

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended February 1, 2025

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)

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

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

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

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

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

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

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

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

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

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

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

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

As of August 3, 2024, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the closing price of the shares of the registrant's common stock on The Nasdaq

Global Select Market on such date, was approximately \$76.5 million. Shares held by each executive officer and director and by each other person or entity deemed to be an affiliate have been excluded in such calculation. The determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the registrant's common stock outstanding as of March 24, 2025 was 38,120,087.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Definitive Proxy Statement relating to the 2025 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's 2024 fiscal year ended February 1, 2025, are incorporated by reference into Part III of this Annual Report on Form 10-K.

Table of Contents

	<u>Page</u>
<u>PART I</u>	
<u>Item 1.</u>	<u>Business</u>
<u>Item 1A.</u>	<u>Risk Factors</u>
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>
<u>Item 1C.</u>	<u>Cybersecurity</u>
<u>Item 2.</u>	<u>Properties</u>
<u>Item 3.</u>	<u>Legal Proceedings</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>
<u>PART II</u>	
<u>Item 5.</u>	<u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>
<u>Item 6.</u>	<u>[Reserved]</u>
<u>Item 7.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>
<u>Item 9.</u>	<u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>
<u>Item 9A.</u>	<u>Controls and Procedures</u>
<u>Item 9B.</u>	<u>Other Information</u>
<u>Item 9C.</u>	<u>Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</u>
<u>PART III</u>	
<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>
<u>Item 11.</u>	<u>Executive Compensation</u>
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>
<u>Item 14.</u>	<u>Principal Accountant Fees and Services</u>
<u>PART IV</u>	
<u>Item 15.</u>	<u>Exhibit and Financial Statement Schedules</u>
<u>Item 16.</u>	<u>Form 10-K Summary</u>
<u>SIGNATURES</u>	95

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 2024” refer to our fiscal year ended February 1, 2025; (ii) “fiscal year 2023” refer to our fiscal year ended February 3, 2024; and (iii) “fiscal year 2022” refer to our fiscal year ended January 28, 2023.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this “10-K”) 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-K 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 impact the supply and 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, 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 plans to open additional stores in future periods, which may not be successful;*
- our implementation of a plan to reduce expenses in response to adverse macroeconomic conditions, including an increased focus on financial discipline and rigor throughout our organization; and*
- the impact of general macroeconomic conditions, such as labor shortages, inflation, elevated interest rates, 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,” “Part II, Item 7, Management’s Discussion and Analysis of Financial Condition and

Results of Operations” and elsewhere in this 10-K, 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-K 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-K and are not guarantees of future performance or developments and involve known and unknown risks, uncertainties and other factors that in many cases are 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

ITEM 1. BUSINESS

Overview

Sportsman’s Warehouse is 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. We strive to accomplish this goal by tailoring our deeply curated merchandise assortment to meet the seasonal needs of our local markets, offering everyday value pricing and providing friendly support from our knowledgeable and highly trained employees, who we refer to as "outfitters". We also offer an e-commerce experience, extensive in-store events and educational programming. These core strategies help position Sportsman’s Warehouse as the “local outdoor experts” and the preferred place to not only shop, but to also share outdoor-based experiences in the communities we support and serve. We are working to grow our loyal customer base in existing markets, increase our omni-channel presence in both new and existing markets to capture new customers, and build our brand awareness as the local destination for hunting and fishing, which we believe will drive our growth and profitability.

Sportsman’s Warehouse was founded in 1986 as a single retail store in Midvale, Utah and has grown to 146 stores across 32 states. Today, we have the largest outdoor specialty store base in the Western United States and Alaska. Our stores range from 7,500 to 75,000 gross square feet, with an average size of approximately 37,000 gross square feet. Our store layout is adaptable to both standalone locations and strip centers. We believe it is less capital-intensive for us to open new stores compared to our principal competitors because our value engineered store layout requires lower initial cash investments to build out and our stores generally require less square footage than the stores of our large retail competitors. We also have a large assortment and offering of firearms available online for in-store purchase and buy-online-pickup-in-store. Together, these features and capabilities enable us to effectively serve markets of multiple sizes, from Metropolitan Statistical Areas (“MSAs”) with populations of less than 35,000 to major metropolitan areas with populations in excess of 1,000,000, while generating consistent four-wall adjusted earnings before interest, taxes, depreciation and amortization (“Adjusted EBITDA”), margins and returns on invested capital across a range of store sales volumes. For a reconciliation of Adjusted EBITDA to net income, the most directly comparable financial measure calculated in accordance with GAAP, see “Part II, Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures.”

Our Competitive Strengths

We believe the following competitive strengths allow us to capitalize on the growth opportunity within the outdoor activities and sporting goods market:

Differentiated Shopping Experience for the Seasoned Outdoor Veteran, the First-Time Participant and Everyone in Between. We place great emphasis on providing an inviting and engaging store experience for customers of all experience levels. For the seasoned outdoor veteran, we offer a one-stop, convenient store layout that promotes “easy-in, easy-out” access to replenish supplies, learn about local conditions and test products. We also serve first-time participants and casual users who are interested in enjoying the outdoors but enter our store without a clear sense for the equipment needed for their chosen activity. Our highly trained outfitters, who often are local outdoor enthusiasts and users of the products we sell, engage and interact with our customers in order to educate them and equip them with the right gear. Our outfitters draw upon formal vendor sales training as well as first-hand experiences from using our products in local conditions. This selling approach allows us to offer a broad range of products and to deliver a shopping experience centered on the customer’s needs, which we believe results in increased customer loyalty, repeat visits and frequent referrals to other potential customers.

A customer’s shopping experience in our stores is further enhanced by a variety of helpful in-store and online offerings and features, including the use of technology to provide fishing reports and social media sharing with local market information for customers, access to hunting and fishing licenses, indoor test ranges for archery equipment and displays of customer-owned taxidermy. In addition, we host a variety of in-store programs (such as ladies’ nights and local events), contests (such as free-to-enter big-game trophy contests), thousands of educational

seminars (such as turkey frying, outdoor cooking, and firearm operation and safety). These programs are all designed to help our customers connect with the outdoors and build the skills necessary to maximize enjoyment of their chosen activities. As a result, we believe our stores often serve as gathering spots where local enthusiasts can share stories, product knowledge and advice on outdoor recreation activities, which drives traffic and fosters a sense of community and customer loyalty.

Our in-store experience is further complimented by our e-commerce experience available on our website, sportsmans.com. We also offer the ability for our customers to buy our product on-line and pick up their order in any of our stores.

Comprehensive Locally Relevant Merchandise Serving the Needs of Outdoor Enthusiasts at a Compelling Value. We offer our customers an extensive and carefully selected assortment of branded, high-quality outdoor products at competitive prices. We accomplish this primarily in three ways:

- ***Locally Relevant Merchandise:*** We carry approximately 25,000 stock-keeping units (“SKUs”) on average in a single store, out of Sportsman’s Warehouse’s total current offering of over 160,000 SKUs. Each store’s merchandise is tailored to meet local conditions and consumer demand, which takes into account seasonal and weather requirements, regional game and fishing species and key demographic factors, so that our customers have access to the appropriate product at the right time for their geography.
- ***Breadth and Mix of Product Assortment:*** Our merchandise strategy is designed to serve a variety of purchasing occasions and user experience levels, from big-ticket items to consumables, and from first-time participants to seasoned outdoor veterans. We pride ourselves on carrying an extensive selection of branded good, better and best hard goods at everyday value prices. Approximately 46% of our unit sales and 20% of our dollar sales during fiscal year 2024 were consumables, such as ammunition, bait, cleaning supplies, food, certain lures, propane and reloading supplies. We believe our specially curated array of in-stock consumable goods appeals to a broad range of customers and drives repeat traffic as well as increased average ticket value. We also carry a large omni-channel hunting and shooting sports offering.
- ***Strong Vendor Relationships:*** We believe our vendors find our brand-centric, high-service store concept to be unique among national specialty outdoor retailers. Our attractive store locations, consistent presentation of merchandise and thorough product training present a compelling opportunity for our vendors to offer their brands to local markets. As a result, we believe we are able to negotiate favorable terms with our vendors that are similar to those offered to our principal competitors that are larger in size. We share the benefits of these strategic vendor relationships with our customers through everyday value prices, enhanced access to certain products that are limited in production and special make-up products sold exclusively at Sportsman’s Warehouse.

Flexible and Adaptable Real Estate Strategy. We believe that our store model is a competitive advantage that enables us to better address the needs of markets of varying sizes and geographies. Our stores vary in size from approximately 7,500 to 75,000 gross square feet. We have had success with leasing existing sites, constructing new build-to-suit sites and purchasing existing stores and converting them to the Sportsman’s Warehouse brand. Our flexible store model permits us to serve both large metropolitan areas, like Phoenix, Arizona, and smaller MSAs, like Soldotna, Alaska, while generating consistent four-wall Adjusted EBITDA margins and returns on invested capital across a range of store sales volumes. In small- to medium-sized markets, we are often able to establish ourselves as a standalone destination for our customers; in larger markets, we have successfully leveraged existing infrastructure to open stores in shopping plazas near complementary retailers, drawing upon existing foot traffic. We believe our low-cost, flexible model allows us to access both large and small markets more economically than many of our peers.

We maintain a disciplined approach to new store development and perform comprehensive market research before selecting a new site, including partnering with specialized, third-party local real estate firms. We select sites using technology to create models and evaluate thousands of data points, including criteria such as local demographics, traffic patterns, density of hunting and fishing license holders in the area, abundance of hunting and fishing game and outdoor recreation activities, store visibility and accessibility, purchase data from our existing customer

database and availability of attractive lease terms. We have established productive relationships with well-regarded commercial real estate firms and believe that we are a sought-after tenant, given the strength of the Sportsman's Warehouse brand, the high volume of customers that visit our stores and our strong financial performance since becoming a public company.

Low Cost Operating Structure with Attractive and Replicable Store Economics. We strive to maintain a lower operating cost structure than many of our key competitors, which allows us to serve small- to medium-sized markets as well as larger MSAs. We achieve this through discipline and financial rigor around store-level expenses, real estate costs and corporate overhead. In addition, we utilize efficient, localized marketing campaigns and our “no frills” warehouse store layout helps us maintain comparatively low operating costs and provides us with the opportunity to achieve four-wall Adjusted EBITDA margins of 10% or more for stores in most new markets after the first 24 month period after opening the new store. Our typical new store requires an average net investment of approximately \$2.9 million, consisting of capital investments, net of tenant allowances. In addition, we stock each new store with initial inventory at an average cost of approximately \$1.8 million. We target a pre-tax return on invested capital after the first 24 month period after opening of over 40% excluding initial inventory cost (or over 20% including initial inventory cost). We currently plan to open one new store in fiscal year 2025 and we continue to evaluate our short-term strategy related to opening new stores. As of the end of fiscal year 2024, the majority of our stores that had been open for more than twelve months were profitable and those stores had an average four-wall Adjusted EBITDA margin of 10.0%. We believe this low-cost, capital-efficient approach also allows us to successfully serve markets that are not well-suited for the more capital-intensive store models of our key competitors. Approximately 63% of our markets currently lack another nationally recognized outdoor specialty retailer, which we believe is a result of these dynamics.

New Store Growth Opportunity within Existing and New Markets. As of February 1, 2025, we operated 146 stores across 32 states, primarily in the Western United States and Alaska. We believe our leadership position in the Western United States and our expansion in other geographical regions of the United States, combined with our existing scalable infrastructure, provides a strong foundation for further expansion within our core markets as well as expanding into new geographies.

Passionate and Experienced Management Team with Proven Track Record. We are focused on delivering an unsurpassed shopping experience to anyone who enjoys the excitement of the outdoors. This passion and commitment is shared by team members throughout our entire organization, from senior management to the outfitters in our stores. Our senior management team has an average of over 20 years of retail experience, with extensive capabilities across a broad range of disciplines, including merchandising, marketing and e-commerce, finance, compliance, store operations, supply chain management and information technology.

Our Growth Strategy

We are pursuing a number of strategies designed to continue our growth and strong financial performance, including the following:

Leveraging Our Omni-Channel Presence and Increasing Our Same Store Sales Growth. We are committed to leveraging our omni-channel retail presence and increasing same store sales through a number of ongoing and new initiatives, including (i) improving the customer experience on our website through continuous category optimization and personalization and product recommendations for online shopping, (ii) growing our consumer databases and leveraging them to drive revenue and the long term value of our customers, (iii) building depth and focus in our product assortment in stores, including locally curated brands and leveraging our e-commerce platform to increase the SKU count online (with the assistance of our vendor partners through drop ship and our Federal Firearms License (“FFL”) dealer partners), (iv) enhancing our brand awareness to be the local destination for hunting and fishing by leveraging our marketing platforms, creating unique online content using our outfitters and local influencers and providing exclusive online informational and education content, including news, buyer's guide and how to's, accessory finders, and wild game recipes, and (v) establishing Sportsman's Warehouse as the go-to authority in personal protection. Each of these ongoing and new initiatives is designed to foster additional shopping convenience, add deeper merchandise selection and provide more engaging product information to the customer. We believe these initiatives will continue to drive omni-channel traffic, improved conversion and increased average ticket value.

Continuing to Enhance Our Operating Margins. We believe our store base allows us to take advantage of economies of scale in product sourcing and leverage our existing infrastructure, supply chain, corporate overhead and other fixed costs. Furthermore, we expect to increase our gross profit margin by improving vendor terms with key suppliers, increasing sales of used firearms, selling more firearm service plans, and focusing on improved in-stocks for key items that customers expect to find daily.

Growing the Sportsman's Warehouse Brands. We are committed to supporting our stores, product offerings and brand through a variety of marketing programs, private label offerings and corporate partnerships. Our marketing and promotional strategy includes coordinated digital and social media platforms, print, as well as our internal data base of loyalty customers. In-store, we offer a wide range of outdoor-themed activities and seminars, from turkey frying to firearm operation and safety. In addition, we sponsor community outreach and charity programs to more broadly connect with our local communities with the aim of promoting our brand and educating consumers.

Growing our Loyalty and Credit Card Programs. We offer both a loyalty program and co-branded credit card program to our customers. These programs allow our customers to earn points that can be redeemed for in-store credit through purchases at Sportsman's Warehouse stores and through the use of the co-branded credit card for all daily purchases. We believe these benefits are key in helping us obtain and retain new customers. We plan to continue to invest in the marketing of these programs, in particular at the point-of-sale.

Expanding Our Store Base. Over the last three fiscal years, we have opened an average of eight stores per year. We plan to open one new store in fiscal year 2025 as we continue to re-evaluate our short-term growth strategy. Our current longer-term plans will continue to include expanding our store base to serve the outdoor needs of enthusiasts in markets across the United States. We believe our existing infrastructure, including distribution, omni-channel capabilities, information technology, loss prevention and outfitter training, is capable of sustaining our current growth plans without significant additional capital investment, although we may determine to invest in our existing infrastructure to prepare for future growth.

Our Stores

We operate 146 stores across 32 states as of February 1, 2025. Most of our stores are located in power, neighborhood and lifestyle centers. Power centers are large, unenclosed shopping centers that are usually anchored by three or more national supercenters, such as Target, Walmart and Costco. Neighborhood centers are shopping centers anchored by a supermarket or drugstore that provide convenience goods and services to a neighborhood. Lifestyle centers are shopping centers that combine the traditional functions of a shopping mall with leisure amenities such as pedestrian friendly areas, open air seating and inviting meeting spaces. We also operate several single-unit, stand-alone locations. Our stores average approximately 37,000 gross square feet.

The following table lists the location by state of our 146 stores open as of February 1, 2025:

	<u>Number of Stores</u>		<u>Number of Stores</u>
California	17	New Mexico	3
Washington	14	North Carolina	3
Utah	12	South Carolina	3
Arizona	10	Kentucky	2
Colorado	9	New York	2
Oregon	8	Tennessee	2
Pennsylvania	7	West Virginia	2
Wyoming	7	Wisconsin	2
Florida	6	Arkansas	1
Idaho	6	Iowa	1
Alaska	5	Louisiana	1
Michigan	4	Minnesota	1
Nevada	4	Mississippi	1
Virginia	4	Nebraska	1
Indiana	3	North Dakota	1
Montana	3	Ohio	1

Store Design and Layout

We present our broad and deep array of products in a convenient and engaging atmosphere to meet the everyday needs of all outdoor enthusiasts, from the seasoned veteran to the first-time participant. We maintain a consistent floor layout across our store base that we believe promotes an “easy-in, easy-out” shopping experience. All of our stores feature wide aisles, high ceilings, visible signage and central checkouts with multiple registers. Sportsman’s Warehouse stores, true to their name, are designed in a value engineered warehouse format that welcomes customers directly from or on the way to an outdoor activity. All of our stores also feature “store-within-a-store” concepts for certain popular brand partners, such as Huk, Ariat, Carhartt, Sitka, Costa, Leupold, Vortex Optics, Yeti and Christensen Arms, through which we dedicate a portion of our floor space to these brands to help increase visibility and drive additional sales.

Our stores include locally relevant features such as a large fishing board at the entrance that displays current fishing conditions in local lakes and rivers with coordinating gear in end-cap displays in the fishing aisles. We actively engage our customers through in-store features (such as sharing local fishing reports), various contests (such as free-to-enter fishing and hunting contests), and customer-owned taxidermy displays on the walls. We also host in-store programs (such as ladies’ night and local events) and a wide range of educational seminars (such as Dutch oven cooking and choosing the right binocular). Annually, we organize thousands of educational programs across our stores for the benefit of our customers. We believe these programs help us to connect with the communities in which we operate and encourage new participants to build the skills necessary to become outdoor enthusiasts and loyal customers.

