 208,887
Balance at January 31, 2026	38,641	\$ 386	—	\$ —	\$ 88,911	\$ 99,263	\$ 188,560
Vesting of restricted stock units	644	6	—	—	(6)	—	—
Payment of withholdings on restricted stock units	(223)	(2)	—	—	(300)	—	(302)
Issuance of common stock for cash per employee stock purchase plan	58	1	—	—	66	—	67
Stock based compensation	—	—	—	—	1,741	—	1,741
Net loss	—	—	—	—	—	(26,275)	(26,275)
Balance at August 1, 2026	39,120	\$ 391	—	\$ —	\$ 90,412	\$ 72,988	\$ 163,791

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

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Amounts in Thousands
(unaudited)

	Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025
Cash flows from operating activities:		
Net loss	\$ (26,275)	\$ (28,337)
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation of property and equipment	17,193	19,765
Amortization of discount on debt and deferred financing fees	370	285
Amortization of definite lived intangible	28	17
Loss on asset dispositions	69	64
Deferred income taxes	351	(946)
Stock-based compensation	1,741	1,620
Change in operating assets and liabilities, net of amounts acquired:		
Accounts receivable, net	1,728	(257)
Operating lease assets and liabilities	(10,981)	(2,320)
Merchandise inventories	(86,115)	(101,541)
Prepaid expenses and other	(467)	(1,612)
Accounts payable	26,437	24,261
Accrued expenses	8,076	2,167
Income taxes payable	403	35
Net cash used in operating activities	(67,442)	(86,799)
Cash flows from investing activities:		
Purchase of property and equipment	(7,704)	(11,180)
Proceeds from sale of property and equipment	8	11
Net cash used in investing activities	(7,696)	(11,169)
Cash flows from financing activities:		
Net borrowings on line of credit	77,594	76,561
Borrowings on term loan	—	20,000
(Decrease) increase in book overdraft	(9)	903
Proceeds from issuance of common stock per employee stock purchase plan	67	97
Payment of finance leases	113	—
Payment of withholdings on restricted stock units	(302)	(196)
Payment of deferred financing costs and discount on term loan	(2,007)	(425)
Net cash provided by financing activities	75,456	96,940
Net change in cash and cash equivalents	318	(1,028)
Cash and cash equivalents at beginning of period	1,659	2,832
Cash and cash equivalents at end of period	\$ 1,977	\$ 1,804
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest, net of amounts capitalized	\$ 5,730	\$ 6,286
Income taxes, net of refunds	279	(321)
Supplemental schedule of noncash activities:		
Purchases of property and equipment included in accounts payable and accrued expenses	\$ 823	\$ 2,098

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

SPORTSMAN’S WAREHOUSE HOLDINGS, INC.

AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
Dollars in Thousands, except per share amounts (unaudited)

(1) Description of Business and Basis of Presentation

Description of Business

Sportsman’s Warehouse Holdings, Inc., a Delaware corporation (“Holdings”), and its subsidiaries (collectively, the “Company”) operate retail sporting goods stores. As of August 1, 2026, the Company operated 147 stores in 32 states. The Company also operates an e-commerce platform at www.sportsmans.com. The Company’s stores and website are aggregated into one operating and reportable segment.

Basis of Presentation

The condensed consolidated financial statements included herein are unaudited and have been prepared by management of the Company pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted pursuant to such rules and regulations. The Company’s condensed consolidated balance sheet as of January 31, 2026 was derived from the Company’s audited consolidated balance sheet as of that date. All other condensed consolidated financial statements contained herein are unaudited and reflect all adjustments that are, in the opinion of management, necessary to summarize fairly the Company’s condensed consolidated financial statements for the periods presented. All of these adjustments are of a normal recurring nature. The results of the fiscal quarter ended August 1, 2026 are not necessarily indicative of the results to be obtained for the fiscal year ending January 30, 2027. These condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended January 31, 2026 filed with the SEC on March 31, 2026 (the “Fiscal 2025 Form 10-K”).

(2) Summary of Significant Accounting Policies

The Company’s significant accounting policies are described in Note 2 to the Fiscal 2025 Form 10-K. The Company has consistently applied the accounting policies to all periods presented in the condensed consolidated financial statements presented herein.

Recently Issued Accounting Pronouncements

In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40), which includes improvements to the disclosures in the notes to the financial statements of specified information about certain costs and expenses. This ASU requires the disclosure of (1) amounts of certain relevant expenses included in each caption on the face of the financial statements, (2) certain amounts that are already required to be disclosed under GAAP in the same disclosure as the other disaggregation requirements, (3) a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively, and (4) the total amount of selling expenses and, in annual reporting periods, an entity’s definition of selling expenses. This ASU is effective for public entities for annual periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027 with early adoption permitted. The Company is evaluating the future impact of the issuance of this ASU on its consolidated financial statements.

(3) Revenue Recognition

Revenue recognition accounting policy

The Company operates solely as an outdoor retailer, which includes both retail stores and an e-commerce platform, that offers a broad range of products in the United States and online. Generally, all revenues are recognized when control of the promised goods is transferred to customers, in an amount that reflects the consideration in exchange for those goods. Accordingly, the Company implicitly enters into a contract with customers to deliver merchandise inventory at the point of sale. Collectability is reasonably assured since the Company only extends immaterial credit for purchases to certain municipalities.

Substantially all of the Company's revenue is for single performance obligations for the following distinct items:

- Retail store sales
- E-commerce sales
- Gift cards and loyalty rewards program

For performance obligations related to retail store and e-commerce sales contracts, the Company typically transfers control, for retail stores, upon consummation of the sale when the product is paid for and taken by the customer and, for e-commerce sales, when the products are tendered for delivery to the common carrier.

The transaction price for each contract is the stated price on the product, reduced by any stated discounts at that point in time. The Company does not engage in sales of products that attach a future material right which could result in a separate performance obligation for the purchase of goods in the future at a material discount. The implicit point-of-sale contract with the customer, as reflected in the transaction receipt, states the final terms of the sale, including the description, quantity, and price of each product purchased. Payment for the Company's contracts is due in full upon delivery. The customer agrees to a stated price implicit in the contract that does not vary over the contract.

The transaction price relative to sales subject to a right of return reflects the amount of estimated consideration to which the Company expects to be entitled. This amount of variable consideration included in the transaction price, and measurement of net sales, is included in net sales only to the extent that it is probable that there will be no significant reversal in a future period. Actual amounts of consideration ultimately received may differ from the Company's estimates. The allowance for sales returns is estimated based upon historical experience and a provision for estimated returns is recorded as a reduction in sales in the relevant period. The estimated merchandise inventory cost related to the sales returns is recorded in prepaid expenses and other. The estimated refund liabilities are recorded in accrued expenses. If actual results in the future vary from the Company's estimates, the Company adjusts these estimates, which would affect net sales and earnings in the period such variances become known.

Contract liabilities are recognized primarily for gift card sales and the Company's loyalty reward program. Cash received from the sale of gift cards is recorded as a contract liability in accrued expenses, and the Company recognizes revenue upon the customer's redemption of the gift card. Gift card breakage is recognized as revenue in proportion to the pattern of customer redemptions by applying a historical breakage rate of 4.0% when no escheat liability to relevant jurisdictions exists. Based upon historical experience, gift cards are predominantly redeemed in the first two years following their issuance date. The Company does not sell or provide gift cards that carry expiration dates.

Accounting Standards Codification ("ASC") 606 requires the Company to allocate the transaction price between the goods and the loyalty reward points based on the relative standalone selling price. The Company recognizes revenue for the breakage of loyalty reward points as revenue in proportion to the pattern of customer redemption of the points by applying an estimated breakage rate of 35.0% using historical rates and future expectations.

As it relates to e-commerce sales, the Company accounts for shipping and handling as fulfillment activities, and not as a separate performance obligation. Accordingly, the Company recognizes revenue for only one performance

obligation, the sale of the product, at the shipping point (when the customer gains control). Revenue associated with shipping and handling is not material. The costs associated with fulfillment are recorded in costs of goods sold.

The Company offers promotional financing and credit cards issued by a third-party bank that manages and directly extends credit to the Company's customers. The Company provides a license to its brand and marketing services, and the Company facilitates credit applications in its stores and online. The banks are the sole owners of the accounts receivable generated under the program and, accordingly, the Company does not hold any customer receivables related to these programs and acts as an agent in the financing transactions with customers. The Company is eligible to receive a profit share from certain of its banking partners based on the annual performance of their corresponding portfolio, and the Company receives monthly payments based on forecasts of full-year performance. This is a form of variable consideration. The Company records such profit share as revenue over time using the most likely amount method, which reflects the amount earned each month when it is determined that the likelihood of a significant revenue reversal is not probable, which is typically monthly. Profit-share payments occur monthly, shortly after the end of each program month.

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.

Sales returns

The Company allows customers to return items purchased within 30 days provided the merchandise is in resaleable condition with original packaging and the original sales/gift receipt is presented. The Company estimates a reserve for sales returns and records the respective reserve amounts, including a right to return asset when a product is expected to be returned and resold. Historical experience of actual returns and customer return rights are the key factors used in determining the estimated sales returns.

Contract balances

The following table provides information about right of return assets, contract liabilities, and sales return liabilities with customers as of August 1, 2026 and January 31, 2026:

	August 1, 2026	January 31, 2026
Right of return assets, which are included in prepaid expenses and other	\$ 2,176	\$ 1,567
Estimated gift card contract liability, net of breakage	(29,213)	(32,278)
Estimated loyalty contract liability, net of breakage	(5,414)	(5,276)
Sales return liabilities, which are included in accrued expenses	(3,248)	(2,339)

During the 13 and 26 weeks ended August 1, 2026, the Company recognized approximately \$300 and \$663 in gift card breakage and approximately \$693 and \$1,376 in loyalty breakage, respectively. During the 13 and 26 weeks ended August 2, 2025, the Company recognized approximately \$318 and \$697 in gift card breakage and approximately \$1,223 and \$2,247 in loyalty breakage, respectively. During the 13 and 26 weeks ended August 1, 2026, the Company recognized revenue of \$3,364 and \$11,596, respectively, relating to contract liabilities that existed at January 31, 2026. During the 13 and 26 weeks ended August 2, 2025, the Company recognized revenue of \$3,532 and \$11,662, respectively, relating to contract liabilities that existed at February 1, 2025.