The retail stores and the distribution center have loss prevention teams who monitor approximately 50 cameras at each store and 250 cameras at the distribution center. These cameras are observed locally and centrally at our headquarters in our dedicated surveillance room. Our systems are a key factor in our shrink rates of less than 1.5% and an important component of our comprehensive compliance program.

Expansion Opportunities and Site Selection

We have developed a rigorous and flexible process for site selection. We select sites for new store openings or store acquisitions based on criteria such as local demographics, traffic patterns, density of hunting and fishing license holders in the area, abundance of hunting and fishing game and outdoor recreation activities, store visibility and accessibility, purchase data from our existing customer database and availability of attractive lease terms. Our store model is adaptable to markets of multiple sizes, from MSAs with populations of less than 75,000 to major

metropolitan areas with populations in excess of 1,000,000. We have been successful both in remodeling existing buildings and in constructing new build-to-suit locations.

Our store model is designed to be profitable in a variety of real estate venues, including power, neighborhood and lifestyle centers as well as single-unit, stand-alone locations. In small- to medium-sized markets, we generally seek anchor locations within high-traffic, easily accessible shopping centers. In larger metropolitan areas, we generally seek locations in retail areas with major discount retailers (such as Walmart), wholesale retailers (such as Costco), other specialty hardline retailers (such as The Home Depot) or supermarkets. As we continue to expand our store base, we believe that small- to medium-sized markets offer a significant opportunity. In these markets, we believe our store size, which is smaller than many of our national competitors, but larger than many independent retailers, enables us to find convenient, easily accessible store locations while still offering the broad and deep selection of merchandise that our customers desire. In addition, our store format and size allow us to open multiple stores within major MSAs, which gives our customers convenient, easy access to our products without having to travel long distances.

Members of our real estate team spend considerable time and utilize sophisticated tools in evaluating prospective sites before bringing a proposal to our Real Estate Committee. Our Real Estate Committee, which is comprised of members of our senior management, including our Chief Executive Officer, Chief Financial Officer, and Chief Retail Officer, approves all prospective locations before a lease is signed.

Our typical store location ranges in size from 7,500 to 75,000 gross square feet. Our net investment to open a new store is approximately \$2.9 million, consisting of capital investments, net of tenant allowances. In addition, we stock each new store with initial inventory at an average cost of approximately \$1.8 million. After the first 24 month period after opening a new store, we target a four-wall Adjusted EBITDA margin of more than 10% and a pre-tax return on invested capital of over 40% excluding initial inventory cost (or over 20% including initial inventory cost). We currently plan to open one new store in fiscal year 2025 and we continue to evaluate our short-term strategy related to opening new stores.

Omni-Channel Strategy

We believe our website is an extension of our brand and our retail stores. The majority of our customers begin their shopping journey online, and our omnichannel marketing strategy reflects this reality. Our approach emphasizes customer engagement through their preferred digital marketing channels. Our website, www.sportsmans.com, serves as both a sales channel and a platform for marketing and product education, enabling us to connect more deeply with the outdoor community across all our localities. In addition to offering merchandise similar to what is available in our retail stores, our website provides a substantial amount of additional assortment. Regulatory restrictions create structural barriers to the online sale of certain products, such as firearms, ammunition, specific types of cutlery, propane, and reloading powder. Consequently, this portion of our business is more insulated from competition with online-only retailers.

We also provide our online customers with convenient omni-channel services. To ensure that our customers have access to our entire assortment of products available on the e-commerce website, our retail stores feature kiosks that allow customers to place orders for items that are available only on our website, out of stock or not regularly stocked. We view our kiosk offering as an important complement to our larger format stores, as well as a key differentiator and extension of our smaller format stores. Our in-store pickup offering allows customers to order products through our e-commerce website and pick up the products in our retail stores without incurring shipping costs. We believe our ship-to-store is a valuable service offering to customers, as well as a means to generate additional foot traffic to our retail stores. We also have the ability to ship-from-store to fulfill customer orders. This feature has allowed us to turn all of our retail stores into distribution centers, decreasing the time it takes to fulfill orders, and increasing our ability to leverage our inventory across our Company.

In addition, our website features local-area content, including fishing reports and event schedules, as well as online educational resources, including buyer's guides, how to's, tips, advice and links to video demonstrations on our dedicated YouTube channel. We are also highly engaged with hundreds of thousands of social media followers on

our Facebook and Instagram pages. These platforms allow us to reach our customers more directly with targeted postings of advertisements and in-store events. We leverage technology that aggregates customer location, browsing behavior and purchase history to present a personalized shopping experience. We gather thousands of feedback data points near real-time from our customers and measure the customer satisfaction (“CSAT”) as an item of our performance measurement from various surveys on the website and leverage direct customer feedback to improve our online shopping experience. We believe our online educational resources and community outreach drive traffic to our website and retail stores, while improving user engagement as shoppers move from single-purchase users to loyal customers. We provide online customer service support and fulfill orders through our in-house distribution center and through select partner drop ship integration. In fiscal year 2024, our website received more than 112 million visits with e-commerce driven sales in excess of 20% of total sales, which we believe demonstrates our position as a leading resource for outdoor products and product education.

Our Products and Services

Merchandise Strategy

We offer a broad range of products at a variety of price points and carry a deep selection of branded merchandise from well-known manufacturers, such as Browning, Carhartt, Coleman, Columbia Sportswear, Federal Premium Ammunition, Honda, Johnson Outdoors, Crispi, Camp Chef, Shakespeare, Shimano, Smith & Wesson and Ruger. To reinforce our convenient shopping experience, we offer our products at everyday value prices. We believe our competitive pricing strategy supports our strong value proposition, instills price confidence in both our customers and our sales associates, and is a critical element of our competitive position.

We believe we offer a wider selection of outdoor hard goods than many of our competitors. We employ a good, better, best merchandise strategy, with an emphasis on “better” products that meet the needs of customers of all experience levels. We strive to keep our merchandise mix fresh and exciting by continuously searching for new, innovative products and introducing them to our customers. Our hunting and shooting department, which is strategically located at the back of the store, is a key driver of store traffic and one of the reasons for our high frequency of customer visits. We carry a large array of consumable goods, which includes ammunition, bait, cleaning supplies, food, certain lures, propane and reloading supplies. During fiscal year 2024, sales of consumable goods accounted for approximately 46.0% of our unit sales and 20.0% of our dollar sales. We believe the sale of consumables and replenishment items drive repeat traffic, with the majority of our customers visiting our stores multiple times per year (according to our internal surveys). During such visits, our customers frequently browse and purchase other items, including additional gear and accessories.

We also carry a variety of private label and special make-up offerings under the Rustic Ridge™, Killik™, Vital Impact™, Yukon Gold, Lost Creek and Sportsman’s Warehouse brands as well as special make-up items through vendors such as Tikka, Weatherby, Camp Chef and various others. These products are designed and priced to complement our branded assortment, by rounding out the offering and ensuring customer choices for good, better and best within key product categories. During fiscal year 2024, private label offerings accounted for approximately 4.4% of our total sales with special make-up offerings accounting for an additional 2.5% of our total sales. This combined total of 6.9% compares to more than 20% for many of our sporting goods retail peers. We believe our private label and special make-up products are an important opportunity to drive sales and increase margins alongside our branded merchandise.

In addition to outfitting our customers with the correct gear, we provide our customers with value-added, technical support services, such as gunsmithing and firearm service plans. Our stores offer full-service archery technician services, fishing-reel line winding, scope mounting and bore sighting, and cleaning services. We also help participants enjoy the outdoors responsibly by issuing hunting and fishing licenses. We believe the support services provided by our highly trained outfitters differentiate us from our competitors, increase customer loyalty and drive repeat traffic to our stores.

Products

Our stores are organized into six departments. The table below summarizes the key product lines by department:

Department	Product Offerings
Camping	Backpacks, camp essentials, canoes and kayaks, coolers, outdoor cooking equipment, sleeping bags, tents and tools
Apparel	Camouflage, jackets, hats, outerwear, sportswear, technical gear and work wear
Fishing	Bait, electronics, fishing rods, flotation items, fly fishing, lines, lures, reels, tackle and small boats
Footwear	Hiking boots, socks, sport sandals, technical footwear, trail shoes, casual shoes, waders and work boots
Hunting and Shooting	Ammunition, archery items, ATV accessories, blinds and tree stands, decoys, firearms, reloading equipment, and shooting gear
Optics, Electronics, Accessories, and Other	Gift items, GPS devices, knives, lighting, optics, two-way radios, and other license revenue, net of revenue discounts

Each department has buying and planning teams that are responsible for monitoring product availability from vendors and sales volume within the department and across all stores. We actively monitor the profitability of each product category within each department and adjust our assortment and floor space accordingly. This flexibility enables us to provide customers with more preferred product choices and to enhance the profit potential of each store.

Hunting and Shooting has historically been the largest contributor to our sales. Hunting and Shooting department products are generally sold at significantly higher price points than other merchandise, but often have lower margin percentages. Fishing is our third largest category and we experienced sales growth in Fishing during fiscal year 2024. We believe Fishing, with its higher gross margins and appeal to a broad, growing demographic, represents one of our greatest areas of opportunity for growth.

The following table shows our sales during the past three fiscal years presented by department:

Department	Product Offerings	Fiscal year Ended		
		February 1, 2025	February 3, 2024	January 28, 2023
Camping	Backpacks, camp essentials, canoes and kayaks, coolers, outdoor cooking equipment, sleeping bags, tents and tools	11.7%	11.2%	12.5%
Apparel	Camouflage, jackets, hats, outerwear, sportswear, technical gear and work wear	7.5%	8.8%	9.3%
Fishing	Bait, electronics, fishing rods, flotation items, fly fishing, lines, lures, reels, tackle and small boats	10.3%	8.9%	8.9%
Footwear	Hiking boots, socks, sport sandals, technical footwear, trail shoes, casual shoes, waders and work boots	6.3%	7.2%	7.3%
Hunting and Shooting	Ammunition, archery items, ATV accessories, blinds and tree stands, decoys, firearms, reloading equipment and shooting gear	57.4%	57.4%	54.9%
Optics, Electronics, Accessories, and Other	Gift items, GPS devices, knives, lighting, optics, two-way radios, and other license revenue, net of revenue discounts	6.8%	6.5%	7.1%
Total		100.0%	100.0%	100.0%

Camping. Camping represented approximately 11.7% of our net sales during fiscal year 2024. Our camping assortment addresses both the technical requirements of the heavy-use camper, including gear for long-duration or deep-woods excursions, as well as the needs of the casual camper. We offer a broad selection of products for multi-day back country use and also for weekend outings, including tents and shelters, sleeping bags, backpacks and backpacking gear (including camouflaged styles for hunting), generators for home and camp use, cooking and food preparation equipment (including stoves and extended-use coolers), and dehydrated foods. Our camping department also includes canoes, kayaks and a selection of recreational camping equipment for the family, including basic automotive accessories, camp chairs and canopies. Our camping department includes brands such as Alps Mountaineering, Big Agnes, Camp Chef, Coleman, Honda, Teton Sports, Rustic Ridge Tents and Lost Creek Coolers.

Apparel. Apparel represented approximately 7.5% of our net sales during fiscal year 2024 and includes camouflage, outerwear, sportswear, technical gear, work-wear, jackets and hats. We primarily offer well-known brands in our apparel department, such as Carhartt, Columbia and Sitka. We also intend to grow our private label apparel lines, including Rustic Ridge™ and Killik™. Our apparel selection offers technical performance capabilities for a variety of hunting activities, including upland game, waterfowl, archery, big game hunting, turkey hunting and shooting sports. Performance attributes include waterproofing, temperature control, scent control features and visual capabilities, such as blaze orange and camouflage in a wide range of patterns. Outerwear is an important product category for customers who are fishing, hiking, hunting or marine enthusiasts. We further complement our technical apparel with an assortment of casual apparel that fits our customers' lifestyles, including a variety of branded graphic t-shirts, and private label t-shirts.

Fishing. Fishing represented approximately 10.3% of our net sales during fiscal year 2024 and includes products for fresh-water fishing, salt-water fishing, fly-fishing, ice-fishing and boating. Our broad assortment appeals to the beginning and weekend angler, as well as avid and tournament anglers. In addition to lures, rods and reels, our fishing assortment features a wide selection of products in tackle management and organization, electronics, fly-fishing, ice-fishing and marine accessories sub-categories. We also provide fishing-reel line winding services in all of our stores and live bait in most of our stores. We offer products for boat care and maintenance, as well as safety equipment and aquatic products such as float tubes and pontoons. All of our stores also sell fishing licenses. Our fishing department includes brands such as Johnson Outdoors, Normark, Plano, Pure Fishing, RoundRocks Fly Supply Co., Orvis and Shimano.

Footwear. Footwear represented approximately 6.3% of our net sales during fiscal year 2024 and includes work boots, technical footwear, hiking boots, trail shoes, socks, sport sandals and waders. As with apparel, our footwear selection offers a variety of technical performance features, such as different levels of support and types of tread, waterproofing, temperature control and visual attributes. Our footwear department includes brands such as Crispi, Danner, Keen, Merrell, and Hey Dude.

Hunting and Shooting. Hunting and shooting is our largest merchandise department, representing approximately 57.4% of our net sales during fiscal year 2024. Products such as firearms, ammunition, firearm cleaning supplies, firearm safety and storage, and reloading products are typically key drivers of traffic in our stores. Our hunting and shooting merchandise assortment provides equipment, accessories and consumable supplies for virtually every type of hunting and shooting sport. Our expert technicians allow us to effectively support our hunting assortments for the avid hunter, shooter and archery enthusiast. Our merchandise selection includes a wide variety of firearms designed for hunting, shooting sports and home and personal defense, including air guns, black powder muzzle loaders, handguns, rifles and shotguns. We carry a wide selection of ammunition, archery equipment, dog training products, hunting equipment, reloading equipment and shooting accessories. Our hunting and shooting department includes brands such as Federal Premium Ammunition, Hornady, Browning, Ruger, Smith & Wesson and Winchester.

Optics, Electronics, Accessories and Other. Our optics, electronics, accessories and other department represented approximately 6.8% of our net sales during fiscal year 2024. This department supplements our other equipment departments with complementary products, such as optics (including binoculars, spotting scopes and rangefinders), GPS devices and other navigation gear, two-way radios, specialized and basic cutlery and tools, including hunting knives, lighting, bear spray and other accessories. Our optics, electronics and accessories department includes

brands such as Garmin, Leupold, Swarovski Optik and Vortex Optics. Our other department includes miscellaneous products and services.

Loyalty and Co-Branded Credit Card Programs

We have a loyalty program through which our customers are able to earn “points” towards Sportsman’s Warehouse gift cards on most of their purchases. The program is free to join and accepted both online and in-stores for purchases and the use of redemption cards. As of February 1, 2025, we had more than 4.9 million participants in our loyalty program and approximately 53% of our revenue is generated from our loyalty customers.

Customers may obtain a loyalty program card when making a purchase in-store or online. After obtaining a card, the customer must register on our website in order to redeem loyalty rewards. Customers earn one point for each dollar spent, with the exception of certain items, such as gift cards and fish and game licenses. For every 100 points accumulated, the customer is entitled to a \$1.00 credit in loyalty rewards. Customers may choose to redeem loyalty rewards against purchases online and in-stores. The rewards points expire after 12 months of dormancy.

In addition, we offer our customers the multi-use Explorewards VISA Credit Card and the Explorewards Credit Card issued by Comenity Bank. Comenity Bank extends credit directly to cardholders and provides all servicing for the credit card accounts, funds the rewards and bears all credit and fraud losses. The Explorewards Visa Card allows customers to earn points whenever and wherever they use their card while the Explorewards Credit Card can be used only in Sportsman’s Warehouse stores and at Sportsman.com. Customers may redeem earned points for products and services just as they would redeem loyalty card points.

Sourcing and Distribution

Sourcing

We maintain central purchasing, replenishment and distribution functions to manage inventory planning, allocate merchandise to stores and oversee the replenishment of merchandise to the distribution center. We have no long-term purchase commitments. During fiscal year 2024, we purchased merchandise from approximately 1,100 vendors with no vendor accounting for more than 10% of total merchandise purchased. We have established long-standing, continuous relationships with our largest vendors.

Our sourcing organization is currently managed by our merchant team in our corporate headquarters. We also have field merchants that coordinate certain merchandising functions at the store level to provide a more localized merchandising model. To ensure that our product offerings are tailored to local market conditions and demand, our merchant teams regularly meet one-on-one with our vendors, and attend trade shows, review trade periodicals and evaluate merchandise offered by other retail and online merchants. We also frequently gather feedback and new product reviews from our store management and outfitters, as well as from reviews submitted by our customers. We believe this feedback is valuable to our vendor-partners and improves our access to new models and technologies.

Distribution and Fulfillment

We currently distribute all of our merchandise from our 507,000 square foot distribution center in Salt Lake City, Utah. We believe our current distribution center is sufficient to meet our needs for at least the next two years. The distribution center supports replenishment for all stores. We use preferred carriers for replenishment to our retail stores. The majority of our direct-to-consumer e-commerce orders are fulfilled by our 146 retail stores with additional orders fulfilled by our distribution center. We ship merchandise to our e-commerce customers via small parcel delivery. Our experienced distribution management team leads a staff of approximately 400 outfitters at peak inventory levels heading into the fourth quarter.