The current balance of the right of return assets is the expected amount of inventory to be returned that is expected to be resold. The current balance of the contract liabilities primarily relates to the gift card and loyalty reward program liabilities. The Company expects the revenue associated with these liabilities to be recognized in proportion to the pattern of customer redemptions over the next two years. The current balance of sales return liabilities is the expected amount of sales returns from sales that have occurred.

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by department. The percentage of net sales related to the Company's departments during the 13 and 26 weeks ended August 1, 2026 and August 2, 2025, was approximately:

Department	Product Offerings	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
		August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Camping	Backpacks, camp essentials, canoes and kayaks, coolers, outdoor cooking equipment, sleeping bags, tents and tools	12.9%	14.5%	10.2%	11.8%
Apparel	Camouflage, jackets, hats, outerwear, sportswear, technical gear and work wear	5.7%	6.3%	5.5%	6.1%
Fishing	Bait, electronics, fishing rods, flotation items, fly fishing, lines, lures, reels, tackle and small boats	17.9%	18.3%	15.4%	15.5%
Footwear	Hiking boots, socks, sport sandals, technical footwear, trail shoes, casual shoes, waders and work boots	5.2%	6.1%	4.9%	5.7%
Hunting and Shooting Sports	Ammunition, archery items, ATV accessories, blinds and tree stands, decoys, firearms, reloading equipment and shooting gear	52.4%	48.9%	58.9%	55.7%
Optics, Electronics, Accessories and Other	Gift items, GPS devices, knives, lighting, optics, two-way radios, and other license revenue, net of revenue discounts	5.9%	5.9%	5.1%	5.2%
Total		100.0%	100.0%	100.0%	100.0%

(4) Property and Equipment

Property and equipment consisted of the following as of August 1, 2026 and January 31, 2026:

	August 1, 2026	January 31, 2026
Furniture, fixtures, and equipment	\$ 189,105	\$ 185,597
Leasehold improvements	228,834	226,651
Construction in progress	2,641	710
Total property and equipment, gross	420,580	412,958
Less accumulated depreciation and amortization	(296,789)	(279,629)
Total property and equipment, net	\$ 123,791	\$ 133,329

(5) Accrued Expenses

Accrued expenses consisted of the following as of August 1, 2026 and January 31, 2026:

	August 1, 2026	January 31, 2026
Book overdraft	\$ 19,623	\$ 19,632
Unearned revenue	38,275	42,080
Accrued payroll and related expenses	18,110	12,757
Sales and use tax payable	6,094	4,589
Other	28,416	23,392
Total accrued expenses	<u>\$ 110,518</u>	<u>\$ 102,450</u>

(6) Leases

At the inception of the lease, the Company's leases have remaining certain lease terms of up to 12 years, which typically includes multiple options for the Company to extend the lease which are not reasonably certain.

During the fiscal year ended January 31, 2026, the Company entered into finance lease arrangements for cash management equipment, including money counting machines and store safes, utilized in retail store operations. These arrangements generally have initial lease terms of four years. The leased equipment is recognized as finance lease right-of-use assets with corresponding finance lease liabilities on the consolidated balance sheets. Lease expense is recognized through depreciation of the right-of-use assets and interest on the related lease liabilities over the lease term.

The Company has certain retail locations at which the leases provide for variable payments for common area maintenance, property taxes, insurance and rental payments based on future sales volumes at the leased location, which are not measurable at the inception of the lease. The Company recognizes variable lease expense for these leases in the period incurred.

The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

During the 13 and 26 weeks ended August 1, 2026, the Company recorded non-cash decreases of \$105 and \$7, respectively, to the right of use assets and operating lease liabilities resulting from lease remeasurements from the exercise of lease extension options, acquired leases, new leases added and lease amendments.

In accordance with ASC 842, total lease expense was comprised of the following for the periods presented:

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Operating lease expense	\$ 17,499	\$ 17,343	\$ 34,963	\$ 34,662
Finance lease expense	87	—	174	—
Variable lease expense	6,158	6,061	12,667	12,618
Short-term lease expense	188	79	336	180
Total lease expense	<u>\$ 23,932</u>	<u>\$ 23,483</u>	<u>\$ 48,140</u>	<u>\$ 47,460</u>

In accordance with ASC 842, other information related to leases was as follows for the periods presented:

	Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025
Operating cash flows from operating leases	\$ 38,309	\$ 36,532
Operating cash flows from finance leases	174	—
Cash paid for lease liabilities - operating and finance leases	<u>38,483</u>	<u>36,532</u>

	As of August 1, 2026	As of August 2, 2025
Right-of-use assets obtained in exchange for new or remeasured operating lease liabilities	\$ (7)	\$ (3,961)
Weighted-average remaining lease term (in years)		
Operating leases	5.61	6.17
Finance leases	3.85	-
Weighted-average discount rate		
Operating leases	7.24%	7.34%
Finance leases	5.15%	-

In accordance with ASC 842, maturities of operating lease liabilities as of August 1, 2026 were as follows:

Fiscal Year Ending:	Operating Leases	Finance Leases
2026 (remainder)	\$ 38,615	\$ 212
2027	72,214	423
2028	66,278	423
2029	57,115	336
2030	51,387	19
Thereafter	111,618	—
Undiscounted cash flows	\$ 397,227	\$ 1,413
Reconciliation of lease liabilities:		
Present values	\$ 319,245	\$ 1,303
Lease liabilities - current	55,492	367
Lease liabilities - noncurrent	263,753	936
Lease liabilities - total	\$ 319,245	\$ 1,303
Difference between undiscounted and discounted cash flows	\$ 77,982	\$ 110

(7) Segments

The Company has one reportable segment, Sportsman's Warehouse, which operates solely as a sporting goods retailer, including both retail stores and an e-commerce platform. The single operating segment derives revenues from customers purchasing goods from both the Company's retail stores and its e-commerce platform.

The chief operating decision maker ("CODM") assesses performance for the single operating segment and decides how to allocate resources based on net income (loss) that also is reported on the condensed consolidated statement of operations.

The measure of segment assets is reported on the condensed consolidated balance sheet as total consolidated assets. Asset information is not presented here because its presentation here would be duplicative of the condensed consolidated balance sheets.

Net income is used in monitoring budget versus actual results. The CODM also uses net income (loss) in competitive analysis by benchmarking to the Company's competitors. The competitive analysis along with the monitoring of budgeted versus actual results are used in assessing performance of the segment and in establishing management's compensation.

The Company's single reportable segment revenue, segment profit or loss, and significant segment expenses are as follows:

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Net sales	\$ 295,583	\$ 293,899	\$ 551,661	\$ 543,002
Cost of goods sold	199,573	199,950	379,868	373,410
Gross profit	96,010	93,949	171,793	169,592
Selling, general and administrative expenses				
Payroll	42,594	41,490	83,757	84,058
Rent	23,932	23,327	48,140	47,243
Depreciation and amortization	8,589	9,922	17,221	19,782
Nonrecurring operating expenses (1)	275	783	918	783
Pre-opening (2)	—	153	—	226
Other operating (3)	21,753	21,491	40,992	40,330
Total selling, general and administrative expenses	97,143	97,166	191,028	192,422
Loss from operations	(1,133)	(3,217)	(19,235)	(22,830)
Other (income) expense:				
Other losses	—	—	77	76
Interest expense	3,305	3,769	5,930	6,664
Loss before income taxes	(4,438)	(6,986)	(25,242)	(29,570)
Income tax (benefit) expense	(11)	97	1,033	(1,233)
Consolidated net (loss) income	<u>\$ (4,427)</u>	<u>\$ (7,083)</u>	<u>\$ (26,275)</u>	<u>\$ (28,337)</u>

- (1) Represents certain expenses the Company believes fall outside of typical costs related to normal operating conditions including management transition costs and executive retention.
- (2) Represents expenses incurred due to the opening of new store locations.
- (3) Significant expenses in Other operating include: marketing, credit card fees, utilities, insurance, software support, consulting and legal.

(8) Long-Term Debt

Long-term debt consisted of the following as of August 1, 2026 and January 31, 2026:

	August 1, 2026	January 31, 2026
Term loan	\$ 45,000	\$ 45,000
Less discount	(1,091)	(835)
	43,909	44,165
Less current portion, net of discount	—	—
Long-term portion	<u>\$ 43,909</u>	<u>\$ 44,165</u>

Term Loan

The Company maintains a \$45,000 term loan facility (the “Term Loan Facility”), which is governed by an ABL term loan credit agreement (as amended, the “A&R Term Loan Agreement”) with Sportsman’s Warehouse, Inc. (“SWI”), a wholly owned subsidiary of Holdings, as lead borrower, Holdings, as guarantor, and other subsidiaries of Holdings, each as borrowers, and PLC Agent LLC, as administrative and collateral agent for various lenders. The Term Loan Facility consists of \$25,000 in an initial ABL term loan (the “Initial Term Loan”) and \$20,000 in a delayed draw ABL term loan (the “Delayed Draw Term Loan” and collectively with the Initial Term Loan, the

“Term Loans”) that were made by the ABL Lenders on July 30, 2024 and July 30, 2025, respectively. The proceeds from the Initial Term Loan were used to repay obligations under the Revolving Line of Credit described in Note 9.

The Company incurred deferred financing costs and discounts related to the original Term Loans of approximately \$1,563. In conjunction with the new A&R Term Loan Agreement, the Company incurred an additional \$534. These costs offset the recorded carrying amount of the Term Loans on the condensed consolidated balance sheet and are amortized to interest expense over the life of the Term Loans. As of August 1, 2026 and January 31, 2026, the Company had \$45,000 and \$45,000, respectively, in outstanding Term Loans. As of August 1, 2026, the Company did not have any remaining amount available for borrowing under the Term Loan Facility.

The A&R Term Loan Agreement has a stated maturity date of June 18, 2031. Borrowings under the A&R Term Loan Agreement bear interest at a rate equal to (i) a specified term secured overnight financing rate (“SOFR”), plus (ii) 0.10% as a SOFR adjustment, plus (iii) the applicable margin as specified in the A&R Term Loan Agreement. The applicable margin means either 4.00% or 7.00% depending on the type of term loan. Under the A&R Term Loan Agreement, loans may be required to be converted to base rate loans and in such case, the applicable margin rate will increase by 1.0%. The interest rate on the outstanding A&R Term Loans as of August 1, 2026 was 10.45%.

Each of the subsidiaries of Holdings is a borrower under the Term Loan Facility, and all obligations under the Term Loan Facility are guaranteed by Holdings. All of the obligations under the Term Loan Facility are secured by a lien on substantially all of Holdings’ tangible and intangible working capital assets and the tangible and intangible working capital assets of all of Holdings’ subsidiaries. The lien securing the obligations under the Term Loan Facility is a first priority lien as to equipment, fixtures, intellectual property, and equity interests.

SWI and the other borrowers may be required to make mandatory prepayments under the Term Loan Facility in the event of a disposition of certain property or assets, in the event of receipt of certain insurance or condemnation proceeds, upon the issuance of certain debt or equity securities, upon the incurrence of certain indebtedness for borrowed money or upon the receipt of certain payments not received in the ordinary course of business.

The A&R Term Loan Agreement requires the Company to maintain a minimum availability at all times of not less than the greater of \$30,000 and 10% of the gross borrowing base. In addition, the A&R Term Loan Agreement contains customary affirmative and negative covenants, including covenants that limit the ability of the Company to incur, create or assume certain indebtedness, to create, incur or assume certain liens, to make certain investments, to make sales, transfers and dispositions of certain property and to undergo certain fundamental changes, including certain mergers, liquidations and consolidations. The A&R Term Loan Agreement also contains customary events of default, including defaults triggered by defaults under the Revolving Line of Credit. See Note 9 for information on the Revolving Line of Credit.

As of August 1, 2026 and January 31, 2026, the Company had \$1,091 and \$835, respectively, in outstanding deferred financing fees and discounts related to the Term Loans. During the 13 and 26 weeks ended August 1, 2026, the Company recognized \$119 and \$277, respectively, of non-cash interest expense with regard to the amortization of deferred financing fees and discounts related to the Term Loans. During the 13 and 26 weeks ended August 2, 2025, the Company recognized \$106 and \$208, respectively, of non-cash interest expense with regard to the amortization of deferred financing fees and discounts related to the Term Loans.

The scheduled minimum payments on outstanding long-term debt were as follows as of August 1, 2026:

Fiscal Year Ending:	Minimum Payments
2026 (remainder)	\$ —
2027	\$ —
2028	\$ —
2029	\$ —
2030	\$ —
2031	\$ 45,000
Total	\$ 45,000

(9) Revolving Line of Credit

The Company maintains a \$315,000 revolving credit facility (the “Revolving Line of Credit”), which is governed by an amended and restated credit agreement (as amended, the Amended Credit Agreement”) with SWI, as lead borrower, Holdings, and other subsidiaries of Holdings, each as borrowers, and Wells Fargo Bank, National Association (“Wells Fargo”), as administrative agent, collateral agent, swing line lender, letter of credit issuer and lender, with a consortium of banks led by Wells Fargo, to amend the Amended and Restated Credit Agreement, dated as of May 23, 2018, as previously amended May 17, 2022, and July 30, 2024.

As of August 1, 2026 and January 31, 2026, the Company had \$138,702 and \$57,936, respectively, in outstanding revolving loans under the Revolving Line of Credit. Amounts outstanding are offset on the condensed consolidated balance sheets by amounts in depository accounts under lock-box type arrangements, which were \$13,584 and \$10,412 as of August 1, 2026 and January 31, 2026, respectively. As of August 1, 2026, the Company had \$102,996 available for borrowing under the Revolving Line of Credit, calculated based upon certain borrowing base restrictions and stand-by commercial letters of credit of \$5,382 under the terms of the Revolving Line of Credit.

In conjunction with the Amended Credit Agreement, the Company incurred \$1,473 in fees paid to various parties, which were capitalized. The Company will continue to amortize these fees and the prior recorded fees which were capitalized in association with the May 17, 2022 amendment. Fees associated with the Revolving Line of Credit were recorded in prepaid expenses and other assets.

The Revolving Line of Credit has a maturity of June 18, 2031. Borrowings under the Revolving Line of Credit bear interest based on either the base rate or Term SOFR (as defined in the Amended Credit Agreement), at the Company’s option, in each case plus an applicable margin. The base rate is the greatest of (1) the floor rate (as defined in the Amended Credit Agreement as a rate of interest equal to 0.0%) (2) Wells Fargo’s prime rate, (3) the federal funds rate (as defined in the Amended Credit Agreement) plus 0.50% or (4) the one-month Term SOFR (as defined in the Amended Credit Agreement) plus 1.00%. The applicable margin for loans under the Revolving Line of Credit, which varies based on the average daily availability, ranges from 0.75% to 1.00% per year for base rate loans and from 1.75% to 2.00% per year for Term SOFR loans. The Company is required to pay a commitment fee for the unused portion of the Revolving Line of Credit, which will range from 0.25% to 0.30% per annum, depending on the average daily availability under the Revolving Line of Credit. The weighted average interest rate on the amounts outstanding under the Revolving Line of Credit as of August 1, 2026 and January 31, 2026 was 5.56% and 5.09%, respectively.

Each of the subsidiaries of Holdings is a borrower under the Revolving Line of Credit, and all obligations under the Revolving Line of Credit are guaranteed by Holdings. All of the obligations under the Revolving Line of Credit are secured by a lien on substantially all of Holdings’ tangible and intangible working capital assets and the tangible and intangible working capital assets of all of Holdings’ subsidiaries. The lien securing the obligations under the Revolving Line of Credit is a first priority lien as to certain liquid assets, including cash, accounts receivable, deposit accounts and inventory.

SWI and the other borrowers may be required to make mandatory prepayments under the Revolving Line of Credit in the event of a disposition of certain property or assets, in the event of receipt of certain insurance or condemnation proceeds, upon the issuance of certain debt or equity securities, upon the incurrence of certain indebtedness for borrowed money or upon the receipt of certain payments not received in the ordinary course of business.

The Amended Credit Agreement requires the Company to maintain a minimum availability at all times under its Revolving Line of Credit of not less than the greater of \$30,000 and 10% of the gross borrowing base. In addition, the Amended Credit Agreement contains customary affirmative and negative covenants, including covenants that limit the Company's ability to incur, create or assume certain indebtedness, to create, incur or assume certain liens, to make certain investments, to make sales, transfers and dispositions of certain property and to undergo certain fundamental changes, including certain mergers, liquidations and consolidations. The Amended Credit Agreement also contains customary events of default, including defaults triggered by defaults under the Term Loan Facility. As of August 1, 2026, the Company held approximately \$407,771 in collateralized eligible inventory and credit card receivables related to the Term Loan and the Revolving Line of Credit.

As of August 1, 2026 and January 31, 2026, the Company had \$1,582 and \$201, respectively, in outstanding deferred financing fees. During the 13 and 26 weeks ended August 1, 2026, the Company recognized \$54 and \$92, respectively, of non-cash interest expense with regard to the amortization of deferred financing fees. During the 13 and 26 weeks ended August 2, 2025, the Company recognized \$38 and \$76, respectively, of non-cash interest expense with regard to the amortization of deferred financing fees.

During the 13 and 26 weeks ended August 1, 2026, gross borrowings under the Revolving Line of Credit were \$346,656 and \$688,003, respectively. During the 13 and 26 weeks ended August 2, 2025, gross borrowings under the Revolving Line of Credit were \$351,274 and \$691,412, respectively. During the 13 and 26 weeks ended August 1, 2026, gross paydowns under the Revolving Line of Credit were \$330,225 and \$611,898, respectively. During the 13 and 26 weeks ended August 2, 2025, gross paydowns under the Revolving Line of Credit were \$342,162 and \$617,082, respectively.

Restricted Net Assets

The provisions of the A&R Term Loan Agreement and the Amended Credit Agreement restrict all of the net assets of the Company's consolidated subsidiaries, which constitute all of the net assets on the Company's condensed consolidated balance sheet as of August 1, 2026, from being used to pay any dividends without prior written consent from the financial institutions party to the respective agreement.

(10) Income Taxes

During the 13 and 26 weeks ended August 1, 2026, the Company recognized income tax benefit of \$11 and income tax expense of \$1,033, respectively. During the 13 and 26 weeks ended August 2, 2025, the Company recognized income tax expense of \$97 and income tax benefit of \$1,233, respectively. The Company's effective tax rate during the 13 and 26 weeks ended August 1, 2026 was 0.2% and -4.1%, respectively. The Company's effective tax rate during the 13 and 26 weeks ended August 2, 2025 was -1.4% and 4.2%, respectively. The Company's effective tax rate will generally differ from the U.S. Federal statutory rate of 21.0%, due to state taxes, permanent items, and discrete items relating to stock award deductions, and any expense offset by a valuation allowance.

(11) Stockholders' Equity

Earnings per Share

Basic earnings per share is calculated by dividing net income by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share represents basic earnings per share adjusted to include the potentially dilutive effect of nonvested share awards and nonvested share unit awards.

The following table sets forth the computation of basic and diluted earnings per share for the periods presented:

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Net loss	\$ (4,427)	\$ (7,083)	\$ (26,275)	\$ (28,337)
Weighted average shares of common stock outstanding:				
Basic	39,044	38,376	38,904	38,260
Diluted	39,044	38,376	38,904	38,260
Basic loss per share	\$ (0.11)	\$ (0.18)	\$ (0.68)	\$ (0.74)
Diluted loss per share	\$ (0.11)	\$ (0.18)	\$ (0.68)	\$ (0.74)
Restricted stock units considered anti-dilutive and excluded in the calculation	615	113	727	594

(12) Stock-Based Compensation

Stock-Based Compensation

During the 13 and 26 weeks ended August 1, 2026, the Company recognized total stock-based compensation expense of \$962 and \$1,741, respectively. During the 13 and 26 weeks ended August 2, 2025, the Company recognized total stock-based compensation expense of \$827 and \$1,620, respectively. Compensation expense related to the Company's stock-based payment awards is recognized in selling, general, and administrative expenses in the condensed consolidated statements of operations.

Employee Stock Plan

As of August 1, 2026, the number of shares available for awards under the Amended and Restated 2019 Performance Incentive Plan (as amended and restated, the "Amended 2019 Plan") was 1,362. As of August 1, 2026, there were 3,745 unvested stock awards outstanding under the Amended 2019 Plan.