The distribution center has dynamic systems and processes that we believe can accommodate continued new store growth. We use Warehouse Management System (“WMS”) technology from Korber, to manage all activities. The system is highly adaptable and can be easily enhanced to accommodate new business requirements. For example, our WMS enabled us to support full omni-channel distribution under one roof by allowing us to comingle inventory

to optimize space requirements and labor. Additionally, we have adopted customized radio frequency and voice-directed technology to handle the specific requirements of our operations. We have the capability to both case pick and item pick, which is designed to ensure that our stores have sufficient quantities of product while also allowing us to maintain appropriate in-stock levels. This balance allows us to effectively manage inventory and maximize sales in stores.

Marketing and Advertising

We believe, based on internal surveys, that the majority of our customers are male, between the ages of 35 and 65, and have an annual household income between \$40,000 and \$100,000. We also actively market to women and have expanded our product offerings of women's and children's outerwear, apparel and footwear to address rising participation rates in hunting and shooting sports, as well as overall outdoor activity.

Our primary marketing efforts are focused on driving additional consumers to the stores and increasing the frequency and profitability of visits by customers of all types. We employ a two-pronged marketing approach:

- regional and national advertising programs; and
- local grassroots efforts to build brand awareness and customer loyalty.

Our regional and national advertising programs emphasize seasonal requirements for hunting, fishing and camping in our various store geographies. Our marketing and advertising tactics continue to evolve, as we are moving away from traditional platforms, into a data-driven, digitally-centric approach. Our media investment will tactically be allocated against the entire marketing funnel, ensuring that we are creating personalized messaging to our core segments, across their respective customer journey. Measurement and attribution will be key in understanding how our marketing investment is driving growth to the business. Our total marketing expense for fiscal year 2024 was approximately \$17.4 million.

The second prong of our marketing effort involves fostering grassroots relationships in the local community. Each Sportsman's Warehouse store employs a variety of outreach tools to build local awareness. One key component to our local marketing strategy is hosting events throughout the year, targeting a variety of end-user customer profiles (such as hunters, campers, anglers and women). Our store base hosts or facilitates thousands of in-store and offsite seminars and events per year, such as ladies' night, Waterfowl Weekend, Maintain the Terrain, and loyalty member events. Company representatives attend more than 600 events annually to provide support for these organizations and to solidify ties between their members and the Sportsman's Warehouse brand. Such grass roots marketing campaigns and local outreach enable us to reduce our initial marketing spend in connection with new store openings. We believe that these initiatives are highly cost-effective tools to create brand awareness and engender a loyal community of local customers, as well as differentiate Sportsman's Warehouse from its national competitors.

Information Technology

Business-critical information technology ("IT") systems include the following: supply chain, merchandise, point-of-sale ("POS"), WMS, e-commerce, loss prevention and financial and payroll. Our IT infrastructure is designed to be able to access real-time data from any store or channel. The network infrastructure is designed to allow us to quickly and cost effectively add new stores to the wide area network ("WAN"). Our critical systems are backed up via offsite storage and are supported by backup generators increasing our ability to remain operational in the event of a power failure. Each of our locations have redundant network connections, designed to reduce the potential for network outages.

We have implemented software for all of our major business-critical systems. Key operating systems include enterprise resource planning ("ERP"), system application processing ("SAP") Commerce for our e-commerce channel, and Java point of sale ("JPOS") for in-store functionality, and WMS. Our physical infrastructure is also built on products from vendors such as Cisco, Dell, Oracle Sun and VMWare. In fiscal year 2025, we expect to make substantial capital expenditures related to strategic technological investments.

Furthermore, we have incorporated reporting tools that are designed to enable our management to more effectively monitor our financial and operational performance to drive financial results by leveraging a range of data insights that is both more granular and more comprehensive than our previous tools. Real-time sales data is available to district, store and departments managers. In addition, our reporting tools generate custom-created reports that provide our team with on-demand access to the data relevant to their area of responsibility.

Intellectual Property

Sportsman’s Warehouse®, Sportsman’s Warehouse America’s Premier Outfitter®, Lost Creek®, LC Lost Creek Fishing Gear and Accessories®, Rustic Ridge™, Killik™, K Killik & Design™, LC & Design™, Vital Impact™, and The American Parts Company - TAPCO™ are among our service marks or trademarks registered with the United States Patent and Trademark Office. In addition, we own several other registered and unregistered trademarks and service marks involving advertising slogans and other names and phrases used in our business. We also own numerous domain names, including *www.sportsmans.com*, among others. The information on, or that can be accessed through, our websites is not a part of this filing.

We believe that our trademarks are valid and valuable and intend to maintain our trademarks and any related registrations. We do not know of any material pending claims of infringement or other challenges to our right to use our marks in the United States or elsewhere. We have no franchises or other concessions that are material to our operations.

Our Market and Competition

Our Market

We compete in the large, growing, and fragmented outdoor activities and sporting goods market, which we believe is currently underserved by full-line, multi-activity retailers. We believe, based on the 2022 U.S. Fish and Wildlife national survey published in September of 2023 and conducted once every five years, that U.S. outdoor activities and sporting goods retail sales total over \$170 billion annually. The U.S. outdoor activities and sporting goods sector consists of three primary categories—equipment, apparel, and footwear—each containing distinct product sets to support a variety of activities, including hunting, fishing, camping, and shooting, as well as other sporting goods activities.

We believe growth in the U.S. outdoor activities and sporting goods market is driven by key trends focused on enhancing performance and enjoyment while participating in these activities. This includes new product introductions, participation levels, and the resilience of consumer demand for purchases in these categories compared to other discretionary categories. We expect these factors to continue fostering growth in the outdoor activities and sporting goods market in the future.

Within the retail sporting goods sector, we primarily operate in the outdoor equipment, apparel, and footwear segment, which includes hunting and shooting, fishing, camping, hiking, and boating. Participation in these activities remains strong and continues to grow. According to the 2022 U.S. Fish and Wildlife national survey, anglers and hunters spent more than \$60 billion on equipment in 2022, which is approximately 40% higher than the amount reported in the 2016 survey. Additionally, the number of participating anglers and hunters increased by approximately 11% and 25%, respectively, from 2016 to 2022.

Furthermore, we believe specialty retailers have generated incremental sales volume by expanding their presence, particularly in smaller underserved communities, increasing customers’ access to products that were previously less available. The nature of the outdoor activities we cater to often requires recurring purchases throughout the year, resulting in high conversion rates among customers. For example, active anglers typically purchase various fishing tackle throughout the year based on seasons and changing conditions. Hunting with firearms is often accompanied by recurring purchases of ammunition and cleaning supplies, as well as multiple firearm styles for different types of game.

Competition

We believe the principal competitive factors in our industry are product selection, including locally relevant offerings, value pricing, convenient locations, technical services, and customer service. Some of our competitors operate a larger number of stores and have a greater market presence, name recognition, and more financial, distribution, marketing, and other resources than we do. However, we believe we compete effectively through our distinctive branded selection, superior customer service, and commitment to understanding and providing merchandise relevant to our target customer base. We cater to outdoor enthusiasts and possess both an in-depth knowledge of the technical outdoor customer and a “grab-and-go” store environment that uniquely meets their need for value and convenience. Our flexible store format, combined with our low-cost, high-service model, enables us to enter and serve smaller markets that our larger competitors cannot penetrate as effectively.

Additionally, certain legal restrictions exist on the sale of some of our product offerings, such as firearms, ammunition, certain cutlery, propane, and reloading powder, which create structural barriers to competition from many online retailers. Over the past few years, several big-box retailers have either exited or significantly reduced their exposure to the hunting and shooting sports categories due to increasing federal, state, and local regulations. Given our strong position in the hunting and shooting sports market, we believe we are well-positioned to meet consumer demand in these large categories.

Our principal competitors include:

- Independent, local specialty stores with locally relevant but often limited product offerings
- Other specialty retailers that compete with us across a significant portion of our merchandising categories through retail stores, catalogs, or e-commerce businesses
- Large-format sporting goods stores and chains
- Mass merchandisers, warehouse clubs, discount stores, and department stores
- Online retailers with deep offerings in our product categories

Independent, Local Specialty Stores. These stores generally range in size from approximately 2,000 to 10,000 square feet and typically focus on one or more specific product categories, such as hunting, fishing, or camping.

Other Specialty Retailers. Some of the specialty retailers that compete with us across multiple merchandising categories are large-format retailers, with stores typically ranging from 40,000 to 250,000 square feet. These retailers aim to offer a broad selection of merchandise focused on hunting, fishing, camping, and other outdoor categories. Some combine retail with outdoor entertainment and theme attractions. We believe the number of these stores that can be supported in any single market area is limited due to their large size and significant per-store buildout cost.

Other specialty retailers are smaller chains that typically offer a broad selection of merchandise in one or more of the following categories—hunting, fishing, camping, or other outdoor activities. We believe we offer a broader and deeper selection of merchandise and specialized services than these retailers.

Large-Format Sporting Goods Stores and Chains. These stores generally range from 20,000 to 80,000 square feet and offer a broad selection of sporting goods, including baseball, basketball, football, and home gyms, in addition to hunting, fishing, and camping. However, we believe the amount of space dedicated to outdoor product categories in these stores limits their offerings in these areas.

Mass Merchandisers, Warehouse Clubs, Discount Stores, and Department Stores. Retailers in this category with physical locations generally range from approximately 50,000 to over 200,000 square feet and are primarily located in shopping centers, free-standing sites, or regional malls. Hunting, fishing, and camping merchandise and apparel represent a small portion of these stores’ assortments and total sales.

Online Retailers. E-commerce is a growing sales channel, and we face competition from various online retailers offering a wide range of products in our categories. These competitors include e-commerce-only retailers as well as many of the retailers mentioned above that also have an online presence.

There are approximately 47,000 Type 01 FFLs in the United States today, of which only approximately 5,100 are currently held by national or regional specialty stores. Since FFLs are issued at the store level, these statistics imply that almost 90% of the market is fragmented among small independent retailers. We believe this fragmentation within the total addressable market presents an attractive opportunity for us to continue to expand our market share, as customers increasingly prefer a broad and appealing selection of merchandise, competitive prices, high levels of service and one-stop shopping convenience.

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 26.4% and 28.0% 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. For additional information, see Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Regulation and Compliance

Regulation and Legislation

We operate in a highly regulated industry. There are a number of federal, state and local laws and regulations that affect our business. In every state in which we operate, we must obtain various licenses and/or permits in order to operate our business.

Because we sell firearms at all of our retail stores, we are subject to regulation by the Bureau of Alcohol, Tobacco, Firearms and Explosives (the "ATF"). Each store has its own Federal Firearms License ("FFL") that permits the sale of firearms, and our distribution center has obtained an FFL to store and distribute firearms. Certain states require a state license to sell firearms and/or ammunition and we have obtained these licenses for the states in which we operate that have such a requirement.

We must comply with federal, state and local laws and regulations, including the National Firearms Act of 1934 (the "NFA"), the Gun Control Act of 1968 (the "GCA"), the Arms Export Control Act of 1976 and provisions of the Internal Revenue Code of 1986, applicable to the Firearms and Ammunition Excise Tax, all of which have been amended from time to time. The NFA and GCA require our business to, among other things, maintain FFLs for our locations and perform a pre-transfer background check in connection with each firearm purchase. We perform this background check using either the FBI-managed National Instant Criminal Background Check System ("NICS"), or a comparable state government-managed system that relies on NICS and any additional information collected by the state. These background check systems either confirm that a transfer can be made, deny the transfer or require that the transfer be delayed for further review, and provide us with a transaction number for the proposed transfer. We are required to record the transaction number on an ATF Form 4473 and retain this form in our records for auditing purposes for the entire duration we are in business.

The federal categories of prohibited purchasers are the prevailing minimum for all states. States (and, in some cases, local governments) on occasion enact laws that further restrict permissible purchases of firearms. We are also subject to numerous other federal, state and local laws and regulations regarding firearm sale procedures, record keeping, inspection and reporting, including adhering to minimum age restrictions regarding the acquisition, purchase or possession of firearms or ammunition, residency requirements, applicable waiting periods, importation regulations and regulations pertaining to the shipment and transportation of firearms.

On September 13, 1994, the Federal Assault Weapons Ban (the “AWB”), which prohibited the manufacture of certain firearms defined as “assault weapons,” restricted the sale or possession of “assault weapons,” except those that were manufactured prior to the law’s enactment, and placed restrictions on the sale of new high-capacity ammunition feeding devices. In September 2004, Congress declined to renew the AWB. In the years following the expiration of the AWB, various states and local jurisdictions, including California, Colorado, New York and Washington (states in which we operate), have adopted their own versions of the AWB or high capacity ammunition feeding device restrictions, some of which apply to the products we sell in other states. If a statute similar to the AWB were to be enacted or re-enacted at the federal level, it would impact our ability to sell certain products. Additionally, state and local governments have enacted laws and regulations that place additional restrictions on the manufacture, transfer, sale, purchase, possession and use of firearms, ammunition and shooting-related products. For example, several states, such as California, Colorado, Connecticut, Florida, Illinois, Maryland, Minnesota, New Jersey, New York, Oregon, Virginia and Washington have enacted laws and regulations that are more restrictive than federal laws and regulations that limit access to and sale of certain firearms and ammunition. California, Connecticut and New York impose mandatory screening of ammunition purchases, some other states require the presentation of a firearms ownership identification card or permit in order to acquire ammunition products; Florida, Washington, and most recently, Colorado have passed legislation that, among other things, raises the minimum age to purchase certain firearms to 21 from 18 and imposes a multi-day waiting period on all gun purchases. California also raised the minimum age to purchase certain firearms to 21 and enacted several restrictions, including background checks on ammunition sales. Some states prohibit the sale of guns without internal or external locking mechanisms. Several states and the United States Congress have introduced microstamping legislation (that is, engraving the handgun’s serial number on the firing pin of new handguns) for certain firearms. Other state or local governmental entities may also explore similar legislative or regulatory initiatives that may further restrict the manufacture, sale, purchase, possession or use of firearms, ammunition and shooting-related products.

The Protection of Lawful Commerce in Arms Act (“PLCAA”), which became effective in October 2005, prohibits civil liability actions from being brought or continued in any federal or state court against federally licensed manufacturers, distributors, dealers or importers of firearms or ammunition for damages, punitive damages, injunctive or declaratory relief, abatement, restitution, fines, penalties or other relief resulting from the criminal or unlawful misuse of a qualified product by third parties. PLCAA has six narrow exceptions which permits legitimate lawsuits such as traditional product liability actions or instances of unlawful conduct by a manufacturer or seller of a qualified product to proceed.

Several states have immunity statutes in place similar to the PLCAA. However, California, Colorado, Delaware, Hawaii, Illinois, Maryland, New Jersey, New York and Washington recently enacted state legislation in the past five years that allow firearm dealers, manufacturers, and importers to engage in marketing or sales activities as defined in the legislation.

We are also subject to a variety of federal, state and local laws and regulations relating to, among other things, protection of the environment, human health and safety, advertising, pricing, weights and measures, product safety and other matters. Some of these laws affect or restrict the manner in which we can sell certain items, such as archery equipment, handguns, smokeless powder, black powder substitutes, ammunition, pepper spray, bows, knives and other products. State and local laws and regulations governing hunting, fishing, boating, all-terrain vehicles and other outdoor activities and equipment can also affect our business. We believe that we are in substantial compliance with the terms of such laws and that we have no liabilities under such laws that we expect could have a material adverse effect on our business, results of operations or financial condition.

In addition, many of our imported products are subject to existing or potential duties, tariffs or quotas that may limit the quantity of products that we may import into the United States from other countries or impact the cost of such products. To date, quotas in the operation of our business have not restricted us, and customs duties have not comprised a material portion of the total cost of our products.

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 bans firearms and magazines with a capacity of over ten rounds, and that, among other things, imposes complex permitting and training requirements for the purchases of firearms. On December 6, 2022, a state circuit court judge in Oregon temporarily blocked the enforcement of such legislation and later granted a permanent injunction on

November 21, 2023. The measure was also being challenged in a related case in federal court and was on appeal to the Ninth Circuit Court of Appeals. However, due to the recent ruling of a similar capacity restriction case in California (*Duncan vs. Bonta*), the Oregon federal court case will likely be remanded to the lower court.

Recently, on March 12, 2025, the Oregon Court of Appeals ruled that the ballot measure is constitutional under Oregon's state constitution and gave the plaintiffs 35 days to appeal the decision. As a result, sales of firearms in Oregon may be halted or substantially diminished until all permitting and training programs are fully developed by the state and/or law enforcement agencies. If that were to 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 could have a substantial impact on our sales and gross margin. A pending bill in the Oregon House (HB 3075) seeks to delay the implementation of the permitting requirement until July 2026 and provides for certain exemptions (notably for law enforcement and military members). We currently operate eight stores in the State of Oregon.

Our e-commerce business is subject to the Mail or Telephone Order Merchandise Rule and related regulations promulgated by the Federal Trade Commission (the "FTC"), which affect our catalog mail order operations. FTC regulations, in general, govern the solicitation of orders, the information provided to prospective customers and the timeliness of shipments and refunds. In addition, the FTC has established guidelines for advertising and labeling many of the products we sell.

Compliance

We are routinely inspected by the ATF and various state agencies to ensure compliance with federal, state and local laws and regulations. While we view such inspections as a starting point, we employ more comprehensive internal compliance inspections to help ensure we follow and are compliant with all applicable laws and regulations. With the IT infrastructure systems we have in place, certain components of inspections can be done remotely. In order to maintain compliance with the applicable federal, state and local laws and regulations, we have implemented company-wide standard operating procedures that apply to the sale of firearms and ammunition. All relevant outfitters are trained in accordance with the policies and procedures regarding the sale of ATF regulated items.

We dedicate significant resources to ensure compliance with applicable federal, state and local laws and regulations. Since we began operations in 1986, we have never had an FFL revoked.