Employee Stock Purchase Plan

The Company also maintains an Amended and Restated Employee Stock Purchase Plan (the "ESPP") that was approved by the Company's stockholders in fiscal year 2015, under which 1,600 shares of common stock were authorized. During the 13 weeks ended August 1, 2026, 58 shares were issued under the ESPP and, as of August 1, 2026, the number of shares available for issuance was 579.

Nonvested Performance-Based Stock Awards

During the 13 and 26 weeks ended August 1, 2026, the Company issued 395 nonvested performance-based stock awards to employees at a weighted average grant date fair value of \$1.45 per share. During the 13 and 26 weeks ended August 2, 2025, the Company did not issue any performance-based stock awards to employees.

The following table sets forth the rollforward of outstanding nonvested performance-based stock awards (per share amounts are not in thousands):

	Shares		Weighted average grant-date fair value
Balance at January 31, 2026	83	\$	2.84
Grants	395		1.45
Forfeitures	—		—
Vested	—		—
Balance at August 1, 2026	478	\$	1.72

	Shares		Weighted average grant-date fair value
Balance at February 1, 2025	12	\$	8.40
Grants	—		—
Forfeitures	—		—
Vested	—		—
Balance at August 2, 2025	12	\$	8.40

Nonvested Stock Unit Awards

During the 13 and 26 weeks ended August 1, 2026, the Company issued 708 and 2,234 nonvested stock units to employees and directors at a weighted average grant date fair value of \$1.36 and \$1.38 per share, respectively. The shares issued to employees of the Company vest over a three-year period with one third of the shares vesting on each anniversary of the grant date. The shares issued to directors of the Company vest over a 12-month period with one-twelfth of the shares vesting each month.

During the 13 and 26 weeks ended August 2, 2025, the Company issued 314 and 1,149 nonvested stock units to employees and directors at a weighted average grant date fair value of \$1.96 and \$1.28 per share, respectively. The shares issued to employees of the Company vest over a three-year period with one third of the shares vesting on each anniversary of the grant date. The shares issued to directors of the Company vest over a 12-month period with one-twelfth of the shares vesting each month.

The following table sets forth the rollforward of outstanding nonvested stock units (per share amounts are not in thousands):

	Shares		Weighted average grant-date fair value
Balance at January 31, 2026	1,735	\$	2.55
Grants	2,234		1.38
Forfeitures	(5)		4.47
Vested	(697)		2.39
Balance at August 1, 2026	3,267	\$	1.76

	Shares		Weighted average grant-date fair value
Balance at February 1, 2025	1,700	\$	4.01
Grants	1,149		1.28
Forfeitures	(34)		4.97
Vested	(584)		4.20
Balance at August 2, 2025	2,231	\$	2.57

(13) Commitments and Contingencies

Legal Matters

The Company is involved in various legal matters generally incidental to its business. After discussion with legal counsel, management is not aware of any matters for which the likelihood of a loss is probable and reasonably estimable, and which could have a material impact on its consolidated financial condition, liquidity, or results of operations.

On July 18, 2024, and January 13, 2025, respectively, Kjersten Higley filed putative class action lawsuits against the Company in the Superior Court of the State of Washington in King County. The complaints asserted claims on behalf of purported classes of individuals alleging, among other things, that the Company failed to properly compensate class members for all time worked and business expenses and that certain individuals were required to enter into non-disclosure agreements that allegedly restricted discussion of compensation. The matters were subsequently consolidated, and the parties have reached an agreement in principle to resolve the consolidated action, which is subject to final approval by the Court. The Company denies the allegations and any liability or wrongdoing.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion below contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those which are discussed in the "Risk Factors" section in Part I., Item 1A. of our Fiscal 2025 Form 10-K. Also see "Special Note Regarding Forward-Looking Statements" preceding Part I. of this 10-Q. Additionally, our historical results are not necessarily indicative of the results that may be expected or achieved for any future period.

The following discussion and analysis should be read in conjunction with, and is qualified in its entirety by reference to, the unaudited condensed consolidated financial statements and the notes thereto included in this 10-Q.

Overview

We are an outdoor sporting goods retailer focused on meeting the everyday needs of the seasoned outdoor veteran, the first-time participant and everyone in between. Our mission is to provide outstanding gear and exceptional service to inspire outdoor memories.

Our business was founded in 1986 as a single retail store in Midvale, Utah. Today, we operate 147 stores in 32 states, totaling approximately 5.5 million gross square feet. We also operate an e-commerce platform at www.sportsmans.com. We do not incorporate the information on or accessible through our website into this 10-Q, and you should not consider any information on, or that can be accessed through, our website as part of this 10-Q.

Our stores and our e-commerce platform are aggregated into one operating and reportable segment.

Impact of Macroeconomic Conditions

Our financial results and operations have been, and will continue to be, impacted by events outside of our control.

Our business continues to face widespread macroeconomic uncertainties, including the impact of changes to international trade policies and increased tariff rates, inflation, elevated interest rates, elevated fuel prices, recession risks and rising global political tensions. We continue to monitor the potential impact of these broader consumer spending pressures on our business. While we cannot predict the ultimate impact of such uncertainties on our financial results for fiscal year 2026 and beyond, we believe these factors have affected and may continue to affect our sales in fiscal year 2026. We remain measured in our outlook for the year.

During the fiscal year ended January 31, 2026, certain retail store locations experienced four-wall Adjusted EBITDA losses and declines in projected cash flows. As a result, we performed an impairment assessment for these locations and we recognized impairment losses of \$17.8 million as of January 31, 2026 related to ten underperforming store locations. We anticipate closing approximately five of our underperforming stores within the next year. Store closures or other strategic actions may be taken in the future, which could result in additional impairment charges. We do not plan to open new stores in fiscal year 2026 as we assess our new store expansion strategy and prioritize capital allocation for critical technology investments and debt repayment.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of performance and financial measures. The key measures for determining how our business is performing are net sales, same store sales, gross profit, gross margin, selling, general and administrative expenses, income from operations and Adjusted EBITDA, which we define as net loss plus interest expense, income tax expense (benefit), depreciation and amortization, stock-based compensation expense, management transition costs and executive retention costs.

Net Sales and Same Store Sales

Our net sales are primarily received from revenue generated in our stores and also include sales generated through our e-commerce platform. When measuring revenue generated from our stores, we review our same store sales as well as the performance of our stores that have not operated for a sufficient amount of time and include each in same store sales. We include net sales from a store in same store sales on the first day of the 13th full fiscal month following the store's grand opening or acquisition by us. We exclude sales from stores that were closed during the period from our same store sales calculation. We include net sales from e-commerce in our calculation of same store sales. For fiscal years consisting of 53 weeks, we exclude net sales during the 53rd week from our calculation of same store sales. Some of our competitors and other retailers may calculate same store sales differently than we do. As a result, data regarding our same store sales may not be comparable to similar data made available by other retailers.

Measuring the change in year-over-year same store sales allows us to evaluate how our retail store base is performing. Various factors affect same store sales, including:

- macroeconomic factors, political trends, social unrest, inflationary pressures, recessionary trends, labor shortages, monetary supply shifts, elevated interest rates, tightening of credit markets, and potential disruptions from ongoing international conflicts and rising global political tensions;
- consumer preferences, buying trends and overall economic trends;
- changes or anticipated changes to laws and government regulations related to some of the products we sell, in particular regulations relating to the sale of firearms and ammunition;
- our ability to identify and respond effectively to local and regional trends and customer preferences;
- our ability to provide quality customer service that will increase our conversion of shoppers into paying customers;
- the success of our omni-channel strategy and our e-commerce platform;
- competition in the regional market of a store;
- atypical weather;
- new product introductions and changes in our product mix; and
- changes in pricing and average ticket sales.

We operate in a complex and constantly shifting regulatory and legal environment that could negatively impact the demand for our products and significantly affect our operations and financial results. State, local, and federal laws and regulations relating to products that we sell may change, sometimes significantly, as a result of political, economic or social events.

For instance, in November 2022, Oregon passed a ballot measure that amended Oregon law to prohibit private citizens from manufacturing, importing, possessing, using, purchasing, selling or transferring a magazine capable of holding (or being readily converted to hold) over ten rounds of ammunition. Additionally, this ballot measure also imposed complex permitting and training requirements for the purchase and sale of firearms. On December 6, 2022, a state Circuit Court judge in Oregon preliminarily enjoined the implementation of the ballot measure. On November 21, 2023, the Circuit Court judge permanently enjoined implementation of the ballot measure upon a determination that the ballot measure was facially unconstitutional under Oregon's state constitution.

On March 12, 2025, the Oregon Court of Appeals reversed the state Circuit Court judge's permanent injunction, holding that the ballot measure was in fact facially constitutional under Oregon's state constitution. The Oregon Court of Appeals ordered the Circuit Court judge to enter a declaratory judgment consistent with the Court of Appeals' decision. The plaintiffs filed a petition for review before the Oregon Supreme Court on April 14, 2025, preventing the Circuit Court judge from entering the declaratory judgment pending a decision of the Oregon Supreme Court on whether to grant the petition for review. The Oregon Supreme Court granted the petition for review on June 12, 2025 and heard oral arguments in the case on November 6, 2025. We anticipate a decision in the

case will be rendered by the Oregon Supreme Court in late 2026. The permanent injunction entered by the Circuit Court Judge will continue to remain in effect pending the decision of the Oregon Supreme Court in this case.

As the Oregon Supreme Court is working on its decision in the case considering the constitutionality of the ballot measure, Oregon Governor Tina Kotek signed a bill into law on April 7, 2026 which, upon signature, delayed the implementation of the ballot measure until January 1, 2028.

The measure is also being challenged in a related case in federal court and is on appeal before the Ninth Circuit Court of Appeals. However, this case has been stayed for several years and we anticipate that it will likely be remanded to the lower court due to the recent ruling of a similar capacity restriction case in California (Duncan vs. Bonta).

We currently operate eight stores in the State of Oregon. If the Oregon Supreme Court upholds the Oregon Court of Appeals March 12, 2025 order and the ballot measure is allowed to take effect on January 1, 2028, sales of firearms in Oregon may be halted or substantially diminished unless all permitting and training programs are fully developed by the state and/or law enforcement agencies at the time the ballot measure takes effect. If delays in establishing such permitting and training programs occur, it could result in a substantial decline in our sales of firearms and related products and reduce traffic to our stores in Oregon, which would significantly impact on our sales and gross margin.