We are also subject to a variety of state laws and regulations relating to, among other things, advertising and product restrictions. Some of these laws prohibit or limit the sale, in certain states and locations, of certain items, such as black powder firearms, ammunition, bows, knives and similar products. Our compliance department administers various restriction codes and other software tools to prevent the sale of such jurisdictionally-restricted items.

We have particular expertise in the California market and have passed several California Department of Justice ("CA DOJ") firearm audits with zero or only minor violations. The CA DOJ communicates with us for policy discussion, recognizing the strength of our compliance infrastructure.

Compliance with government regulations, including environmental regulations, has not had, and based upon current information and the applicable laws and regulation currently in effect, is not expected to have a material effect on our capital expenditures, results of operations or competitive position. However, laws and regulations may be changed, accelerated or adopted that impose significant operational restrictions and compliance requirements upon us and which could negatively impact our operating results and financial condition. See Item 1A, "Risk Factors—Risks Related to the Firearms Business".

Data Privacy

In the ordinary course of business, we collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share (collectively, "process") personal data, such as our outfitters and consumer information. Accordingly, we are subject to numerous data privacy and security obligations, including federal, state, and local laws, regulations, guidance, industry standards, external and internal privacy and security policies, contractual requirements and other obligations related to data privacy and security.

These frameworks are evolving and may impose potentially conflicting obligations. Such obligations may include, without limitation, the Federal Trade Commission Act, the California Consumer Privacy Act of 2018, (“CCPA”), industry standards, such as the Payment Card Industry Data Security Standard (“PCI DSS”), and wiretapping laws. The CCPA is an example of the increasingly stringent and evolving regulatory frameworks related to personal data processing that may increase our compliance obligations and exposure for any noncompliance. For example, the CCPA applies to personal data of consumers, business representative, and employees who are California residents, imposes specific obligations on covered businesses, provides for fines and allows private litigants affected by certain data breaches to recover significant statutory damages.

In addition, numerous other U.S. states have enacted comprehensive data privacy laws, and similar laws are being considered at the federal, state, and local levels.

Human Capital

We appreciate the importance of retention, growth and development of our outfitters. We strive to provide competitive compensation and benefits packages, opportunities for advancement, and extensive training programs and learning opportunities for our outfitters.

As of February 1, 2025, we had approximately 5,100 total outfitters. Of our total outfitters, approximately 200 were based at our corporate headquarters in West Jordan, Utah, approximately 400 outfitters were based at our distribution center and approximately 4,500 outfitters worked in our stores. As of February 1, 2025, we had approximately 2,050 full-time outfitters and approximately 3,050 part-time outfitters, who are primarily based in our stores. None of our outfitters are represented by a labor union or are party to a collective bargaining agreement and we have had no labor-related work stoppages.

We believe we offer competitive compensation and benefits packages. We are also focused on understanding the strengths and opportunities that come from within our workforce, which is made up of outfitters with varied experience, expertise, and backgrounds, and strive to execute on a strategy to support further progress in building out those existing outfitter capabilities. As our outfitters are often outdoor enthusiasts, we offer a discount program to our outfitters. We believe our level of outfitter store patronage and outfitter expertise are unique among our competitors in this industry and enhances our differentiated shopping experience.

We believe that the recruitment, training and knowledge of our outfitters and the consistency and quality of the service they deliver are central to our success. We emphasize deep product knowledge for store managers and sales associates during both the hiring and training stages. We hire most of our sales associates for a specific department or product categories. Our managers and sales associates undergo focused sales training, consisting of both sales techniques and specialized product instruction, both immediately upon hiring (approximately 20 hours) and continuing throughout their career (approximately 16 hours annually thereafter). For example, in our hunting department, all outfitters receive an additional nine hours of training on ATF and company policies initially upon hire, with continuing education throughout the year. Our store managers complete two to six months of on-the-job training at another store with a Sportsman’s Warehouse district manager, as part of which they receive approximately 80 hours of dedicated managerial training and instruction. Our department heads receive extensive online training as well as on-site instruction, totaling approximately 40 hours. As a result of these programs, our outfitters are highly trained to provide friendly and non-intimidating education, guidance and support to address our customers’ needs.

We have shifted our nomenclature to refer to our employees as "Outfitters," a title that better reflects the unique, outdoor-focused culture we are building and the expertise our employees possess. More than just a name change, this shift has influenced our job postings, training, and various aspects of the work experience for the purpose of fostering an Outfitter mindset. In addition, we collaborated with outfitters across the company to establish a formal set of Core Values that embody the mindset and behaviors we seek to recruit, develop, and recognize within our organization. These values include:

- Outfitters Serving Outdoor Enthusiasts
- Adventures are Better Together

- Trust is Our North Star
- Hitting the Mark
- Pioneering Spirit

We are bringing these values to life through a company-wide communication campaign, leadership development, and recognition program.

One of our unique assets is a designated training room located at our headquarters. Our training room is used frequently for company-wide training programs and by vendors to stage training demonstrations for new products. Training room sessions are broadcast real-time in high definition to each store location and are recorded for future viewing. Vendor training is particularly interactive, permitting vendor representatives to present a uniform message simultaneously to all outfitters, while allowing managers and sales staff in individual stores to ask questions and provide real-time feedback on products. This system increases vendors' product knowledge reach and provides more effective training to our outfitters. Training room sessions are especially important for technical products that have numerous design features and a high unit price, because they enable our sales associates to better educate customers and provide additional assurance that a given product fits the customer's needs.

Available Information

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available on our website at www.sportsmans.com, free of charge, as soon as reasonably practicable after the electronic filing of these reports with, or furnishing of these reports to, the SEC. We may post information that is important to investors on our website from time to time. The information provided on our website is not part of this report and is, therefore, not incorporated herein by reference.

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. Accordingly, in evaluating our business, we encourage you to consider the following discussion of risk factors, in its entirety, in addition to other information contained in or incorporated by reference into this 10-K, including our consolidated financial statements and the related notes appearing at the end of this 10-K, and our other public filings with the SEC. Other events that we do not currently anticipate or that we currently deem immaterial may also affect our business, prospects, financial condition and results of operations.

Risks Related to the Firearms Business

Current and future government regulations, particularly regulations relating to the sale of firearms and ammunition, may negatively impact the demand for our products and our ability to conduct our business.

We operate in a complex regulatory and legal environment that could negatively impact the demand for our products and expose us to compliance and litigation risks, which could materially affect our operations and financial results. These laws may, and do, change, sometimes significantly, as a result of political, economic or social events. For instance, Colorado and Washington passed legislation that, among other things, raises the minimum age to purchase certain firearms from 18 to 21 and imposes multi-day waiting period on gun purchases. In addition, Florida has also raised the minimum age for firearms purchases to 21 with some exceptions, and in November 2022, the State of Oregon passed a ballot measure that will ban firearms and magazines with a capacity of over ten rounds, and that will, among other things, impose complex permitting and training requirements for the purchases of firearms. Some of the federal, state or local laws and regulations that affect our business and demand for our products include:

- federal, state or local laws and regulations or executive orders that prohibit or limit the sale of certain items we offer, such as firearms, black powder firearms, ammunition, bows, knives and similar products;
- the ATF, regulations, audit and regulatory policies that impact the process by which we sell firearms and ammunition and similar policies of state agencies that have concurrent jurisdiction, such as the CA DOJ;
- laws and regulations governing hunting and fishing;
- laws and regulations relating to the collecting and sharing of non-public customer information;
- laws and regulations relating to consumer products, product liability or consumer protection, including regulation by the Consumer Product Safety Commission and similar state regulatory agencies;
- laws and regulations relating to the manner in which we advertise, market or sell our products;
- labor and employment laws, including wage and hour laws;
- U.S. Customs laws and regulations pertaining to proper item classification, quotas and the payment of duties and tariffs; and
- FTC regulations governing the manner in which orders may be solicited and prescribing other obligations in fulfilling orders and consummating sales.

Over the past several years, bills have been introduced in the United States Congress that would restrict or prohibit the manufacture, transfer, importation or sale of certain calibers of handgun ammunition, impose a tax and import controls on bullets designed to penetrate bullet-proof vests, impose a special occupational tax and registration requirements on manufacturers of handgun ammunition and increase the tax on handgun ammunition in certain calibers. Because we carry these products, such legislation could, depending on its scope, materially harm our sales.

Additionally, state and local governments have proposed laws and regulations that, if enacted, would place additional restrictions on the manufacture, transfer, sale, purchase, acquisition, possession and use of firearms, ammunition and shooting-related products. For example, in response to mass shootings and other incidents in the United States, several states, such as California, Colorado, Connecticut, Florida, Illinois, Maryland, Minnesota, New

Jersey, New York, Oregon, Virginia and Washington have enacted laws and regulations that limit access to and sale of certain firearms in ways more restrictive than federal laws. Other state or local governmental entities may continue to explore similar legislative or regulatory restrictions that could prohibit the manufacture, sale, purchase, possession or use of firearms and ammunition. In California, Connecticut and New York, mandatory screening of ammunition purchases is now required, as well as electronic recordkeeping that will be audited by the state. In addition, several states and the United States Congress have introduced microstamping legislation (that is, engraving the handgun's serial number on the firing pin of new handguns) for certain firearms. Lastly, some states prohibit the sale of firearms without internal or external locking mechanisms, and several states are considering mandating certain design features on safety grounds, most of which would be applicable only to handguns. Other state or local governmental entities may also explore similar legislative or regulatory initiatives that may further restrict the manufacture, sale, purchase, acquisition, possession or use of firearms, ammunition and shooting-related products.

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 bans firearms and magazines with a capacity of over ten rounds, and that, among other things, imposes complex permitting and training requirements for the purchases of firearms. On December 6, 2022, a state circuit court judge in Oregon temporarily blocked the enforcement of such legislation and later granted a permanent injunction on November 21, 2023. The measure was also being challenged in a related case in federal court and was on appeal to the Ninth Circuit Court of Appeals. However, due to the recent ruling of a similar capacity restriction case in California (*Duncan vs. Bonta*), the Oregon federal court case will likely be remanded to the lower court.

Recently, on March 12, 2025, the Oregon Court of Appeals ruled that the ballot measure is constitutional under Oregon's state constitution and gave the plaintiffs 35 days to appeal the decision. As a result, sales of firearms in Oregon may be halted or substantially diminished until all permitting and training programs are fully developed by the state and/or law enforcement agencies. If that were to 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 could have a substantial impact on our sales and gross margin. A pending bill in the Oregon House (HB 3075) seeks to delay the implementation of the permitting requirement until July 2026 and provides for certain exemptions (notably for law enforcement and military members). We currently operate eight stores in the State of Oregon.

The regulation of firearms, ammunition and shooting-related products may even become more restrictive in the future. Changes in these laws and regulations or additional regulations, particularly new laws or increased regulations regarding sales and ownership of firearms and ammunition, could cause the demand for and sales of our products to decrease and could materially adversely impact our net sales and profitability. Sales of firearms represent a significant percentage of our net sales and are critical in drawing customers to our stores. A substantial reduction in our sales or margins on sales of firearms and firearm related products due to the establishment of new regulations could harm our operating results. Moreover, complying with increased or changed regulations could cause our operating expenses to increase.

We may incur costs from litigation involving products that we sell, particularly firearms and ammunition, which could adversely affect our net sales and profitability.

We may incur damages due to lawsuits involving products we sell, including lawsuits relating to firearms, ammunition, tree stands and archery equipment. We may incur losses due to lawsuits, including potential class actions, relating to our performance of background checks on firearms purchases and compliance with other sales laws as mandated by state and federal law. We may also incur losses from lawsuits relating to the improper use of firearms or ammunition sold by us, including lawsuits by municipalities or other organizations attempting to recover costs from manufacturers and retailers of firearms and ammunition. For instance, in July 2019, the estate and family of a victim of the Route 91 Harvest Festival shooting filed litigation against 16 defendants, including us, for wrongful death and negligence. This litigation was dismissed in March of 2022, with a finding of no liability for the Company. Our insurance coverage, as well as the insurance provided by our vendors for certain products they sell to us may be inadequate to cover claims and liabilities related to products that we sell. In addition, claims or lawsuits related to products that we sell, or the unavailability of insurance for product liability claims, could result in the elimination of these products from our product line, thereby reducing net sales. If one or more successful claims against us are not covered by or exceed our insurance coverage, or if insurance coverage is no longer available, our available working capital may be impaired and our operating results could be materially adversely affected. Even

unsuccessful claims could result in the expenditure of funds and management time and could have a negative impact on our profitability and on future premiums we would be required to pay on our insurance policies.

Our net sales and profitability could be impacted if the strength of our brand is not maintained, and our sales of firearm-related products could present reputational risks and negative publicity.

Our success depends on the value and strength of the Sportsman's Warehouse brand. The Sportsman's Warehouse name is integral to our business as well as to the implementation of our strategies for expanding our business. Maintaining, promoting and positioning our brand will depend largely on the success of our marketing and merchandising efforts and our ability to provide high quality merchandise and a consistent, high quality customer experience both in-store and online. Our brand could be adversely affected if we fail to achieve these objectives or if our public image or reputation were to be tarnished by negative publicity, any of which could result in decreases in net sales. In addition, the sale of firearm-related products also may present reputational risks and negative publicity that could affect consumers' perception of us or willingness to shop in our stores, which could harm our results of operations and financial condition.

Risks Related to Our Retail Operations

Our retail-based business model is impacted by general economic and market conditions, such as elevated interest rates and inflationary pressures, economic, market and financial uncertainties that may cause a decline in consumer spending, that may adversely affect our business, operations, liquidity, financial results and stock price.

During fiscal years 2024 and 2023 we saw decreased revenue and operated at a net loss as a result of elevated inflationary pressures on our consumers discretionary spending, as well as, elevated interest rates and higher energy costs and fuel prices. As a retail business that depends on consumer discretionary spending, we may continue to be adversely affected if our customers reduce, delay or forego their purchases of our products as a result of job losses, bankruptcies, higher consumer debt and interest rates, increases in inflation, higher energy and fuel costs, reduced access to credit, fluctuations in home prices and other adverse conditions in the mortgage and housing markets, lower consumer confidence, uncertainty or changes in tax policies and tax rates, uncertainty due to potential national or international security concerns, adverse or unseasonal weather conditions and uncertainty related to any health crisis. If we are required to close a large portion of our stores or we experience an acceleration of reduced store traffic, whether as a result of a pandemic, evolving macroeconomic conditions or geopolitical events, or otherwise, we may need additional liquidity to maintain our operations depending on how long these events impact our operations. Such events could adversely impact our sales and/or cause the temporary closure of our stores. Decreases in same store sales, customer traffic to our stores and e-commerce site or average ticket sales negatively affect our financial performance, and a prolonged period of depressed consumer spending could have a material adverse effect on our business. Promotional activities, vendor incentives, and decreased demand for consumer products could affect profitability and margins. In addition, adverse economic conditions may result in an increase in our operating expenses due to, among other things, higher costs of labor, energy, equipment and facilities. Due to fluctuations in the U.S. economy, our sales, operating and financial results for a particular period are difficult to predict, making it difficult to forecast results to be expected in future periods. Any of the foregoing factors could have a material adverse effect on our business, results of operations and financial condition and could adversely affect our stock price.

Our concentration of stores in the Western United States makes us susceptible to adverse conditions in this region.

The majority of our stores are currently located in the Western United States, comprising Alaska, Arizona, California, Colorado, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming. As a result, our operations are more susceptible to regional factors than the operations of more geographically diversified competitors. These factors include regional economic and weather conditions, natural disasters, demographic and population changes and governmental regulations in the states in which we operate. Environmental changes and disease epidemics affecting fish or game populations in any concentrated region may also affect our sales. In addition, adverse weather conditions and the impacts of climate change in any concentrated region may temporarily reduce the demand for some of our products and could have a negative effect on our sales, earnings or cash flows. If

a region with a concentration of our stores were to suffer an economic downturn or other adverse event, our operating results could suffer.

Competition in the outdoor activities and sporting goods market could reduce our net sales and profitability.

The outdoor activities and sporting goods market is highly fragmented and competitive. Some of our competitors have a larger number of stores, and greater market presence (both brick and mortar and online), name recognition and financial, distribution, marketing and other resources than we have. Other competitors have recently announced strategic partnerships with retailers that will allow those competitors to enter our markets that they historically have not competed in. As a result of this competition, we may need to spend more on advertising and promotion than we anticipate. In addition, the ability of consumers to compare prices on a real-time basis through the use of smartphones and digital technology puts additional pressure on us to maintain competitive pricing. If our competitors reduce their prices, we may have to reduce our prices in order to compete, which could harm our margins. Furthermore, some of our competitors may build new stores in or near our existing locations or in locations with high concentrations of our e-commerce business customers. As a result of this competition, we may need to spend more on advertising and promotion. Some of our mass merchandising competitors, such as Walmart, do not currently compete in many of the product lines we offer. However, if these competitors were to begin offering a broader array of competing products or partner with our competitors to offer such products, or if any of the other factors listed above occurred, our net sales could be reduced or our costs could be increased, resulting in reduced profitability.

If we fail to anticipate changes in consumer demands, including regional preferences, in a timely manner, our operating results could suffer.

Our products appeal to consumers who regularly hunt, camp, fish and participate in various shooting sports. The preferences of these consumers cannot be predicted with certainty and are subject to change. In addition, due to different game and fishing species and varied weather conditions found in different markets, it is critical that our stores stock products appropriate for their markets. Our success depends on our ability to identify product trends in a variety of markets as well as to anticipate, gauge and quickly react to changing consumer demands in these markets. We usually must order merchandise well in advance of the applicable selling season. The extended lead times for many of our purchases may make it difficult for us to respond rapidly to new or changing product trends or changes in prices. If we misjudge either the market for our products or our customers' purchasing habits, our net sales may decline significantly and we may not have sufficient quantities of merchandise to satisfy customer demand or we may be required to mark down excess inventory, either of which would result in lower profit margins and harm our operating results.

Our same store sales may fluctuate and may not be a meaningful indicator of future performance.

Our same store sales may vary from quarter to quarter, and an unanticipated decline in net sales or same store sales may cause the price of our common stock to fluctuate significantly. A number of factors have historically affected, and will continue to affect, our same store sales results, including:

- macroeconomic factors, such as political trends, social unrest, inflationary pressures, slow growth or recessionary trends, decreased consumer confidence and availability of credit, increased consumer debt levels, new or increased tariffs, labor shortages and unemployment trends, monetary supply shifts, elevated interest rates, tightening of credit markets, potential disruptions from international hostilities and pandemics or other public health threats;
- 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, natural disasters, and climate change;
- new product introductions and changes in our product mix; and •changes in pricing and average ticket sales.

Our operating results are subject to seasonal fluctuations.

We experience moderate seasonal fluctuations in our net sales and operating results. On average over the last three fiscal years, we have generated 26.4% and 28% of our annual 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 incur additional expenses in the third and fourth fiscal quarters due to higher purchase volumes and increased staffing in our stores. If, for any reason, we miscalculate the demand for our products or our product mix during the third or fourth fiscal quarters, our sales in these quarters could decline, resulting in higher labor costs as a percentage of sales, lower margins and excess inventory, which could cause our annual operating results to suffer and our stock price to decline. Due to our seasonality, the possible adverse impact from other risks associated with our business, including atypical weather, consumer spending levels and general economic and business conditions, is potentially greater if any such risks occur during our peak sales seasons.

If we are unable to protect against inventory shrink, our results of operations and financial condition could be adversely affected.

Our business depends on our ability to effectively manage our inventory. We have historically experienced loss of inventory (also called shrink) due to damage, theft (including from organized retail crime), and other causes. We continue to experience elevated levels of inventory shrink relative to historical levels, which has adversely affected, and could continue to adversely affect, our results of operations and financial condition. To protect against rising inventory shrink, we have taken, and may continue to take, certain operational and strategic actions that could adversely affect our reputation, customer experience, and results of operations. In addition, sustained high rates of inventory shrink at certain stores could impact the profitability of those stores and result in the impairment of long-term assets.

We currently rely on a single distribution center for our business, and if there is a natural disaster or other serious disruption at such facility, we may be unable to deliver merchandise effectively to our stores or customers.

We currently rely on a single distribution center in Salt Lake City, Utah for our business. Any malfeasance or natural disaster or other serious disruption at such facility due to fire, tornado, earthquake, flood or any other weather-related cause could damage our on-site inventory or impair our ability to use such distribution center. While we maintain business interruption insurance, as well as general property insurance, the amount of insurance coverage may not be sufficient to cover our losses in such an event. Any of these occurrences could impair our ability to adequately stock our stores or fulfill customer orders and harm our operating results.

Dynamic freight costs could adversely affect our business, financial condition, results of operations and our ability to accurately predict financial results.

Freight costs represent a significant portion of the cost of our products. We have experienced highly variable transportation and logistics costs over the last four years. While moderating in fiscal year 2024, we believe dynamic conditions may continue in future fiscal years. Freight rates on our products are affected by a myriad of factors, including the global economy, tariffs, petroleum prices, carrier labor relations, congestion at U.S. ports and ocean freight carrier capacity.

We have experienced in the past, and may experience in the future, supply chain disruptions and delays of the supply of products from our vendors, which may have an adverse impact on our net sales and profitability.

We depend on merchandise purchased from our vendors to obtain products for our stores. We have no contractual arrangements providing for continued supply from our key vendors, and our vendors may discontinue selling to us at any time. Changes in commercial practices of our key vendors or manufacturers, such as changes in vendor support and incentives or changes in credit or payment terms, could also negatively impact our results. If we lose one or more key vendors or are unable to promptly replace a vendor that is unwilling or unable to satisfy our requirements with a vendor providing equally appealing products at comparable prices, we may not be able to offer products that are important to our merchandise assortment. Additionally, our inability to obtain merchandise in a timely or cost-effective manner from major suppliers as a result of business decisions by suppliers, including the expansion of direct-to-consumer programs by our vendors, or disruptions in the global transportation network or our supply chains, could have a material adverse effect on our business, financial condition, and results of operations.

We also are subject to risks, such as the price and availability of raw materials and fabrics, labor disputes, union organizing activity, strikes, inclement weather, natural disasters, public health events (such as pandemics), war and terrorism and adverse general economic and political conditions, that might limit our vendors' ability to provide us with quality merchandise on a timely and cost-efficient basis. We may not be able to develop relationships with new vendors, and products from alternative sources, if any, may be of a lesser quality and more expensive than those we currently purchase, as well as may result in delays in shipment from our supply chain and to consumers. Any delay or failure in offering products to our customers could have a material adverse impact on our net sales and profitability.

Political and economic uncertainty and unrest in foreign countries where our merchandise vendors are located and trade restrictions, including new tariffs and duties upon imports from these foreign countries could adversely affect our ability to source merchandise and operating results.

In fiscal year 2024, approximately 3.6% of our merchandise was imported directly from vendors located in foreign countries, with a substantial portion of the imported merchandise being obtained directly from vendors in China and El Salvador. In addition, we believe that a significant portion of our domestic vendors obtain their products from foreign countries that may also be subject to political and economic uncertainty. We are subject to risks and uncertainties associated with changing economic, political, market and other conditions in foreign countries where our vendors are located, such as, increased import duties, tariffs, border-adjusted taxes, trade restrictions and quotas, adverse fluctuations of foreign currencies and geopolitical turmoil, and any resulting disruption, instability or volatility in the global markets and industries resulting from such conflict.

The new U.S. presidential administration has imposed additional tariffs, duties and trade restrictions on imports into the United States from Canada, China and Mexico, which could lead to increased expenses and delays in shipments. Foreign governments, including China and Canada, and trading blocs, such as the European Union, have responded by imposing or increasing tariffs, duties and trade restrictions on U.S. goods. Any trading conflict and related escalating governmental actions that result in additional tariffs, duties and trade restrictions could cause a disruption or delay of imports from foreign locations and likely increase the cost or reduce the supply of merchandise available to us which would adversely affect our operating results.

Finally, potential changes in federal restrictions on the importation of firearms and ammunition products could affect our ability to acquire certain popular brands of firearms and ammunition products from importers and wholesalers, which could negatively impact our net sales until replacements in the United States can be obtained, if at all.

We and the third parties with whom we work are subject to stringent and evolving U.S. obligations related to data privacy and security, and our actual or perceived failure to comply with such obligations (or such failure by the third parties with whom we work) could lead to adverse business consequences.

In the ordinary course of business, we process personal data (including, in the case of certain customers, social security numbers and payment information) and other sensitive information, including proprietary and confidential business data, trade secrets, intellectual property, sensitive third-party data, business plans, transactions, and

financial information (collectively, sensitive data). These processing activities subject us to numerous data privacy and security obligations, such as various laws, regulations, guidance, industry standards, external and internal privacy and security policies, contractual requirements, and other obligations relating to data privacy and security.

In the United States, federal, state, and local governments have enacted numerous data privacy and security laws, including data breach notification laws, personal data privacy laws, consumer protection laws (e.g., Section 5 of the Federal Trade Commission Act), and other similar laws (e.g., wiretapping laws). Numerous U.S. states have enacted comprehensive privacy laws that impose certain obligations on covered businesses, including providing specific disclosures in privacy notices and affording residents with certain rights concerning their personal data. As applicable, such rights include the right to access, correct, or delete certain personal data, and to opt-out of certain data processing activities, such as targeted advertising, profiling, and automated decision-making. The exercise of these rights may impact our business and ability to provide our products and services. Certain states also impose stricter requirements for processing certain personal data, including sensitive information, such as conducting data privacy impact assessments. These state laws allow for statutory fines for noncompliance. For example, the CCPA imposes obligations on covered businesses regarding their processing of personal data and provides for fines and a private right of action for certain data breaches. Similar laws are being considered in several other states, as well as at the federal and local levels, and we expect more states to pass similar laws in the future. Additionally, under various privacy laws and other obligations, we may be required to obtain certain consents to process personal data. Our inability or failure to do so could result in adverse consequences, such as threats of class-action litigation alleging violations of wiretapping laws.

In addition to data privacy and security laws, we are contractually subject to industry standards adopted by industry groups, such as the PCI DSS, and we are, and may become in the future subject to such obligations. We rely on vendors to process payment card data, and those vendors are subject to PCI DSS, and our business may be negatively affected if our vendors are fined or suffer other consequences as a result of PCI DSS noncompliance.

We are also bound by other contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful.

We publish privacy policies, marketing materials, and other statements concerning data privacy and security. Regulators in the United States are increasingly scrutinizing these statements, and if these are found to be deficient, lacking in transparency, deceptive, unfair, misleading, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators, or other adverse consequences.

Our business is materially reliant on revenue from behavioral, interest-based, or tailored advertising (collectively, “targeted advertising”), but delivering targeted advertisements is becoming increasingly difficult due to changes to our ability to gather information about user behavior through third party platforms, new laws and regulations, and consumer resistance. In the United States, the CCPA, for example, grants California residents the right to opt-out of a company’s sharing of personal data for advertising purposes in exchange for money or other valuable consideration, and requires covered businesses to honor user-enabled browser signals from the Global Privacy Control. Partially because of these developments, individuals are becoming increasingly resistant to the collection, use, and sharing of personal data to deliver targeted advertising. As a result, for certain customers, we may be required to change the way we market our products, and any of these developments or changes could materially impair our ability to reach new or existing customers or otherwise negatively affect our operations.

Obligations related to data privacy and security (and consumers’ data privacy expectations) are quickly changing, becoming increasingly stringent, creating regulatory uncertainty, and may be subject to differing applications and interpretations. Preparing for and complying with these obligations requires us to devote significant resources and may necessitate changes to our services, information technologies, systems, and practices and to those of any third parties that process personal data on our behalf.

Our outfitters and personnel use generative artificial intelligence (“AI”) technologies to perform their work, and the disclosure and use of personal data in generative AI technologies is subject to various privacy laws and other privacy obligations. Governments have passed and are likely to pass additional laws regulating generative AI. Our use of this technology could result in additional compliance costs, regulatory investigations and actions, and

lawsuits. If we are unable to use generative AI, it could make our business less efficient and result in competitive disadvantages.

We may at times be unsuccessful (or be perceived to have been unsuccessful) in our efforts to comply with our data privacy and security obligations. Moreover, despite our efforts, our personnel or third parties with whom we work may be unsuccessful in complying with such obligations, which could negatively impact our business operations. If we or the third parties with whom we work are unsuccessful, or are perceived to have been unsuccessful, to address or comply with applicable data privacy and security obligations, we could face significant consequences, including but not limited to: government enforcement actions (e.g., investigations, fines, penalties, audits, inspections, and similar); litigation (including class-action claims); additional reporting requirements and/or oversight; bans on processing personal data; and orders to destroy or not use personal data. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to: loss of customers; inability to process personal data or to operate in certain jurisdictions; limited ability to develop or commercialize our products; expenditure of time and resources to defend any claim or inquiry; adverse publicity; or substantial changes to our business model or operations.

Our business depends on our ability to meet our labor needs and control our labor costs.

Our success depends in part upon our ability to attract, motivate and retain a sufficient number of qualified outfitters, including district managers, store managers, department managers and sales associates, who understand and appreciate our outdoor culture and are able to adequately represent this culture to our customers. Competition for non-entry level personnel, particularly for outfitters with retail experience, is highly competitive. Additionally, our ability to maintain consistency in the quality of customer service in our stores is critical to our success. Many of our store outfitters are in entry-level or part-time positions that historically have high rates of turnover, which can lead to increased training and retention costs and operational disruptions. We are also dependent on the outfitters who staff our distribution center, many of whom are skilled. We may be unable to meet our labor needs and control our costs due to external factors such as the availability of a sufficient number of qualified persons in the work force of the markets in which we operate, competition, unemployment levels, demand for certain labor expertise, prevailing wage rates, wage inflation, changing demographics, health and other insurance costs and adoption of new or revised employment and labor laws and regulations. If we are unable to hire, train and retain sales associates capable of consistently providing a high level of customer service, as demonstrated by their enthusiasm for our culture and knowledge of our merchandise, our business could be materially adversely affected. Although none of our outfitters are currently covered by collective bargaining agreements, our outfitters may elect to be represented by labor unions in the future, which could increase our labor costs. Additionally, competition for qualified outfitters could require us to pay higher wages to attract a sufficient number of outfitters. An inability to recruit and retain a sufficient number of qualified individuals in the future may delay the planned openings of new stores. Any such delays, any material increases in outfitter turnover rates at existing stores or any increases in labor costs could have a material adverse effect on our business, financial condition or operating results.

Increases in the minimum wage have recently adversely affected our financial results.

Recently, several states in which we operate have enacted minimum wage increases and it is possible that other states or the federal government could also enact minimum wage increases. In fiscal year 2023 and 2024, 90 and 55 of our stores, respectively, were impacted by minimum wage increases, which increased our selling, general and administrative expenses. Base wage rates for some of our outfitters are at or slightly above the minimum wage. As more state minimum wage rates increase or if the federal government enacts a minimum wage increase, we may need to increase not only the wage rates of our minimum wage outfitters, but also the wages paid to our other hourly outfitters as well. Further, should we fail to increase our wages competitively in response to increasing wage rates, the quality of our workforce could decline, causing our customer service to suffer. Any increase in the cost of our labor could have an adverse effect on our operating costs, financial condition and results of operations.

Risks Related to Our Business Strategy

Our expansion into new, unfamiliar markets presents increased risks that may prevent us from being profitable in these new markets.

Part of our long-term strategy is to continue to expand by opening new stores and in recent years, some of our new stores have not generated four-wall Adjusted EBITDA margins and returns on invested capital that we have historically experienced. Opening new stores presents increased risks, especially when we expand into new markets. For instance, in new markets, we will have less familiarity with local customer preferences and may encounter difficulties in attracting customers due to a reduced level of customer familiarity with our brand. Other factors that may impact our ability to open or acquire stores in new markets and operate them profitably, many of which are beyond our control, include:

- our ability to identify suitable locations, including our ability to gather and assess demographic and marketing data to determine consumer demand for our products in the locations we select;
- our ability to obtain financing on favorable terms or negotiate favorable lease agreements;
- our ability to properly assess the profitability of potential new retail store locations;
- our ability to successfully rebrand any new stores we acquire and integrate such stores into our existing operations;
- our ability to secure required governmental permits and approvals;
- our ability to attract, hire and train skilled store operating personnel, especially management personnel;
- the availability of construction materials and labor and the absence of significant construction delays or cost overruns;
- our ability to provide a satisfactory mix of merchandise that is responsive to the needs of our customers living in the areas where new retail stores are built;
- our ability to supply new retail stores with inventory in a timely manner;
- our competitors building or leasing stores near our retail stores or in locations we have identified as targets for a new retail store;
- consumer demand for our products, particularly firearms and ammunition, which drives traffic to our retail stores;
- regional economic and other factors in the geographies in which we expand; and
- general economic, political, and business conditions affecting consumer confidence and spending and the overall strength of our business.

Once we decide on a new market and find a suitable location, any delays in opening or acquiring new stores could impact our financial results. It is possible that events, such as delays in the entitlements process or construction delays caused by permitting or licensing issues, material shortages, labor issues, weather delays or other acts of god, discovery of contaminants, accidents, deaths or injunctions, could delay planned new store openings beyond their expected dates or force us to abandon planned openings altogether. In addition, new retail stores typically generate lower operating margins because pre-opening expenses are expensed as they are incurred and because fixed costs, as a percentage of net sales, are higher. Furthermore, the substantial management time and resources which our retail store expansion strategy requires may result in disruption to our existing business operations, which may decrease our profitability.

As a result of the above factors, we cannot assure you that we will be successful in operating our stores in new markets on a profitable basis.

If we are unable to successfully develop and maintain our omni-channel strategy, we may not be able to compete effectively and our sales and profitability may be adversely affected.

Our e-commerce business is an important element of our brand and relationship with our customers, and we expect it to continue to grow. Our website operates on a cloud platform with autoscaling capability, significantly increasing capacity and efficiency. E-commerce continues to be a rapidly growing sales channel for our business and an increasing source of competition in our industry. If we are unable to continue to successfully develop and maintain our omni-channel platform, we may not be able to compete effectively and our sales and profitability may be adversely affected. Our future success could also be adversely affected if we are unable to identify and capitalize on retail trends, including technology, e-commerce and other process efficiencies to gain market share and better service our customers.

In addition, many of our competitors already have e-commerce businesses that are substantially larger and more developed than ours, which places us at a competitive disadvantage. There are also regulatory restrictions on the online sale of a portion of our product offerings, such as ammunition, certain cutlery, firearms, propane and reloading powder. If we are unable to expand our e-commerce business, our growth plans may suffer and the price of our common stock could decline.

We are also vulnerable to additional risks and uncertainties associated with e-commerce sales, including rapid changes in technology, website downtime and other technical failures, security incidents, cyber-attacks, consumer privacy concerns, changes in state tax regimes and government regulation of internet activities. Our failure to successfully respond to these risks and uncertainties could reduce our e-commerce same store sales, increase our costs, diminish our growth prospects and damage our brand, which could negatively impact our results of operations and stock price.