We are reviewing our store portfolio and estimate that approximately five underperforming stores may be closed. We do not plan to open new stores in fiscal year 2026 as we assess our new store expansion strategy and prioritize capital allocation for critical technology investments and debt repayment. However, opening new stores continues to be an important part of our long-term growth strategy.

We also have been scaling our e-commerce platform and increasing sales through our website, www.sportsmans.com.

We believe the key drivers to increasing our total net sales include:

- increasing and improving same store sales in our existing markets;
- increasing customer visits to our stores and improving our conversion rate through focused marketing efforts and continually high standards of customer service;
- expanding our omni-channel capabilities through refined product assortment, expanded content and expertise and better user experience;
- building strong community connections and establishing ourselves as the local choice for hunting and fishing solutions;
- increasing our total gross square footage by opening new stores; and
- growing our loyalty and credit card programs.

Gross Margin

Gross profit consists of our net sales less cost of goods sold. Gross margin measures our gross profit as a percentage of net sales. Our cost of goods sold primarily consists of merchandise acquisition costs, including freight-in costs, shipping costs, payment term discounts received from the vendor and vendor allowances and rebates associated directly with merchandise and shipping costs related to e-commerce sales.

We believe the key drivers to improving our gross margin are increasing the product mix to higher margin products, particularly fishing, improving our seasonal inventory efficiency, strategic buying opportunities with our vendor partners and coordinating pricing strategies among our stores and our merchandise group. Successful inventory management ensures we have sufficient high margin products in stock to meet customer demand, while overstocking of items can lead to aggressive markdowns in order to help a product sell. We ended our second fiscal quarter of 2026 with \$44.5 million less inventory than at the end of the second fiscal quarter of 2025, a 10.0%

decrease. We believe this reflects our disciplined inventory management and positions us well to support growth in our key categories while continuing to improve productivity and inventory turns.

Selling, General, and Administrative Expenses

We closely manage our selling, general, and administrative expenses. Our selling, general, and administrative expenses are comprised of payroll, rent and occupancy, depreciation and amortization, acquisition expenses, pre-opening expenses and other operating expenses, including stock-based compensation expense. Pre-opening expenses include expenses incurred in the preparation and opening of a new store location, such as payroll, travel and supplies, but do not include the cost of the initial inventory or capital expenditures required to open a location.

Our selling, general, and administrative expenses are primarily influenced by the volume of net sales of our locations, except for our corporate payroll, rent and occupancy and depreciation and amortization, which are generally fixed in nature. We control our selling, general, and administrative expenses through a budgeting and reporting process that allows our personnel to adjust our expenses as trends in net sales activity are identified.

Income from Operations

Income from operations is gross profit less selling, general, and administrative expenses. We use income from operations as an indicator of the productivity of our business and our ability to manage selling, general, and administrative expenses.

Adjusted EBITDA

We define Adjusted EBITDA as net loss plus interest expense, income tax benefit, depreciation and amortization, stock-based compensation expense, transition and severance costs related to director and officer transitions, and expenses that we do not believe are indicative of our ongoing expenses. We define Adjusted EBITDA margin as Adjusted EBITDA divided by net sales. In evaluating our business, we use Adjusted EBITDA and Adjusted EBITDA margin as additional measurement tools for purposes of business decision-making, including evaluating store performance, developing budgets and managing expenditures. See “—Non-GAAP Financial Measures.”

Results of Operations

The following table summarizes key components of our results of operations as a percentage of net sales during the periods presented:

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Percentage of net sales:				
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	67.5	68.0	68.9	68.8
Gross profit	32.5	32.0	31.1	31.2
Selling, general, and administrative expenses	32.9	33.1	34.6	35.4
Loss from operations	(0.4)	(1.1)	(3.5)	(4.2)
Interest expense	1.1	1.3	1.1	1.2
Other losses	0.0	0.0	0.0	0.0
Loss before income taxes	(1.5)	(2.4)	(4.6)	(5.4)
Income tax (benefit) expense	0.0	0.0	0.2	(0.2)
Net loss	(1.5)%	(2.4)%	(4.8)%	(5.2)%
Adjusted EBITDA	2.9%	2.8%	0.1%	(0.1)%

The following table shows our percentage of net sales by department during the periods presented:

Department	Product Offerings	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
		August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Camping	Backpacks, camp essentials, canoes and kayaks, coolers, outdoor cooking equipment, sleeping bags, tents and tools	12.9%	14.5%	10.2%	11.8%
Apparel	Camouflage, jackets, hats, outerwear, sportswear, technical gear and work wear	5.7%	6.3%	5.5%	6.1%
Fishing	Bait, electronics, fishing rods, flotation items, fly fishing, lines, lures, reels, tackle and small boats	17.9%	18.3%	15.4%	15.5%
Footwear	Hiking boots, socks, sport sandals, technical footwear, trail shoes, casual shoes, waders and work boots	5.2%	6.1%	4.9%	5.7%
Hunting and Shooting Sports	Ammunition, archery items, ATV accessories, blinds and tree stands, decoys, firearms, reloading equipment and shooting gear	52.4%	48.9%	58.9%	55.7%
Optics, Electronics, Accessories, and Other	Gift items, GPS devices, knives, lighting, optics, two-way radios, and other license revenue, net of revenue discounts	5.9%	5.9%	5.1%	5.2%
Total		100.0%	100.0%	100.0%	100.0%

Thirteen Weeks Ended August 1, 2026 Compared to Thirteen Weeks Ended August 2, 2025

Net Sales and Same Store Sales. Net sales increased by \$1.7 million, or 0.6%, to \$295.6 million during the 13 weeks ended August 1, 2026 compared to \$293.9 million in the corresponding period of fiscal year 2025. Our net sales increased primarily due to sales growth in our Hunting and Shooting Sports department. Hunting and Shooting Sports increases were led by firearms, ammunition, and less-lethal personal protection, partially aided by external event-driven demand. These increases were partially offset by decreases in net sales across other departments, reflecting continued pressure on the consumer and drought conditions in the western United States. E-commerce driven sales comprised approximately 19% of total sales for the 13 weeks ended August 1, 2026. Same store sales remained flat during the 13 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025.

Our Hunting and Shooting Sports and Optics, Electronics, Accessories and Other departments saw net sales increases of \$11.1 million and \$0.1 million, respectively, during the 13 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025 primarily driven by increases in firearms, ammunition, and less-lethal personal protection, with some additional event-driven demand. Our Camping, Footwear, Apparel and Fishing departments saw net sales decreases of \$4.4 million, \$2.4 million, \$1.6 million and \$1.0 million, respectively, during the 13 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025. These decreases reflect continued pressure on the consumer and drought conditions in the western United States. Within our Hunting and Shooting Sports department, sales from our firearm and ammunition categories increased by \$5.2 million and \$3.9 million, or 8.7% and 9.9%, respectively, for the second quarter of fiscal year 2026 compared to the corresponding fiscal period of 2025. The increase in these categories was primarily due to our every day low pricing

in key product groups within the ammunition category, our bulk unit ammunition strategy, improved in-stocks on core products and event-driven demand.

With respect to same store sales, during the 13 weeks ended August 1, 2026, our Hunting and Shooting Sports and Optics, Electronics, Accessories and Other departments saw increases of 6.7% and 1.0%, respectively, compared to the corresponding period of fiscal year 2025. Our Footwear, Camping, Apparel and Fishing departments saw same store sales decreases of 13.8%, 10.7%, 8.9% and 2.0%, respectively, during the 13 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025. These changes were primarily driven by the items noted above for net sales. As of August 1, 2026, 146 stores were included in our same store sales calculation.

Gross Profit. Gross profit increased by \$2.1 million, or 2.2%, to \$96.0 million during the 13 weeks ended August 1, 2026 compared to \$93.9 million for the corresponding period of fiscal year 2025. As a percentage of net sales, gross profit increased to 32.5% during the 13 weeks ended August 1, 2026, compared to 32.0% for the corresponding period of fiscal year 2025 primarily driven by reduced freight from improved inventory management and a one-time tariff benefit, partially offset by category mix shift.

Selling, General, and Administrative Expenses. Selling, general, and administrative expenses slightly decreased to \$97.1 million during the 13 weeks ended August 1, 2026, compared to \$97.2 million for the corresponding period of fiscal year 2025, driven by a decrease in depreciation expense, which was offset by increases in payroll and rent. As a percentage of net sales, selling, general, and administrative expenses decreased to 32.9% of net sales in the second quarter of fiscal year 2026, compared to 33.1% of net sales in the second quarter of fiscal year 2025.

Interest Expense. Interest expense decreased by \$0.5 million, or 12.3%, to \$3.3 million during the 13 weeks ended August 1, 2026, compared to \$3.8 million for the corresponding period of fiscal year 2025. The decrease in interest expense was primarily driven by reduced debt during the second quarter of fiscal year 2026 compared to the corresponding period of fiscal year 2025.

Income Taxes. We recognized income tax expense of \$0.0 million during the 13 weeks ended August 1, 2026 compared to an income tax expense of \$0.1 million during the corresponding period of fiscal year 2025. Our effective tax rates during the 13 weeks ended August 1, 2026 and August 2, 2025 were 0.2% and -1.4%, respectively. Our effective tax rate will generally differ from the U.S. Federal statutory rate of 21.0%, due to state taxes, permanent items, and discrete items relating to stock award deductions.

Twenty-Six Weeks Ended August 1, 2026 Compared to Twenty-Six Weeks Ended August 2, 2025

Net Sales and Same Store Sales. Net sales increased by \$8.7 million, or 1.6%, to \$551.7 million during the 26 weeks ended August 1, 2026 compared to \$543.0 million in the corresponding period of fiscal year 2025. Our net sales increased primarily due to sales growth in our Hunting and Shooting Sports department. Hunting and Shooting Sports increases were led by firearms, ammunition, and less-lethal personal protection, partially aided by external event-driven demand. E-commerce driven sales comprised approximately 21% of total sales for the 26 weeks ended August 1, 2026 and increased by approximately 3% compared to the corresponding period in fiscal year 2025. Additionally, sales in our Fishing department is up nearly 1%. Same store sales increased by 1.0% during the 26 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025, primarily as a result of increased sales in our Hunting and Shooting Sports department.

Our Hunting and Shooting Sports and Fishing departments saw net sales increases of \$22.8 million and \$0.8 million, respectively, during the 26 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025 primarily driven by increases in firearms, ammunition, and less-lethal personal protection, with some additional event-driven demand. Our Camping, Footwear, Apparel and Optics, Electronics, Accessories and Other departments saw net sales decreases of \$7.3 million, \$4.0 million, \$2.9 million and \$0.8 million, respectively, during the 26 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025. These decreases reflect continued pressure on the U.S. consumer. Within our Hunting and Shooting Sports department, our ammunition and firearm categories saw increases of \$9.3 million and \$9.1 million or an increase of 11.4% and 6.8%, respectively, during the 26 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025. The increase

in these categories was primarily due to our every day low pricing in key product groups within the ammunition category, our bulk unit ammunition strategy, improved in-stocks on core products and event-driven demand.

With respect to same store sales, during the 26 weeks ended August 1, 2026, our Hunting and Shooting Sports and Fishing departments saw increases of 6.5% and 0.8%, respectively, compared to the corresponding period of fiscal year 2025. Our Footwear, Camping, Apparel and Optics, Electronics, Accessories and Other departments saw same store sales decreases of 13.2%, 11.8%, 9.1% and 0.1%, respectively, during the 26 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025. These changes were primarily driven by the items noted above for net sales. As of August 1, 2026, 146 stores were included in our same store sales calculation.

Gross Profit. Gross profit increased by \$2.2 million, or 1.3%, to \$171.8 million during the 26 weeks ended August 1, 2026 compared to \$169.6 million for the corresponding period of fiscal year 2025. The increase in gross profit was primarily driven by increased sales, lower freight and tariff refunds. As a percentage of net sales, gross profit decreased to 31.1% during the 26 weeks ended August 1, 2026, compared to 31.2% for the corresponding period of fiscal year 2025, primarily driven by unfavorable department level mix and rates, partially offset by lower freight from improved inventory management and tariff refunds.

Selling, General, and Administrative Expenses. Selling, general, and administrative expenses decreased by \$1.4 million, or 0.7%, to \$191.0 million during the 26 weeks ended August 1, 2026, compared to \$192.4 million for the corresponding period of fiscal year 2025. This decrease was primarily the result of decreased depreciation expense of \$2.6 million partially offset by increased rent of \$0.9 million and increased other operating expenses of \$0.7 million during the 26 weeks ended August 1, 2026. As a percentage of net sales, selling, general, and administrative expenses decreased to 34.6% of net sales in the 26 weeks ended August 1, 2026, compared to 35.4% in the corresponding period of fiscal year 2025.

Interest Expense. Interest expense decreased by \$0.7 million, or 11.0%, to \$5.9 million during the 26 weeks ended August 1, 2026, compared to \$6.7 million for the corresponding period of fiscal year 2025. The decrease in interest expense was primarily driven by decreased borrowings during the 26 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025.

Income Taxes. We recognized income tax expense of \$1.0 million during the 26 weeks ended August 1, 2026 compared to an income tax benefit of \$1.2 million during the corresponding period of fiscal year 2025. Our effective tax rates during the 26 weeks ended August 1, 2026 and August 2, 2025 were -4.1% and 4.2%, respectively. Our effective tax rate will generally differ from the U.S. Federal statutory rate of 21.0%, due to state taxes, permanent items, and discrete items relating to stock award deductions.

Seasonality

Net sales are typically higher in our third and fourth fiscal quarters than in our first and second fiscal quarters because of the openings of hunting seasons across the country and consumer holiday buying patterns. We also incur additional expenses in our third and fourth fiscal quarters due to higher sales volume and increased staffing in our stores. On average, over the last three fiscal years, we have generated approximately 27.0% and 28.3% of our net sales in the third and fourth fiscal quarters, respectively, which includes the holiday selling season as well as the opening of the Fall hunting season. We anticipate our net sales will continue to reflect this seasonal pattern. However, Spring hunting, Father's Day and the availability of hunting and fishing throughout the year in many of our markets counterbalance this seasonality to a certain degree.

The timing of our new retail store openings also may have an impact on our quarterly results. First, we incur certain non-recurring expenses related to opening each new retail store, which are expensed as they are incurred. Second, most store expenses generally vary proportionately with net sales, but there is also a fixed cost component, which includes occupancy costs. These fixed costs typically result in lower store profitability during the initial period after a new retail store opens. Due to both of these factors, new retail store openings may result in a temporary decline in operating profit, in dollars and/or as a percentage of net sales.

Weather conditions affect outdoor activities and the demand for related apparel and equipment. Customers' demand for our products, and, therefore, our net sales, can be significantly impacted by weather patterns on a local, regional and national basis.

Liquidity and Capital Resources

Overview; Uses and Sources of Cash

As of August 1, 2026, we had cash and cash equivalents of \$2.0 million and working capital, consisting of current assets less current liabilities, of \$60.9 million. We also had \$103.0 million available for borrowing under our senior secured revolving credit facility as of August 1, 2026, calculated based upon borrowing base restrictions under our revolving credit facility.

We are reviewing our store portfolio and estimate that approximately five underperforming stores may be closed. We do not plan to open new stores in fiscal year 2026 as we assess our new store expansion strategy and prioritize capital allocation for critical technology investments and debt repayment. With no new stores planned for fiscal year 2026, we intend to prioritize the repayment of outstanding debt with any excess cash flow. If we close underperforming stores, such closures could result in additional expenses. For example, while we have the right to terminate some of our leases under specified conditions by making specified payments, we may not be able to terminate a particular lease if or when we would like to do so. In other cases, if we decide to close a store, we may be required to continue paying rent and operating expenses for the balance of the lease term. The performance of any of these obligations may be costly.

Material Cash Requirements

Our material cash requirements from known contractual and other obligations are primarily for general operating expenses and other expenses discussed below.

Purchase Obligations. In the ordinary course of business, we enter into arrangements with vendors to purchase merchandise in advance of expected delivery. We or the vendor can generally terminate the purchase orders at any time. These purchase orders do not contain any termination payments or other penalties if cancelled.

Lease Obligations. Lease commitments consist principally of leases for our retail stores, corporate office and distribution center. Our leases often include options which allow us to extend the terms beyond the initial lease term. As of August 1, 2026, our expected operating and finance lease payments for the remainder of fiscal year 2026 are \$38.6 million and \$0.2 million, respectively. Our total committed operating and finance lease payments are \$398.6 million. Other operating lease obligations consist of distribution center equipment. See Note 6, "Leases" to our unaudited condensed consolidated financial statements included in this 10-Q.

Capital Expenditures. During the 26 weeks ended August 1, 2026, we incurred approximately \$7.7 million in capital expenditures, net of tenant allowances, primarily related to strategic technological investments and general store maintenance. We expect capital expenditures net of tenant allowances to be between \$20 million and \$25 million for fiscal year 2026 (inclusive of amounts spent during the 26 weeks ended August 1, 2026) primarily related to strategic technological investments, such as store scheduling tools and loyalty program technology, and general store fleet maintenance. We intend to fund these capital expenditures with our operating cash flows, existing cash and cash equivalents and funds available under our revolving credit facility. Other investment opportunities, such as potential strategic acquisitions or store expansion rates in excess of those presently planned, may require additional funding.

Principal and Interest Payments. We maintain a \$315.0 million revolving credit facility and a \$45.0 million term loan facility. As of August 1, 2026, \$138.7 million was outstanding under the revolving credit facility and \$45.0 million was outstanding under the term loan facility. Assuming no additional repayments or borrowings on our revolving credit facility after August 1, 2026, our interest payments would be approximately \$6.2 million for the remainder of fiscal year 2026, based on the interest rate as of August 1, 2026. As of August 1, 2026, our weighted average interest rate on the amounts outstanding under our revolving credit facility and term loan facility was

6.76%. See below under “Indebtedness” for additional information regarding our revolving credit facility and term loan facility, including the interest rates applicable to any borrowing under such facilities.

Cash Flows

Cash flows provided by (used in) operating, investing and financing activities are shown in the following table:

	Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025
	(in thousands)	
Cash flows used in operating activities	\$ (67,442)	\$ (86,799)
Cash flows used in investing activities	(7,696)	(11,169)
Cash provided by financing activities	75,456	96,940
Cash at end of period	1,977	1,804

Net cash used in operating activities was \$67.4 million for the 26 weeks ended August 1, 2026, compared to net cash used in operating activities of \$86.8 million for the corresponding period of fiscal year 2025, a decrease of approximately \$19.4 million. The decrease in our cash flows used in operating activities was primarily driven by reduced inventory during the 26 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025.

Net cash used in investing activities was \$7.7 million for the 26 weeks ended August 1, 2026, compared to net cash used in investing activities of \$11.2 million for the corresponding period of fiscal year 2025, a decrease of approximately \$3.5 million, which was primarily driven by decreased capital expenditures and no new store openings during the 26 weeks ended August 1, 2026 compared to the corresponding period of fiscal year 2025.

Net cash provided by financing activities was \$75.5 million for the 26 weeks ended August 1, 2026, compared to net cash provided by financing activities of \$96.9 million for the corresponding period of fiscal year 2025, a decrease of approximately \$21.5 million. The decrease in cash provided by financing activities was primarily the result of lower borrowings on our revolving credit facility.

Indebtedness

We maintain a \$315.0 million revolving credit facility, with \$138.7 million outstanding as of August 1, 2026. Our revolving credit facility (the “Revolving Line of Credit”) is governed by an amended and restated credit agreement (as amended, the “Amended Credit Agreement”) with Sportsman’s Warehouse, Inc. (“SWI”), a wholly owned subsidiary of Holdings, as lead borrower, Holdings, and other subsidiaries of Holdings, each as borrowers, and Wells Fargo Bank, National Association (“Wells Fargo”), as administrative agent, collateral agent, swing line lender, letter of credit issuer and lender, with a consortium of banks led by Wells Fargo. Our \$45.0 million term loan facility (the “Term Loan Facility”) is governed by an ABL term loan credit agreement (as amended, the “A&R Term Loan Agreement”) with SWI, as lead borrower, Holdings, as guarantor, and other subsidiaries of Holdings, each as borrowers, and PLC Agent LLC, as administrative and collateral agent for various lenders. As of August 1, 2026, we had an aggregate amount of \$103.0 million available for borrowing under our revolving credit facility, calculated based upon certain borrowing base restrictions, and \$5.4 million in stand-by commercial letters of credit. We have \$45.0 million of term loans outstanding and no remaining amounts available for borrowing under our term loan facility.