If our information technology systems, or those of third parties with whom we work, or our data are or were compromised, we could experience adverse consequences.

We and the third parties with whom we work face a variety of evolving threats, which could cause security incidents, such as cyber-attacks, system disruptions, malicious internet-based activity, online and offline fraud, and other similar activities. Such threats are prevalent and continue to rise, are increasingly difficult to detect, and come from a variety of sources, including traditional computer “hackers,” threat actors, “hacktivists,” organized criminal threat actors, computer programmers, personnel (such as through theft or misuse), sophisticated nation states, and nation-state supported actors. Some actors now engage and are expected to continue to engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we and the third parties with whom we work may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our products.

These threats include but are not limited to social-engineering attacks (including through deep fakes, which may increasingly difficult to identify as fake, and phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks, credential stuffing, credential harvesting, personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other information technology assets, adware, attacks enhanced or facilitated by AI (such as using AI to develop malicious code or launch sophisticated phishing attempts), telecommunications failures, and other similar threats. In particular, severe ransomware attacks are becoming increasingly prevalent and can lead to significant interruptions in our operations, ability to provide our products or services, loss of sensitive data and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments.

Remote work has increased risks to our information technology systems and data, as more of our outfitters utilize network connections, computers, and devices outside our premises or network, including working at home, while in transit and in public locations. Additionally, future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities’ systems and technologies.

Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program.

In addition, we rely on third parties and their technologies to operate critical business systems to process sensitive data in a variety of contexts and to provide other products, services, parts, or otherwise to operate our business. Our ability to monitor these third parties' information security practices is limited, and these third parties may not have adequate information security measures in place. If the third parties with whom we work experience a security incident, threat, or other interruption, we could experience adverse consequences. While we may be entitled to damages if these parties fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties' infrastructure in our supply chain or our third-party partners' supply chains have not been compromised.

While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We take steps designed to detect, mitigate, and remediate vulnerabilities in our information systems (such as our hardware and/or software, including that of third parties with whom we work). We have not been, and may not in the future, be able to detect and remediate all such vulnerabilities or on a timely basis. For example, we have presently identified high and critical vulnerabilities in certain of our legacy information systems. There can be no assurance that the vulnerability mitigation measures we have taken will be effective against the identified vulnerabilities. Further, we have experienced (and may in the future experience) delays in developing and deploying remedial measures designed to address any such identified vulnerabilities, which could be exploited and result in a security incident.

Any of the previously identified or similar threats could cause a security incident or other interruption that could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our sensitive data or our information technology systems, or those of the third parties with whom we work. A security incident or other interruption could disrupt our ability (and that of third parties with whom we work) to provide our products and services.

We may expend significant resources or modify our business activities to try to protect against security incidents. Additionally, certain data privacy and security obligations require us to implement and maintain specific security measures to protect our information technology systems and sensitive data.

Applicable data privacy and security obligations may require us, or we may voluntarily choose, to notify relevant stakeholders, including affected individuals, customers, regulators, and investors, of security incidents, or to take other actions, such as providing credit monitoring and identity theft protection. Such disclosures and related actions can be costly, and the disclosure or the failure to comply with such applicable requirements could lead to adverse consequences.

If we (or a third party with whom we work) experience a security incident or are perceived to have experienced a security incident, we may experience material adverse consequences, such as government enforcement actions (for example, investigations, fines, penalties, audits, and inspections); additional reporting requirements and/or oversight; restrictions on processing sensitive data (including personal data); litigation (including class claims); indemnification obligations; negative publicity; reputational harm; monetary fund diversions; diversion of management attention; interruptions in our operations (including availability of data); financial loss; and other similar harms. Security incidents and material attendant consequences may prevent or cause customers to stop using our services, deter new customers from using our services, and negatively impact our ability to grow and operate our business.

Some of our contracts do not contain limitations of liability, and even where they do, there can be no assurance that limitations of liability in our contracts are sufficient to protect us from liabilities, damages, or claims related to our data privacy and security obligations. We cannot be sure that our insurance coverage will be adequate or sufficient to protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims.

In addition to experiencing a security incident, third parties may gather, collect, or infer sensitive data about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and could be used to undermine our competitive advantage or market position. Additionally, sensitive data of the Company or our customers could be leaked, disclosed, or revealed as a result of or in connection with our outfitters', personnel's, or vendors' use of generative AI technologies.

Our computer hardware and software systems are vulnerable to damage from natural disasters, power loss or other events outside of our control that could harm our business.

Our success, in particular our ability to successfully manage inventory levels, largely depends upon the efficient operation of our computer hardware and software systems. We use management information systems to track inventory information at the store level, communicate customer information and aggregate daily sales, margin and promotional information. These systems are vulnerable to damage or interruption from natural disasters, power loss, computer system failures, telecommunications failures, misappropriation and similar events, including those addressed in "Risks Related to Our Business Strategy—If our information technology systems, or those of third parties with whom we work, or our data are or were compromised, we could experience adverse consequences."

Any failure that causes an interruption in our systems processing could disrupt our operations and result in reduced sales. We have centralized the majority of our computer systems in our corporate office. It is possible that an event or disaster at our corporate office could materially and adversely affect the performance of our company and the ability of each of our stores to operate efficiently.

Our future growth may strain our business infrastructure, which could adversely affect our operations and financial condition.

Over time, we expect to expand the size of our retail store network in new and existing markets. As we grow, we will face the risk that our existing resources and systems, including management resources, accounting and finance personnel and operating systems, may be inadequate to support our growth. We cannot assure you that we will be able to retain the personnel or make the changes in our systems that may be required to support our growth. Failure to secure these resources and implement these systems on a timely basis could have a material adverse effect on our operating results. In addition, hiring additional personnel and implementing changes and enhancements to our systems will require capital expenditures and other increased costs that could also have a material adverse impact on our operating results.

Our expansion in new markets may also create new distribution and merchandising challenges, including strain on our distribution facility, an increase in information to be processed by our management information systems and diversion of management attention from existing operations towards the opening of new stores and markets. To the extent that we are not able to meet these additional challenges, our sales could decrease and our operating expenses could increase.

The utilization, expansion and management of machine learning and other types of artificial intelligence in our business could adversely affect our business, financial condition and results of operations.

We have been increasing our utilization of machine learning and other types of AI (collectively, "AI/ML") in our business and we anticipate that as technology advances, we may expand our application of AI/ML, including generative AI. AI/ML may become more important to our operations over time as we increase reliance on AI/ML throughout our operations and administration. The rapid evolution of AI/ML technology and potential regulation of AI/ML may require that we expend significant resources to develop, test and maintain our implementation of AI/ML. Our competitors may incorporate AI/ML into their businesses faster or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, if the information generated through our use of AI/ML is or is deemed to be deficient, inaccurate or biased, our business, financial condition, and results of operations may be adversely affected.

Our private label brand offerings expose us to various risks.

We expect to continue to grow our exclusive private label brand offerings through a combination of brands that we own and brands that we license from third parties. We have invested in our development and procurement resources and marketing efforts relating to these private brand offerings. Although we believe that our private brand products offer value to our customers at each price point and provide us with higher gross margins than comparable third-party branded products we sell, the expansion of our private brand offerings also subjects us to certain specific risks in addition to those discussed elsewhere in this section, such as:

- potential mandatory or voluntary product recalls;
- our ability to successfully protect our proprietary rights (including defending against counterfeit, knock offs, grey-market, infringing or otherwise unauthorized goods);
- our ability to successfully navigate and avoid claims related to the proprietary rights of third parties;
- our ability to successfully administer and comply with obligations under license agreements that we have with the licensors of brands, including, in some instances, certain minimum sales requirements that, if not met, could cause us to lose the licensing rights or pay damages; and
- other risks generally encountered by entities that source, sell and market exclusive branded offerings for retail.

An increase in sales of our private brands may also adversely affect sales of our vendors' products, which may, in turn, adversely affect our relationship with our vendors. Our failure to adequately address some or all of these risks could have a material adverse effect on our business, results of operations and financial condition.

Our inability to protect our intellectual property could have a negative impact on our operating results.

Our trademarks, service marks, copyrights, patents, trade secrets, domain names and other intellectual property are valuable assets that are critical to our success. The unauthorized reproduction or other misappropriation of our intellectual property could diminish the value of our brands or goodwill and cause a decline in our net sales. Any infringement or other intellectual property claim made against us, whether or not it has merit, could be time-consuming, result in costly litigation, cause product delays or require us to enter into royalty or licensing agreements. As a result, any such claim could have a material adverse effect on our operating results.

We may pursue strategic acquisitions or investments, and the failure of an acquisition or investment to produce the anticipated results or the inability to fully integrate the acquired companies could have an adverse impact on our business.

We may from time to time acquire or invest in complementary companies, businesses or assets. The success of such acquisitions or investments will be based on our ability to make accurate assumptions regarding the valuation, operations, growth potential, integration and other factors relating to the respective business or assets. Our acquisitions or investments may not produce the results that we expect at the time we enter into or complete the transaction. For example, we may not be able to capitalize on previously anticipated synergies. Furthermore, acquisitions may result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses or write-offs of goodwill or other intangibles, any of which could harm our financial condition or results of operations. We also may not be able to successfully integrate operations that we acquire, including their personnel, financial systems, supply chain and other operations, which could adversely affect our business. Acquisitions may also result in the diversion of our capital and our management's attention from other business issues and opportunities.

Risks Related to Liquidity and Capital Resources

Our ability to operate and expand our business and to respond to changing business and economic conditions will depend on the availability of adequate capital.

The operation of our business, the rate of our expansion and our ability to respond to changing business and economic conditions depend on the availability of adequate capital, which in turn depends on cash flow generated by our business and, if necessary, the availability of equity or debt capital. We will also need sufficient cash flow to meet our obligations under our existing debt agreements.

The amount that we are able to borrow and have outstanding under our revolving credit facility at any given time is subject to a borrowing base calculation. As a result, our ability to borrow is subject to certain risks and uncertainties, such as a deterioration in the quality of our inventory (which is the largest asset in our borrowing base), a decline in sales activity and the collection of our receivables, which could reduce the funds available to us under our revolving credit facility.

We cannot assure you that our cash flow from operations or cash available under our revolving credit facility will be sufficient to meet our needs. If we are unable to generate sufficient cash flows from operations in the future, and if availability under our revolving credit facility is not sufficient, we may have to obtain additional financing. If we obtain additional capital by issuing equity, the interests of our existing stockholders will be diluted. If we incur additional indebtedness, that indebtedness may contain significant financial and other covenants that may significantly restrict our operations, and our ability to fund expansion or take advantage of future opportunities. We cannot assure you that we could obtain refinancing or additional financing on favorable terms or at all.

Our revolving credit facility and our term loan facility contain restrictive covenants that may impair our ability to access sufficient capital and operate our business.

Our revolving credit facility and our term loan facility contain various provisions that limit our ability to, among other things, incur, create or assume certain indebtedness; create, incur or assume certain liens; make certain investments; make sales, transfers and dispositions of certain property; undergo certain fundamental changes, including certain mergers, liquidations and consolidations; purchase, hold or acquire certain investments; and declare or make certain dividends and distributions. These covenants may affect our ability to operate and finance our business as we deem appropriate. If we are unable to meet our obligations as they become due or to comply with various financial covenants contained in the instruments governing our current or future indebtedness, this could constitute an event of default under the instruments governing our indebtedness.

If there were an event of default under the instruments governing our indebtedness, the holders of the affected indebtedness could declare all of that indebtedness immediately due and payable, which, in turn, could cause the acceleration of the maturity of all of our other indebtedness. We may not have sufficient funds available, or we may not have access to sufficient capital from other sources, to repay any accelerated debt. Even if we could obtain additional financing, the terms of the financing may not be favorable to us. In addition, substantially all of our assets are subject to liens securing our revolving credit facility and term loan. If amounts outstanding under the revolving credit facility or term loans were accelerated, our lenders could foreclose on these liens and we could lose substantially all of our assets. Any event of default under the instruments governing our indebtedness could have a material adverse effect on our business, financial condition and results of operations.

An increase in market interest rates could increase our interest costs on existing and future debt and could adversely affect our stock price.

Our existing debt obligations are variable rate obligations with interest and related payments that vary with the movement of certain indices, and in the future, we may incur additional indebtedness in connection with the entry into new credit facilities or the financing of any acquisition. If interest rates increase, so could our interest costs for any new debt and our variable rate debt obligations under our revolving credit facility and term loan facility. This increased cost could make the financing of any acquisition more costly, as well as lower our current period earnings. Rising interest rates could limit our ability to refinance existing debt when it matures or cause us to pay higher interest rates upon refinancing. All of our debt outstanding under our credit agreement as of February 1, 2025 bears

interest at a floating rate that uses the Secured Overnight Financing Rate ("SOFR") as the applicable reference rate to calculate the interest. Due to increased federal reserve rates we experienced elevated interest rates in fiscal years 2022, 2023 and 2024 and anticipate that interest rates will remain elevated during fiscal year 2025.

Risks Related to Our Common Stock

Our bylaws, our certificate of incorporation and Delaware law contain provisions that could discourage another company from acquiring us and may prevent attempts by our stockholders to replace or remove our current management.

Provisions of our bylaws, our certificate of incorporation and Delaware law may discourage, delay or prevent a merger or acquisition that stockholders may consider favorable, including transactions in which our stockholders might otherwise receive a premium for their shares. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace or remove our board of directors. These provisions include:

- establishing a classified board of directors (which will be phased out by 2026);
- providing that directors may be removed only for cause (which will be phased out in 2026 and allow for directors to be removed with or without cause);
- not providing for cumulative voting in the election of directors;
- requiring at least a supermajority vote of our stockholders to amend our bylaws or certain provisions of our certificate of incorporation;
- eliminating the ability of stockholders to act by written consent in lieu of a meeting;
- establishing advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings; and
- authorizing the issuance of "blank check" preferred stock without any need for action by stockholders.

In addition, we are subject to Section 203 of the Delaware General Corporation Law. In general, subject to some exceptions, Section 203 prohibits a Delaware corporation from engaging in any "business combination" with any "interested stockholder" (which is generally defined as an entity or person who, together with the person's affiliates and associates, beneficially owns, or within three years prior to the time of determination of interested stockholder status did own, 15% or more of the outstanding voting stock of the corporation), for a three-year period following the date that the stockholder became an interested stockholder. Section 203 could have the effect of delaying, deferring or preventing a change in control that our stockholders might consider to be in their best interests.

Further, our certificate of incorporation provides that, subject to limited exceptions, the Court of Chancery of the State of Delaware will be, to the fullest extent permitted by law, the exclusive forum for any derivative action or proceeding brought on our behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against us arising pursuant to the Delaware General Corporation Law; or any action asserting a claim against us that is governed by the internal affairs doctrine. Our bylaws also designate the U.S. federal courts as the exclusive forum for all claims arising under the Securities Act of 1933, as amended (the "Securities Act"). These exclusive forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other outfitters and agents, which may discourage such lawsuits against us and our directors, officers, outfitters and agents.

Together, these charter and statutory provisions could make the removal of management more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our common stock. The existence of the foregoing provisions and anti-takeover measures could limit the price that investors might be willing to pay in the future for shares of our common stock. They could also deter potential acquirers of our company, thereby potentially reducing the likelihood that our stockholders could receive a premium for their common stock in an acquisition.

We expect that the price of our common stock will fluctuate.

The price of our common stock is volatile and may fluctuate significantly. During our fiscal year ended February 1, 2025, the closing price of our stock ranged from a high of \$4.18 per share to a low of \$1.82 per share. Volatility in the market price of our common stock may prevent our stockholders from being able to sell their common stock at or above the prices they paid for their common stock. The market price for our common stock could fluctuate significantly for various reasons, including, among other things, our operating and financial performance; conditions that impact demand for our products; the public's reaction to our press releases or other public announcements; changes in earnings estimates or recommendations by securities analysts; market and industry perception of our success, or lack thereof, in pursuing our growth strategy; strategic actions by us or our competitors, such as acquisitions, store closures, or restructurings; actual or anticipated changes in federal and state government regulation, including regulations related to the sale of firearms and ammunition; sales of common stock by us or members of our management team; and changes in general market, economic and political conditions in the United States, including those resulting from natural disasters, health crises or pandemics, terrorist attacks, acts of war and responses to such events.

In addition, if the market for stocks in our industry, or the stock market in general, experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or results of operations. If any of the foregoing occurs, it could cause our stock price to fall and may expose us to lawsuits that, even if unsuccessful, could be costly to defend and distract our management.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY**Risk management and strategy**

We implemented and maintain various information security processes designed to identify, assess and manage material risks from cybersecurity threats to our critical computer networks, third party hosted services, communications systems, hardware and software, and our critical data, including intellectual property, confidential information that is proprietary, strategic or competitive in nature, and information related to our customers and outfitters.

Our Information Security Department and Security Management functions, led by our Chief Information Officer ("CIO") and supported by our Director of Information Security and Compliance, (collectively, "Security Team"), help identify, assess and manage the Company's cybersecurity threats and risks. The Security Team identifies and assesses risks from cybersecurity threats by monitoring and evaluating our threat environment using various methods including, for example: manual and automated tools in certain environments and systems, internal and external audits of certain environments and systems, conducting scans of certain threat environments, evaluating our and our industry's risk profile, analyzing certain reports of threats and actors, conducting threat assessments for internal and external threats (including third party threat assessments) in certain environments, coordinating with law enforcement concerning select threats, subscribing to reports and services that identify cybersecurity threats, use of external intelligence feeds, conducting tabletop incident response exercises, evaluating certain threats reported to us, and conducting vulnerability assessments of certain environments and systems.