The Revolving Line of Credit has a maturity of June 18, 2031. Borrowings under the Revolving Line of Credit bear interest based on either the base rate or Term SOFR (as defined in the Amended Credit Agreement), at our option, in each case plus an applicable margin. The base rate is the greatest of (1) the floor rate (as defined in the Amended Credit Agreement as a rate of interest equal to 0.0%) (2) Wells Fargo’s prime rate, (3) the federal funds rate (as defined in the Amended Credit Agreement) plus 0.50% or (4) the one-month Term SOFR (as defined in the Amended Credit Agreement) plus 1.00%. The applicable margin for loans under the Revolving Line of Credit, which varies based on the average daily availability, ranges from 0.75% to 1.00% per year for base rate loans and

from 1.75% to 2.00% per year for Term SOFR loans. We are required to pay a commitment fee for the unused portion of the Revolving Line of Credit, which will range from 0.25% to 0.30% per annum, depending on the average daily availability under the Revolving Line of Credit. The weighted average interest rate on the amounts outstanding under the Revolving Line of Credit as of August 1, 2026 and January 31, 2026 was 5.56% and 5.09%, respectively.

The A&R Term Loan Agreement has a stated maturity date of June 18, 2031. Borrowings under the A&R Term Loan Agreement bear interest at a rate equal to (i) a specified term secured overnight financing rate (“SOFR”), plus (ii) 0.10% as a SOFR adjustment, plus (iii) the applicable margin as specified in the A&R Term Loan Agreement. The applicable margin means either 4.00% or 7.00% depending on the type of term loan. Under the A&R Term Loan Agreement, loans may be required to be converted to base rate loans and in such case, the applicable margin rate will increase by 1.0%.

Each of the subsidiaries of Holdings is a borrower under the Revolving Line of Credit and the Term Loan Facility, and all obligations under the Revolving Line of Credit and the Term Loan Facility are guaranteed by Holdings. All of the obligations under the Revolving Line of Credit and the Term Loan Facility are secured by a lien on substantially all of Holdings’ tangible and intangible working capital assets and the tangible and intangible working capital assets of all of Holdings’ subsidiaries. The lien securing the obligations under the Revolving Line of Credit is a first priority lien as to certain liquid assets, including cash, accounts receivable, deposit accounts and inventory. The lien securing the obligations under the Term Loan Facility is a first priority lien as to equipment, fixtures, intellectual property and equity interests.

SWI and the other borrowers may be required to make mandatory prepayments under the Revolving Line of Credit and the Term Loan Facility in the event of a disposition of certain property or assets, in the event of receipt of certain insurance or condemnation proceeds, upon the issuance of certain debt or equity securities, upon the incurrence of certain indebtedness for borrowed money or upon the receipt of certain payments not received in the ordinary course of business.

The Amended Credit Agreement and A&R Term Loan Agreement each require us to maintain a minimum availability at all times of not less than the greater of \$30.0 million and 10% of the gross borrowing base. In addition, the Amended Credit Agreement and A&R Term Loan Agreement contain customary affirmative and negative covenants, including covenants that limit our ability to incur, create or assume certain indebtedness, to create, incur or assume certain liens, to make certain investments, to make sales, transfers and dispositions of certain property and to undergo certain fundamental changes, including certain mergers, liquidations and consolidations. The Amended Credit Agreement and A&R Term Loan Agreement also contain customary events of default, including defaults triggered by defaults under the other facility. As of August 1, 2026, we were in compliance with all covenants under the credit agreements governing each of our revolving credit facility and our term loan facility.

Critical Accounting Estimates

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). In connection with the preparation of the financial statements, we are required to make assumptions, make estimates and apply judgment that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that we believe to be relevant at the time the condensed consolidated financial statements are prepared. On a regular basis, we review the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

There have been no significant changes to our critical accounting estimates as described in “Part II., Item 7., Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Fiscal 2025 Form 10-K.

Non-GAAP Financial Measures

In evaluating our business, we use Adjusted EBITDA and Adjusted EBITDA margin as supplemental measures of our operating performance. We define Adjusted EBITDA as net loss plus interest expense, income tax expense (benefit), depreciation and amortization, stock-based compensation expense, management transition costs, executive retention costs and legal accrual. Net income (loss) is the most comparable GAAP financial measure to Adjusted EBITDA. We define Adjusted EBITDA margin as, for any period, the Adjusted EBITDA for that period divided by the net sales for that period. We consider Adjusted EBITDA and Adjusted EBITDA margin important supplemental measures of our operating performance and believe they are frequently used by analysts, investors and other interested parties in the evaluation of companies in our industry. Other companies in our industry, however, may calculate Adjusted EBITDA and Adjusted EBITDA margin differently than we do. Management also uses Adjusted EBITDA and Adjusted EBITDA margin as additional measurement tools for purposes of business decision-making, including evaluating store performance, developing budgets and managing expenditures. Management believes Adjusted EBITDA and Adjusted EBITDA margin allow investors to evaluate our operating performance and compare our results of operations from period to period on a consistent basis by excluding items that management does not believe are indicative of our core operating performance.

Adjusted EBITDA is not defined under GAAP and is not a measure of operating income, operating performance or liquidity presented in accordance with GAAP. Adjusted EBITDA has limitations as an analytical tool, and when assessing our operating performance, you should not consider Adjusted EBITDA in isolation or as a substitute for net income or other condensed consolidated statement of operations data prepared in accordance with GAAP. Some of these limitations include, but are not limited to:

- Adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA may be defined differently by other companies, and, therefore, it may not be directly comparable to the results of other companies in our industry;
- Adjusted EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on our debt; and
- Adjusted EBITDA does not reflect income taxes or the cash requirements for any tax payments.

A reconciliation of net income (loss) to Adjusted EBITDA and a calculation of Adjusted EBITDA margin is set forth below for the periods presented:

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
	(dollars in thousands)			
Net loss	\$ (4,427)	\$ (7,083)	\$ (26,275)	\$ (28,337)
Interest expense	3,305	3,769	5,930	6,664
Income tax (benefit) expense	(11)	97	1,033	(1,233)
Depreciation and amortization	8,589	9,922	17,221	19,782
Stock-based compensation expense (1)	962	827	1,741	1,620
Management transition costs (2)	—	500	368	500
Executive retention (3)	275	—	550	—
Legal accrual (4)	—	283	—	283
Adjusted EBITDA	<u>\$ 8,693</u>	<u>\$ 8,315</u>	<u>\$ 568</u>	<u>\$ (721)</u>
Net sales	\$ 295,583	\$ 293,899	\$ 551,661	\$ 543,002
Net loss margin	(1.5)%	(2.4)%	(4.8)%	(5.2)%
Adjusted EBITDA margin (5)	2.9%	2.8%	0.1%	0.1%

-
- (1) Represents non-cash expenses related to equity instruments granted to employees under our equity incentive plan and employee stock purchase plan.
 - (2) Represents expenses incurred relating to the departure and recruitment of key members of our management team.
 - (3) Represents an executive retention bonus implemented to maintain leadership continuity and organizational stability throughout the turnaround process.
 - (4) Represents an accrual for a legal settlement and related fees and expense.
 - (5) We calculate net income margin as net income divided by net sales and we define Adjusted EBITDA margin as Adjusted EBITDA divided by net sales.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide the information required by Item 305 of Regulation S-K.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms and to ensure that information required to be disclosed is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosures. Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this 10-Q. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of August 1, 2026.

Inherent Limitations in Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures, or our internal controls, will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. 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 or fraud. Additionally, controls can be circumvented by individuals or groups of persons or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements in our public reports due to error or fraud may occur and not be detected.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(d) and 15d-15(d) under the Exchange Act) during the 13 weeks ended August 1, 2026 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

See Note 13, “Commitments and Contingencies” to our condensed consolidated financial statements for additional information, which is incorporated herein by reference.

The pending lawsuit described in Note 13 of our unaudited interim consolidated financial statements is subject to inherent uncertainties, and the actual defense and disposition costs will depend upon unknown factors. The outcomes of the pending lawsuit are necessarily uncertain. We also could be forced to expend significant resources in the defense of the pending lawsuit, including substantial legal fees and costs.

ITEM 1A. RISK FACTORS

Our business faces significant risks and uncertainties. Certain important factors may have a material adverse effect on our business prospects, financial condition and results of operations, and you should carefully consider them. There have been no material changes in our risk factors from those set forth in our Fiscal 2025 Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

There are no disclosures required by this Item 5, including those relating to “Rule 10b5-1 trading arrangements” and “non-Rule 10b5-1 trading arrangements,” as those terms are defined in Item 408 of Regulation S-K.

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	<u>Amended and Restated Certificate of Incorporation of Sportsman's Warehouse Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 8, 2023).</u>
3.2	<u>Fourth Amended and Restated Bylaws of Sportsman's Warehouse Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed with the SEC on March 25, 2024).</u>
10.1+	<u>Retention Bonus Agreement, dated May 25, 2026, between Sportsman's Warehouse Holdings, Inc. and Paul Stone (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on June 2, 2026.)</u>
10.2	<u>Second Amended and Restated 2019 Performance Incentive Plan of Sportsman's Warehouse Holdings, Inc. (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed with the SEC on May 28, 2026).</u>
10.3†	<u>Amended and Restated ABL Term Loan Credit Agreement, dated June 18, 2026, by and among Sportsman's Warehouse, Inc., as lead borrower, the other borrowers and guarantors party thereto, PLC Agent LLC, as administrative and collateral agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 24, 2026).</u>
10.4	<u>Third Amendment to Amended and Restated Credit Agreement and First Amendment to Third Amended and Restated Security Agreement, dated June 18, 2026, by and among Sportsman's Warehouse, Inc., as lead borrower, the other borrowers and guarantors party thereto, Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on June 24, 2026).</u>
31.1*	<u>Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1**	<u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.</u>
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.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

** Furnished herewith.

+ Management contract or compensatory plan, contract or arrangement.

† The exhibits and schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K under the Securities Act of 1933, as amended. The Company agrees to furnish supplementally a copy of all omitted exhibits and schedules to the Securities and Exchange Commission upon request.

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.

SPORTSMAN’S WAREHOUSE HOLDINGS, INC.