Depending on the environment and system, we implement and maintain various technical, physical, and organizational measures, processes, standards and policies designed to manage and mitigate material risks from cybersecurity threats to our information systems and data, including, for example: incident response policy, vulnerability management policy, risk assessments, encryption of certain data, network security controls and data segregation for certain environments and systems, access controls for certain environments and systems (such as identity controls and quarterly user access reviews), physical security, systems monitoring for certain systems, vendor risk management program, system configuration standards, outfitter security awareness training, asset management, managed detection and response tools, penetration testing, cybersecurity insurance and dedicated cybersecurity staff.

Our assessment and management of material risks from cybersecurity threats are integrated into the Company's overall risk management processes. For example, the Security Team works with management to prioritize our risk management processes and mitigate cybersecurity threats that are more likely to lead to a material impact to our business.

We use third-party service providers to assist us from time to time to identify, assess and manage material risks from cybersecurity threats, including, for example: professional service firms including legal counsel, threat intelligence service providers, cybersecurity consultants, 24/7 cybersecurity monitoring software providers, managed cybersecurity service providers, penetration testing firms, dark web monitoring services and forensic investigators, managed detection and response providers, and external threat hunting partners.

We use third-party service providers to perform a variety of functions throughout our business, such as hosting companies and application providers. We have a vendor management program to manage cybersecurity risks associated with our use of certain of these providers. The program includes a risk assessment and security questionnaire for certain providers, review of security assessments for certain providers, and review of System and Organization Controls reports for certain providers. Depending on the nature of the services provided, the sensitivity of the information systems and data at issue, and the identity of the provider, our vendor management process may involve different levels of assessment designed to help identify cybersecurity risks associated with a provider and impose contractual obligations related to cybersecurity on the provider.

For a description of the risks from cybersecurity threats that may materially affect the Company and how they may do so, see our risk factors under Part 1. Item 1A. Risk Factors, *"If our information technology systems, or those of third parties with whom we work, or our data are or were compromised, we could experience adverse consequences"*, in this Annual Report on Form 10-K.

Governance

Our board of directors addresses the Company's cybersecurity risk management as part of its general oversight function. The board of directors' audit committee is responsible for overseeing the Company's cybersecurity risk management processes, including oversight and mitigation of risks from cybersecurity threats.

Our cybersecurity risk assessment and management processes are implemented and maintained by certain Company management, including our CIO and our Director of Information Security and Compliance, who has over 20 years of experience in the information technology industry and is a Certified Information Systems Security Professional (CISSP).

Our CIO is responsible for hiring appropriate personnel, helping to integrate cybersecurity risk considerations into the Company's overall risk management strategy, and communicating key priorities to relevant personnel. Our CIO, Director of Information Security and Compliance and the CFO are responsible for approving budgets, helping prepare for cybersecurity incidents, approving cybersecurity processes, and reviewing security assessments and other security-related reports.

Our cybersecurity incident response and vulnerability management policies are designed to escalate certain cybersecurity incidents to members of management depending on the circumstances, including Security Management, the CIO, the Chief Executive Officer and others. These individuals work with the Company's incident response team, pursuant to a documented incident response policy, to help the Company mitigate and remediate cybersecurity incidents of which they are notified. In addition, the Company's incident response and vulnerability management policies include reporting to the audit committee of the board of directors for certain cybersecurity incidents.

The audit committee receives regular reports from the Security Team concerning the Company's significant cybersecurity threats and risk and the processes the Company has implemented to address them. The audit committee also receives various reports, summaries or presentations related to cybersecurity threats, risk and mitigation.

ITEM 2. PROPERTIES

We do not own any material real property nor do we plan to do so. Instead, we lease all of our store locations and expect to lease our future store locations. From time to time we will self-develop one of our properties with the intention to enter into a sale-leaseback transaction with a third party. Depending upon where we are in the process of

completing the sale-leaseback transaction, we may legally own real property at any particular balance sheet date. Our corporate headquarters is located in an approximately 70,000 square foot building in West Jordan, Utah. The building is leased under an agreement expiring on March 31, 2035.

Our distribution center is located in a 507,000 square foot facility in Salt Lake City, Utah. The building is leased under an agreement expiring on December 31, 2028, with three options that each allow us to extend for an additional five years.

We currently operate 146 retail stores in 32 states. See “Part I, Item 1, Business – Our Stores” for a breakdown of our retail stores by state. In total we have approximately 5.4 million gross square feet across all of our stores. All of our stores are leased from third parties with lease terms typically ranging from five to fifteen years, and many of our lease agreements have additional five-year renewal options. All of our leases provide for additional payments associated with common area maintenance, real estate, taxes and insurance. In addition, many of our lease agreements have defined escalating rent provisions over the initial term and extensions.

ITEM 3. LEGAL PROCEEDINGS

See “Part II, Item 8, Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements Note 16, Commitments and Contingencies—Legal Matters” for information regarding our material legal proceedings, which information is incorporated by reference into this Item 3.

The pending lawsuit described in Note 16 of our 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 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is listed on the Nasdaq Global Select Market under the symbol “SPWH.”

Holders

As of March 26, 2024, there were 741 holders of record of our common stock. This number does not include persons who hold our common stock in nominee or “street name” accounts through brokers, banks or other institutions on behalf of stockholders.

Dividend Policy

We did not pay any dividends in fiscal year 2024 or fiscal year 2023. We do not anticipate paying any cash dividends in the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors, subject to compliance with applicable law and any applicable contractual provisions.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On March 24, 2022, our board of directors authorized a share repurchase program to provide for the repurchase of up to \$75.0 million of outstanding shares of our common stock during the period from March 31, 2022 to March 31, 2023. On March 15, 2023, our board of directors extended the term of the share repurchase program through March

31, 2024. On March 31, 2024 the repurchase program expired and was not renewed by our board of directors. During fiscal year 2024, we did not repurchase any shares of our common stock. As of February 1, 2025, we had repurchased 7,326,507 shares of our common stock for \$67.5 million, utilizing cash on hand and available borrowings under our revolving credit facility.

Stock Performance Graph

As a smaller reporting company, we are not required to provide the performance graph required by Item 201(e) of Regulation S-K.

ITEM 6. [RESERVED]

ITEM 7. 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 this 10-K. Also see “Special Note Regarding Forward-Looking Statements” preceding Part I. 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 consolidated financial statements and the notes thereto included in this 10-K.

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 146 stores in 32 states, totaling approximately 5.4 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-K, and you should not consider any information on, or that can be accessed through, our website as part of this 10-K.

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.

Global economic and business activities continue to face widespread macroeconomic uncertainties, including inflation, elevated interest rates, recession risks and potential disruptions from the Russia-Ukraine conflict and rising global political tensions. Our results may also be impacted by the change in the presidential administration. Beginning in fiscal year 2023 and continuing throughout fiscal year 2024 our business was impacted by consumer inflationary pressures and recession concerns. As a result of our recent performance, we have taken steps to reduce our total inventory, implement cost reduction measures to reflect current sales trends and reduce investments in future new store openings. We did not open any new stores in fiscal year 2024 and we plan to open one new store in fiscal year 2025.

We continue to actively monitor the impact of these macroeconomic factors on our financial condition, liquidity, operations, suppliers, industry and workforce. The extent of the impact of these factors on our operational and financial performance, including our ability to execute our business strategies and initiatives in the expected timeframe, will depend on future developments, and the impact on our customers, partners and outfitters, all of which are uncertain and cannot be predicted; however, any continued or renewed disruption resulting from these factors could negatively impact our business.

Fiscal Year

We operate using a 52/53-week fiscal year ending on the Saturday closest to January 31. Fiscal years 2024, 2023 and 2022 ended on February 1, 2025, February 3, 2024 and January 28, 2023, respectively. Each of fiscal years 2024 and 2022 contained 52 weeks of operation and fiscal year 2023 contained 53 weeks of operations.

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 margin, selling, general and administrative expenses, income from operations and Adjusted EBITDA, which we define as net (loss)

income plus interest expense, income tax (benefit) expense, 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.

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 identified non-comparable week from our calculation of same store sales. For the fiscal year 2024 same store sales comparison to fiscal year 2023, we have excluded sales from the first week of fiscal year 2023. For the fiscal year 2023 same store sales comparison to fiscal year 2022, we have excluded the 53rd week from fiscal year 2023. 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 the ongoing Russia-Ukraine conflict 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 regulatory and legal environment that could negatively impact the demand for our products, which could 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 bans firearms and magazines with a capacity of over ten rounds, and that, among other things, imposes complex permitting and training requirements for the purchases of firearms. On December 6, 2022, a state circuit court judge in Oregon temporarily blocked the enforcement of such legislation and later granted a permanent injunction on November 21, 2023. The measure was also being challenged in a related case in federal court and was on appeal to the Ninth Circuit Court of Appeals. However, due to the recent ruling of a similar capacity restriction case in California (*Duncan vs. Bonta*), the Oregon federal court case will likely be remanded to the lower court.

Recently, on March 12, 2025, the Oregon Court of Appeals ruled that the ballot measure is constitutional under Oregon's state constitution and gave the plaintiffs 35 days to appeal the decision. As a result, sales of firearms in Oregon may be halted or substantially diminished until all permitting and training programs are fully developed by

the state and/or law enforcement agencies. If that were to 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 could have a substantial impact on our sales and gross margin.

A pending bill in the Oregon House (HB 3075) seeks to delay the implementation of the permitting requirement until July 2026 and provides for certain exemptions (notably for law enforcement and military members). We currently operate eight stores in the State of Oregon.

Opening new stores and acquiring store locations is also an important part of our long-term growth strategy. During fiscal year 2023, we opened 15 new stores. We did not open any new stores in fiscal year 2024 and we plan to open one new store in fiscal year 2025. We may deviate from this target if attractive opportunities are presented to open stores or acquire new store locations outside of our target growth rate.

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;
- 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 apparel and footwear, increasing foot traffic within our stores and traffic to our website, improving buying opportunities with our vendor partners and coordinating pricing strategies among our stores and our merchandise group. Our ability to properly manage our inventory can also impact our gross margin. Successful inventory management ensures we have sufficient high margin products in stock at all times to meet customer demand, while overstocking of items could lead to markdowns in order to help a product sell. During fiscal year 2023, we commenced an effort to reduce our inventory and initiated various strategic promotional efforts as part of this plan, which impacted our gross margins during fiscal year 2023. At the end of fiscal year 2023, we completed our inventory reduction plan. During fiscal year 2024, elevated inflation continued to adversely impact our gross margins. We believe that the overall growth of our business can also help improve our gross margins, because increased merchandise volumes will enable us to maintain our strong relationships with our vendors. If we see significant declines in sales or increases in overstocked inventory, we may experience a decline in gross margins as we use promotions to drive traffic and reduce inventory.

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) 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, and other gains, losses 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:

	Fiscal Year Ended		
	February 1, 2025	February 3, 2024	January 28, 2023
Percentage of net sales:			
Net sales	100.0%	100.0%	100.0%
Cost of goods sold	69.1	70.2	67.1
Gross profit	30.9	29.8	32.9
Selling, general and administrative expenses	32.5	31.7	28.7
(Loss) income from operations	(1.6)	(1.9)	4.2
Other losses	0.1	-	-
Interest expense	1.0	1.0	0.3
(Loss) income before income taxes	(2.7)	(2.9)	3.9
Income tax (benefit) expense	0.2	(0.7)	1.0
Net (loss) income	(2.9)%	(2.2)%	2.9%
Adjusted EBITDA	2.5%	1.9%	7.0%

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

Department	Product Offerings	Fiscal year Ended		
		February 1, 2025	February 3, 2024	January 28, 2023
Camping	Backpacks, camp essentials, canoes and kayaks, coolers, outdoor cooking equipment, sleeping bags, tents and tools	11.7%	11.2%	12.5%
Apparel	Camouflage, jackets, hats, outerwear, sportswear, technical gear and work wear	7.5%	8.8%	9.3%
Fishing	Bait, electronics, fishing rods, flotation items, fly fishing, lines, lures, reels, tackle and small boats	10.3%	8.9%	8.9%
Footwear	Hiking boots, socks, sport sandals, technical footwear, trail shoes, casual shoes, waders and work boots	6.3%	7.2%	7.3%
Hunting and Shooting	Ammunition, archery items, ATV accessories, blinds and tree stands, decoys, firearms, reloading equipment and shooting gear	57.4%	57.4%	54.9%
Optics, Electronics, Accessories, and Other	Gift items, GPS devices, knives, lighting, optics, two-way radios, and other license revenue, net of revenue discounts	6.8%	6.5%	7.1%
Total		100.0%	100.0%	100.0%

Fiscal Year 2024 Compared to Fiscal Year 2023

Net Sales and Same Store Sales. Net sales decreased by \$90.4 million, or 7.0%, to \$1,197.6 million in fiscal year 2024 compared to \$1,288.0 million in fiscal year 2023. Net sales in fiscal year 2023 were positively impacted by \$16.3 million of net sales due to fiscal year 2023 having an additional week of operations compared to the fiscal year 2024. Our net sales decreased primarily due to the continued impact of consumer inflationary pressures and recessionary concerns on discretionary spending, resulting in a decline in store traffic and lower demand across most product categories and fiscal year 2023 containing 53 weeks of operations as compared to 52 weeks of operations in fiscal year 2024. These headwinds were partially offset by same store sales growth in our Fishing department. Stores that have been open for less than 12 months and were, therefore, not included in our same store sales, contributed \$30.8 million to net sales. E-commerce driven sales comprised more than 20% of total sales in fiscal year 2024. Same store sales decreased by 7.8% for fiscal year 2024 compared to fiscal year 2023, primarily as a result of the factors discussed above that impacted net sales. As of February 1, 2025, we had 146 stores included in our same store sales calculation. As fiscal year 2023 contained 53 weeks of operations, we have excluded net sales during the first week of fiscal year 2023 from our calculation of same store sales.

Our Fishing department saw a net sales increase of \$8.6 million during fiscal year 2024 compared to fiscal year 2023, primarily driven by our reset of fishing inventory. Our Hunting and Shooting, Apparel, Footwear, Camping and Optics, Electronics, Accessories and Other departments saw decreases in net sales of \$51.5 million, \$23.6 million, \$18.2 million, \$4.1 million and \$1.4 million, respectively, for fiscal year 2024 compared to fiscal year 2023. These decreases were primarily driven by the continued impact of consumer inflationary pressures and recessionary concerns on discretionary spending, resulting in a decline in store traffic and lower demand across most product categories and fiscal year 2023 containing 53 weeks of operations as compared to 52 weeks of operations in fiscal year 2024. Within our Hunting and Shooting department, sales from our firearms and ammunition categories decreased by \$14.5 million and \$22.2 million, or 4.8% and 11.0%, respectively, for fiscal year 2024 compared to fiscal year 2023. These decreases were primarily driven by consumer inflationary pressures on discretionary spending and fiscal year 2023 containing 53 weeks of operations as compared to 52 weeks of operations for fiscal year 2024.

Our Fishing department saw increased same store sales of 6.2% during fiscal year 2024 as compared to fiscal year 2023. Our Apparel, Footwear, Hunting and Shooting, Camping, and Optics, Electronics Accessories and Other departments saw decreased same store sales of 21.3%, 19.7%, 7.8%, 3.4%, and 2.4%, respectively. Firearms and ammunition same store sales, included within our Hunting and Shooting department, decreased by 7.3% and 12.6%, respectively, for fiscal year 2024 compared to fiscal year 2023. As fiscal year 2023 contained 53 weeks of operations, we have excluded net sales during the first week of fiscal year 2023 from our calculation of same store sales.

Gross Profit. Gross profit decreased by \$12.9 million, or 3.4%, to \$370.5 million for fiscal year 2024 from \$383.4 million for fiscal year 2023. As a percentage of net sales, gross profit increased to 30.9% for fiscal year 2024 compared to 29.8% for fiscal year 2023 primarily driven by increased product margins in our Apparel and Footwear departments, as compared to last year, in which clearance events in our Apparel and Footwear departments put pressure on gross margin, partially offset by increased shrink.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased by \$20.1 million, or 4.9%, to \$388.7 million for fiscal year 2024 from \$408.8 million for fiscal year 2023. This decrease was primarily due to decreases in payroll and pre-opening expenses of \$14.0 million and \$5.8 million, respectively, primarily related to our ongoing cost reduction efforts and decision to not open new stores in fiscal year 2024. These decreases were partially offset by an increase of \$3.3 million and \$1.5 million in rent and depreciation expenses, respectively, primarily driven by a full year of expenses related to the 15 new locations opened over the course of fiscal year 2023.

On a per store basis, our payroll and other operating expenses were down approximately 11% and 5%, respectively, compared to fiscal year 2023. As a percentage of net sales, selling, general, and administrative expenses increased to 32.5% of net sales during fiscal year 2024 compared to 31.7% of net sales in fiscal year 2023, as a result of the factors discussed above.

Interest Expense. Interest expense decreased by \$0.6 million, or 4.6%, to \$12.3 million in fiscal year 2024 from \$12.9 million for fiscal year 2023. Interest expense decreased primarily as a result decreased borrowings under our revolving credit and term loan facilities for fiscal year 2024 compared to fiscal year 2023.

Income Taxes. We recorded an income tax expense of \$1.9 million for fiscal year 2024 compared to income tax benefit of \$9.2 million for fiscal year 2023. Our effective tax rate was -6.2% during fiscal year 2024 compared to 24.1% in fiscal year 2023. The change in our effective tax rate was primarily driven by the creation of a non-cash valuation allowance related to our deferred tax assets during fiscal year 2024.