Date: September 1, 2026

By: /s/Paul Stone
Paul Stone
President and Chief Executive Officer
(Principal Executive Officer)

Date: September 1, 2026

By: /s/Jennifer Fall Jung
Jennifer Fall Jung
Chief Financial Officer
(Principal Financial and Accounting Officer)



May 25, 2026

Paul Stone, Chief Executive Officer

Re: Retention Award

Dear Paul,

Sportsman's Warehouse Holdings, Inc. (the "**Company**") appreciates your continued service. As an incentive to recognize your efforts with the Company, the Company is pleased to offer you a one-time retention bonus opportunity of \$2.2 million (the "**Retention Award**") on the terms and conditions in this letter agreement.

Subject to the vesting acceleration provisions below, the Retention Award will vest according to the following terms and conditions:

- \$1.1 million of the Retention Award (the "**Service Retention Award**") will vest on the Certification Date, subject to your continued employment with the Company through such date.
- \$1.1 million of the Retention Award (the "**Performance Retention Award**") will vest on the Certification Date, subject to (i) achievement of the performance condition for the Performance Retention Award (the "**Performance Condition**"), set forth in the "Performance Condition" section below, and (ii) your continued employment with the Company through such date.

Any portion of the Retention Award that vests will be paid (less applicable withholdings) in a lump sum cash payment within 30 days after vesting.

Performance Condition

The Performance Condition will be achieved if the total amount of Adjusted EBITDA during FY 2026 and FY 2027 is at least 90% of the Adjusted EBITDA Target. If the total amount of Adjusted EBITDA during FY 2026 and FY 2027 is less than 90% of the Adjusted EBITDA Target, no portion of the Performance Retention Award will vest.

For the avoidance of doubt, no additional amount will vest for achievement in excess of 90% of the Adjusted EBITDA Target, such that in no event will more than 100% of the Performance Retention Award vest.

In no event later than 90 days following the last day of FY 2027, the Committee will certify the amount of Adjusted EBITDA and whether the Performance Condition has been achieved (the actual date that the Committee performs such certification, the "**Certification Date**").

Change in Control

If (i) a Change in Control occurs before the Certification Date and (ii) you remain employed with the Company through the date of such Change in Control, 100% of the Retention Award will vest immediately prior to the Change in Control.

Involuntary Termination

If (i) an Involuntary Termination occurs before the Certification Date, (ii) you execute and do not revoke a Release (as defined in the Employment Agreement), and (iii) the Release is enforceable and effective as provided in the Release on



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or before the date that is the 60th day following the effective date of the Involuntary Termination, the Retention Award will vest as follows:

- if such Involuntary Termination occurs on or before the last day of FY 2027, the Prorated Percentage of 100% of the Retention Award will vest on the 60th day following the effective date of the Involuntary Termination; or
- if such Involuntary Termination occurs after the last day of FY 2027 and before the Certification Date, the Prorated Percentage of the sum of (i) the portion of the Performance Retention Award that became eligible to vest based on actual achievement of the Performance Condition plus (ii) 100% of the Service Retention Award will vest on the later of (A) the 60th day following the effective date of the Involuntary Termination and (B) the Certification Date.

Section 409A

Notwithstanding anything to the contrary in this letter agreement, no portion of the Retention Award that becomes payable as a result of an Involuntary Termination (an “**Involuntary Termination Payment**”) will be paid until you have a “separation from service” within the meaning of Section 409A. If the period during which you may consider and sign the Release spans two calendar years, the payment of any Involuntary Termination Payment will not be made or begin until the later calendar year. Further, if any Involuntary Termination Payment is subject to Section 409A and you are a “specified employee” within the meaning of Section 409A at the time of your separation from service (other than due to death), then such Involuntary Termination Payment otherwise due to you on or within the six-month period following your separation from service will accrue during such six-month period and will become payable in a lump sum payment (less applicable withholding taxes) on the date six months and one day following the date of your separation from service if necessary to avoid adverse taxation under Section 409A. Notwithstanding anything herein to the contrary, if your death occurs following your separation from service but prior to the six-month anniversary of your separation from service, then any payment delayed in accordance with this paragraph will be payable in a lump sum (less applicable withholding taxes) to your estate as soon as administratively practicable after the date of your death.

Each payment and benefit payable under this letter agreement is intended to constitute a separate payment for purposes of Section 409A. It is intended that the Retention Award comply with or be exempt from the requirements of Section 409A so that no portion of the Retention Award will be subject to the additional tax imposed under Section 409A, and any ambiguities herein will be interpreted according to such intent. Notwithstanding the foregoing, the Company makes no representations that the Retention Award complies with Section 409A, and in no event shall the Company or any of its representatives be liable for all or any portion of any taxes, penalties, interest, or other expenses that may be incurred by you on account of non-compliance with Section 409A.

Definitions

For purposes of the Retention Award, the following terms have the following meanings:

- “**Adjusted EBITDA**” means net (loss) income of the Company as determined in accordance with U.S. generally accepted accounting principles (“GAAP”) and reflected on the Company’s consolidated statement of income plus interest expense (benefit), income tax expense (benefit), depreciation and amortization, stock-based compensation expense, transition and severance costs related to director and officer transitions, other gains, losses and expenses that are not indicative of ongoing expenses, and any other adjustments to net (loss) income disclosed by the Company in its filings with the Securities and Exchange Commission to determine Adjusted EBITDA.



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- **“Adjusted EBITDA Target”** means (i) \$34,800,000 (which is the amount of FY 2026 Adjusted EBITDA that results in payout at 100% of the target amount of the Adjusted EBITDA component under the Company’s FY 2026 cash short-term incentive program), plus (ii) an amount to be determined by the Board or the Committee (which is intended to be the amount of FY 2027 Adjusted EBITDA that results in payout at 100% of the target amount of the Adjusted EBITDA component under the Company’s FY 2027 cash short-term incentive program).
- **“Board”** means the Board of Directors of the Company.
- **“Change in Control”** means a Corporate Transaction (as defined in the Company’s 2019 Performance Incentive Plan) that qualifies as a “change in control event” within the meaning of Section 409A.
- **“Committee”** means the Compensation Committee of the Board.
- **“Employment Agreement”** means the Executive Employment Agreement by and between you and the Company dated September 22, 2023.
- **“FY 2026”** means the Company’s fiscal year ending January 30, 2027.
- **“FY 2027”** means the Company’s fiscal year ending January 29, 2028.
- **“Involuntary Termination”** means your employment with the Company is terminated either (i) by the Company for any reason other than Gross Misconduct (as defined in the Employment Agreement), death, or Incapacity (as defined in the Employment Agreement), or (ii) by you for Good Reason (as defined in the Employment Agreement).
- **“Prorated Percentage”** means (i) the number of days that you are employed with the Company during the Retention Period divided by (ii) the total number of days in the Retention Period.
- **“Retention Period”** means the period beginning on the first day of FY 2026 and ending on the Certification Date.
- **“Section 409A”** means Section 409A of the Internal Revenue Code of 1986, as amended, and any proposed or final Treasury Regulations and Internal Revenue Service guidance that has been promulgated or may be promulgated thereunder.

General. Nothing in this letter agreement constitutes an employment or service commitment by the Company or any of its subsidiaries or affiliates or affects your status as an employee “at will” who is subject to termination for any reason (or for no reason, with or without cause) at any time. This letter agreement contains all of the terms and conditions of the Retention Award opportunity and supersedes all prior understandings and agreements, written or oral, between you and the Company and any of its subsidiaries or affiliates with respect to such matters. This letter agreement may be amended only by a written agreement signed by an authorized officer of the Company (other than you) that expressly refers to this letter agreement. The validity, interpretation, construction and performance of this letter agreement shall be governed by the laws of the state in which you primarily work for the Company without regard to any conflict of laws principles that would require the application of the laws of a different jurisdiction. You expressly consent to the personal jurisdiction and venue of the state and federal courts located in the state in which you primarily work for the Company and the state in which the Company’s headquarters is located for any lawsuit filed there against you by the Company arising from or related to this letter agreement (although you understand the Company will not file a lawsuit in the state in which the Company’s headquarters is located if prohibited by applicable law).



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The Retention Award will be an unsecured, unfunded obligation of the Company, and so any rights you have under this letter agreement shall be those of a general unsecured creditor of the Company.

If you agree to the terms of this letter agreement, please sign this letter agreement in the space provided below and return an executed copy of this letter agreement to Krischelle Tennessen so that it is received no later than the close of business on June 1, 2026.

This letter agreement may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This letter agreement may be signed using electronic signature technology (e.g., via DocuSign or similar electronic signature technology), and any such signed electronic record shall be valid and as effective to bind the party so signing as a paper copy bearing such party's hand-written signature. To the extent that a party signs this letter agreement using electronic signature technology, by clicking "sign", such party is signing this letter agreement electronically, and the electronic signatures appearing on this letter agreement shall be treated, for purposes of validity, enforceability and admissibility, the same as hand-written signatures. In addition, photographic copies of any signed counterparts may be used in lieu of the originals for any purpose.

We appreciate your dedication to the Company.

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.

/s/ Michael Tucci
By: Michael Tucci
Title: Director

Accepted and Agreed:

By: /s/ Paul Stone
Paul Stone

Date: May 25, 2026



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**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul Stone, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sportsman's Warehouse Holdings, 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: September 1, 2026

/s/ Paul Stone

Paul Stone

*President and Chief Executive Officer
(Principal Executive Officer)*

**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jennifer Fall Jung, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sportsman's Warehouse Holdings, 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: September 1, 2026

/s/ Jennifer Fall Jung
Jennifer Fall Jung
Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)

CERTIFICATIONS
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 Sportsman's Warehouse Holdings, Inc. (the "Registrant") for the fiscal quarter ended August 1, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Paul Stone, President and Chief Executive Officer of the Registrant, and Jennifer Fall Jung, Chief Financial Officer and Secretary of the Registrant, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of their 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 Registrant.

Date: September 1, 2026

/s/ Paul Stone

Paul Stone
President and Chief Executive Officer
(Principal Executive Officer)

Date: September 1, 2026

/s/ Jennifer Fall Jung

Jennifer Fall Jung
Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)

The foregoing certifications are being furnished pursuant to 18 U.S.C. Section 1350. They are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the Registrant, regardless of any general incorporation language in such filing.