Fiscal Year 2023 Compared to Fiscal Year 2022

Net Sales and Same Store Sales. Net sales decreased by \$111.5 million, or 8.0%, to \$1,288.0 million in fiscal year 2023 compared to \$1,399.5 million in fiscal year 2022. Our net sales decreased primarily from the continued impact of consumer inflationary pressures and recessionary concerns on discretionary spending, resulting in a decline in store traffic and lower demand across all product categories. Additionally, net sales declined due to extended winter conditions in the Western United States, leading to decreased outdoor participation. These headwinds were partially offset by our opening of 15 new stores in fiscal year 2023 and fiscal year 2023 containing 53 weeks as compared to 52 weeks for fiscal year 2022. Stores that were opened in fiscal year 2023 and stores that have been open for less than 12 months and were, therefore, not included in our same store sales, contributed \$85.3 million to net sales. E-commerce driven sales comprised more than 18% of total sales in fiscal year 2023. Same store sales decreased by 14.4% for fiscal year 2023 compared to fiscal year 2022, primarily as a result of the factors discussed above that impacted net sales. As of February 3, 2024, we had 131 stores included in our same store calculation. As fiscal year 2023 contained 53 weeks of operations, we have excluded net sales during the 53rd week from our calculation of same store sales.

Our Camping, Hunting and Shooting, Apparel, Optics, Electronics and Accessories, Fishing and Footwear departments saw decreases in net sales of \$31.6 million, \$30.1 million, \$17.0 million, \$11.5 million, \$9.5 million and \$8.7 million, respectively, for fiscal year 2023 compared to fiscal year 2022. These decreases were primarily driven by the continued impact of consumer inflationary pressures and recessionary concerns on discretionary spending, resulting in a decline in store traffic and lower demand across all product categories. Additionally, net sales declined due to extended winter conditions in the Western United States, leading to decreased outdoor participation. These headwinds were partially offset by our opening of 15 new stores in fiscal year 2023 and fiscal year 2023 containing 53 weeks as compared to 52 weeks for fiscal year 2022. Within our Hunting and Shooting department, sales from our firearms category increased by \$1.5 million, or 0.5%, for fiscal year 2023 compared to fiscal year 2022. This increase in firearms sales was driven by the opening of new stores and fiscal year 2023 containing 53 weeks as compared to 52 weeks for fiscal year 2022. Within Hunting and Shooting, our ammunition category saw a decrease of \$33.5 million, or 14.1%, for fiscal year 2023 compared to fiscal year 2022, which resulted from the drivers of decreased demand and inflationary pressures discussed above partially offset by our opening of new stores and fiscal year 2023 containing 53 weeks as compared to 52 weeks for fiscal year 2022.

With respect to same store sales, our Camping, Apparel, Optics, Electronics and Accessories, Fishing, Footwear and Hunting and Shooting departments saw decreased same store sales of 22.7%, 18.6%, 16.8%, 15.1%, 14.0% and 11.2%, respectively. Firearms and ammunition same store sales, included within our Hunting and Shooting department, decreased by 8.2% and 21.2%, respectively, for fiscal year 2023 compared to fiscal year 2022. As fiscal year 2023 contained 53 weeks of operations, we have excluded net sales during the 53rd week from our calculation of same store sales.

Gross Profit. Gross profit decreased by \$76.8 million, or 16.7%, to \$383.4 million for fiscal year 2023 from \$460.2 million for fiscal year 2022. As a percentage of net sales, gross profit decreased to 29.8% for fiscal year 2023 compared to 32.9% for fiscal year 2022. These decreases were primarily driven by reduced product margins in our ammunition category within our Hunting and Shooting department, lower margins in our Apparel and Footwear departments, resulting from our increased promotional efforts to reduce inventory and decreases in net sales and same store sales.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased by \$6.6 million, or 1.6%, to \$408.8 million for fiscal year 2023 from \$402.2 million for fiscal year 2022. This increase was

primarily due to increases in rent and depreciation expenses of \$11.5 million and \$7.2 million, driven by the opening of 15 new store locations during fiscal year 2023. We incurred \$4.8 million in executive transitional expenses after the retirement of our Chief Executive Officer in April 2023. Additionally, we incurred \$1.2 million of severance expenses related to the implementation of our cost reduction plan and \$0.7 million related to a one-time legal settlement and related fees and expenses. These increases were partially offset by a decreases of \$12.8 million and \$4.8 million in payroll and other operating expenses, respectively, driven by our ongoing cost cutting measures and increased operational efficiencies across our retail stores.

On a per store basis, our payroll and other operating expenses were down approximately 16% and 14%, respectively, compared to fiscal year 2022. As a percentage of net sales, selling, general, and administrative expenses increased to 31.7% of net sales during fiscal year 2023 compared to 28.7% of net sales in fiscal year 2022, as a result of the factors discussed above. New store pre-opening expenses increased by \$2.1 million to \$5.8 million during fiscal year 2023 compared to \$3.7 million in fiscal year 2022.

Interest Expense. Interest expense increased by \$8.7 million, or 206.8%, to \$12.9 million in fiscal year 2023 from \$4.2 million for fiscal year 2022. Interest expense increased primarily as a result increased borrowings on our revolving credit facility and higher interest rates for fiscal year 2023 compared to fiscal year 2022.

Income Taxes. We recorded an income tax benefit of \$9.2 million for fiscal year 2023 compared to income tax expense of \$13.4 million for fiscal year 2022. Our effective tax rate decreased to 24.1% during fiscal year 2023 compared to 24.8% in fiscal year 2022.

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 26.4% and 28.0% 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.

Liquidity and Capital Resources

Overview; Uses and Sources of Cash

As of February 1, 2025, we had cash and cash equivalents of \$2.8 million and working capital, consisting of current assets less current liabilities, of \$82.0 million. We also had \$128.3 million available for borrowing under our senior secured revolving credit facility and our term loan facility as of February 1, 2025, calculated based upon certain borrowing base restrictions for each of the revolving credit facility and term loan facility. Our \$20 million availability under our term loan was scheduled to expire on April 30, 2025 and we recently extended the expiration to July 31, 2025.

Our primary cash requirements are for seasonal working capital needs, capital expenditures related to ongoing operational needs and new system investments. For both the short-term and the long-term, our primary sources of cash are borrowings under our senior secured revolving credit facility and operating cash flows. We believe that our cash on hand, cash generated by operating activities and funds available under our revolving credit facility will be sufficient to finance our operating activities and meet our cash requirements for at least the next twelve months and beyond. With only one new store planned for fiscal year 2025, we intend to prioritize the repayment of outstanding debt with any excess cash flow.

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.

Operating Lease Obligations. Operating 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. For fiscal year 2025, our expected operating lease payments will be \$73.4 million and our total committed operating lease payments are \$460.8 million as of February 1, 2025. Other operating lease obligations consist of distribution center equipment.

Capital Expenditures. For fiscal year 2024, we incurred approximately \$14.6 million in capital expenditures primarily related to strategic technological investments and general store maintenance. We expect capital expenditures net of tenant allowances, between \$20 million and \$25 million for fiscal year 2025 primarily related to strategic technological investments, such as planogramming, merchandising and replenishment and store scheduling tools, 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 \$350.0 million revolving credit facility and a \$45.0 million term loan facility. As of February 1, 2025, \$88.3 million was outstanding under the revolving credit facility and \$25.0 million was outstanding under the term loan facility. Assuming no additional repayments or borrowings on our revolving credit facility and our term loan facility after February 1, 2025, our interest payments would be approximately \$7.7 million for fiscal year 2025, in each case, based on the interest rate as of February 1, 2025. As of February 1, 2025, our weighted average interest rate on the amounts outstanding under our revolving credit facility and our term loan facility was 6.78%. See “—Indebtedness” below for additional information regarding our revolving credit facility and term loan facility, including the interest rate 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:

	Fiscal Year Ended	
	February 1, 2025	February 3, 2024
	(in thousands)	
Cash flows provided by operating activities	\$ 34,149	\$ 52,266
Cash flows used in investing activities	(14,480)	(79,895)
Cash (used in) provided by financing activities	(19,978)	28,381
Cash and cash equivalents at end of period	2,832	3,141

Net cash provided by operating activities was \$34.1 million for fiscal year 2024, compared to net cash provided by operating activities of \$52.3 million for fiscal year 2023, a change of approximately \$18.2 million. The decrease in our cash flows provided by operating activities was primarily the result of our inventory reduction plan implemented during fiscal year 2023.

Net cash used in investing activities was \$14.5 million for fiscal year 2024 compared to \$79.9 million for fiscal year 2023. For fiscal year 2024, we incurred capital expenditures related to strategic technological investments, such as planogramming, merchandising and replenishment and store scheduling tools, and general store fleet maintenance. Our cash flows used in investing activities in fiscal year 2023 primarily related to costs incurred in connection with opening new stores and the refurbishment of existing stores.

Net cash used in financing activities was \$20.0 million for fiscal year 2024 compared to net cash provided by financing activities of \$28.4 million for fiscal year 2023, a change of approximately \$48.4 million. The increase in cash used in financing activities was primarily driven by our reduction of borrowings under our revolving credit and term loan facilities.

Indebtedness

We maintain a \$350.0 million revolving credit facility, with \$88.3 million outstanding as of February 1, 2025. Our revolving credit facility is governed by an amended and restated credit agreement with a consortium of banks led by Wells Fargo Bank, National Association (“Wells Fargo”). We additionally entered into a term loan credit facility on July 30, 2024 with an aggregate principal amount available of \$45.0 million, with \$25.0 million outstanding as of February 1, 2025. Borrowings under our revolving credit facility and term loan facility are subject to a borrowing base calculation. As of February 1, 2025, we had an aggregate amount of \$128.3 million available for borrowing under our revolving credit facility and our term loan facility, calculated based upon certain borrowing base restrictions, and \$2.0 million in stand-by commercial letters of credit. Our \$20 million availability under our term loan was scheduled to expire on April 30, 2025 and we recently extended the expiration to July 31, 2025.

Borrowings under the revolving credit facility bear interest based on either the base rate or Term SOFR (as defined by the credit agreement governing the revolving credit facility), 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 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 applicable credit agreement) plus 0.50% or (4) the one-month Term SOFR (as defined in the applicable credit agreement) plus 1.00%. The applicable margin for loans under the revolving credit facility, which varies based on the average daily availability, ranges from 0.25% to 0.50% per year for base rate loans and from 1.35% to 1.60% per year for Term SOFR loans. We are required to pay a commitment fee for the unused portion of the revolving credit facility, which will range from 0.20% to 0.225% per annum, depending on the average daily availability under the revolving credit facility.

Borrowings under the term loan facility 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 Term Loan. The applicable margin means either 3.50% or 6.50% depending on the type of term loan. Under the Term Loan, 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 credit facility and the term loan, and all obligations under the revolving credit facility and the term loan are guaranteed by Holdings. All of the obligations under the revolving credit facility and the term loan are secured by a lien on substantially all of Holdings' assets and assets of all of Holdings' subsidiaries, including a pledge of all capital stock of each of Holdings' subsidiaries. The lien securing the obligations under the revolving credit facility 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.

We may be required to make mandatory prepayments under the revolving credit facility and the term loan 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.

Our revolving credit facility and term loan facility each require us to maintain a minimum availability at all times of not less than 10% of the gross borrowing base. In addition, the credit agreements governing each of our revolving credit facility and our term loan facility 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 revolving credit facility and term loan facility also contain customary events of default, including defaults triggered by defaults under the other facility. As of February 1, 2025, 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 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.

Our significant accounting policies are discussed in Note 2 to our Consolidated Financial Statements elsewhere in this 10-K. We believe that the following accounting policies are the most critical to aid in fully understanding and evaluating our reported financial results.

Revenue Recognition

We operate 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, we implicitly enter into a contract with customers to deliver merchandise inventory at the point of sale. Collectability is reasonably assured since we only extend immaterial credit purchases to certain municipalities.

Substantially all of our revenue is for single performance obligations for the following distinct items:

- Retail store sales
- e-commerce sales
- Gift cards and loyalty reward program

For performance obligations related to retail store and e-commerce sales contracts, we typically transfer 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. We do 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 our 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 we expect 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 our 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. If actual results in the future vary from our estimates, we adjust 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 our loyalty reward program. Cash received from the sale of gift cards is recorded as a contract liability in accrued expenses, and we recognize 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. We do not sell or provide gift cards that carry expiration dates. We recognized 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% using historical rates and future expectations.

As it relates to e-commerce sales, we account for shipping and handling as fulfillment activities, and not a separate performance obligation. Accordingly, we recognize 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.

We offer promotional financing and credit cards issued by a third-party bank that manages and directly extends credit to our customers. We provide a license to our brand and marketing services, and we facilitate credit applications in our stores and online. The banks are the sole owners of the accounts receivable generated under the program and, accordingly, we do not hold any customer receivables related to these programs and act as an agent in the financing transactions with customers. We are eligible to receive a profit share from certain of our banking partners based on the annual performance of their corresponding portfolio, and we receive monthly payments based on forecasts of full-year performance. This is a form of variable consideration. We record 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 us from a customer, are excluded from revenue.

Sales returns

We estimate a reserve for sales returns and record 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.

Inventory Valuation

Inventory is measured at the lower of cost or net realizable value. Cost is determined using the weighted average cost method. We estimate a provision for inventory shrinkage based on our historical inventory accuracy rates as determined by periodic cycle counts. The allowance for damaged goods from returns is based upon our historical experience. We also adjust inventory for obsolete or slow-moving inventory based on inventory productivity reports and by specific identification of obsolete or slow-moving inventory. Had our estimated inventory reserves been lower or higher by 10% as of February 1, 2025, our cost of sales would have been correspondingly lower or higher by approximately \$0.5 million.

Valuation of Long-Lived Assets

We review our long-lived assets with definite lives for impairment whenever events or changes in circumstances may indicate that the carrying value of an asset may not be recoverable. We use an estimate of the future undiscounted net cash flows of the related asset or group of assets over their remaining useful lives in measuring whether the assets are recoverable. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount exceeds the estimated fair value of the asset. Impairment of long-lived assets is assessed at the lowest levels for which there are identifiable cash flows that are independent of other groups of assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less the estimated costs to sell. No impairment charge to long-lived assets was recorded during the fiscal years ended February 1, 2025, February 3, 2024 and January 28, 2023.

Leases

We have operating leases for our retail stores facilities, distribution center, and corporate office. In accordance with ASC 842, which we adopted on February 3, 2019, we determine if an arrangement is a lease at inception. Operating lease liabilities are calculated using the present value of future payments and recognized at the commencement date based on the present value of lease payments over the reasonably certain lease term. As our leases generally do not provide an implicit rate, we used an estimated incremental borrowing rate ("IBR") to determine the present value of lease payments. The IBR is determined by using our credit rating to develop a yield curve that approximates our market risk profile.

Off Balance Sheet Arrangements

We are not party to any off balance sheet arrangements.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements, see Note 2 to our Consolidated Financial Statements included elsewhere in this 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) income plus interest expense, income tax expense (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. Net 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 (loss) income to Adjusted EBITDA and a calculation of Adjusted EBITDA margin is set forth below for the periods presented (amounts in thousands).

	Fiscal Year Ended		
	February 1, 2025	February 3, 2024	January 28, 2023
Net (loss) income (1)	\$ (33,059)	\$ (28,997)	\$ 40,518
Interest expense	12,278	12,869	4,195
Income tax expense (benefit) (2)	1,930	(9,209)	13,350
Depreciation and amortization	40,498	39,009	31,776
Stock-based compensation expense (3)	4,229	4,237	4,673
Executive transition costs (4)	1,081	4,763	1,329
Cancelled contract (5)	911	—	—
Cost reduction plan (6)	—	1,216	—
Legal expense (7)	1,750	687	2,088
Adjusted EBITDA	<u>\$ 29,618</u>	<u>\$ 24,575</u>	<u>\$ 97,929</u>
Net sales	1,197,633	1,287,987	1,399,515
Net (loss) income margin (8)	(2.9)%	(2.2)%	2.9%
Adjusted EBITDA margin (8)	2.5%	1.9%	7.0%

- (1) Beginning with the three months ended October 28, 2023, we no longer add back new store pre-opening expenses to our net (loss) income to determine Adjusted EBITDA. The presentation of past periods has been conformed to the current presentation. For the fiscal year ended February 1, 2025 we did not incur any new store pre-opening expenses. For fiscal years ended February 3, 2024 and January 28, 2023 we incurred \$5.8 million and \$3.7 million, respectively, in new store pre-opening expenses.
- (2) A non-cash valuation allowance of \$10.1 million was created during fiscal year 2024 related to our deferred tax assets during fiscal year 2024.
- (3) Stock-based compensation expense represents non-cash expenses related to equity instruments granted to outfitters under the Sportsman's Warehouse Holdings, Inc. 2019 Performance Incentive Plan and the Sportsman's Warehouse Holdings, Inc. Employee Stock Purchase Plan.
- (4) Expenses incurred relating to the departure of directors and officers and the recruitment of directors and key members of our senior management team.
- (5) Represents fees and expenses related to a settlement in the cancellation of a contract related to our information technology systems.
- (6) Severance expenses paid as part of our cost reduction plan implemented during fiscal year 2023
- (7) Represents costs related to legal settlements and related fees and expenses.
- (8) 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 7A. 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 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

TABLE OF CONTENTS

	<u>Page</u>
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM – GRANT THORNTON LLP (PCAOB ID Number 248)	60
CONSOLIDATED FINANCIAL STATEMENTS:	
Consolidated Balance Sheets	61
Consolidated Statements of Operations	62
Consolidated Statements of Stockholders' Equity	63
Consolidated Statements of Cash Flows	64
Notes to Consolidated Financial Statements	65

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Sportsman’s Warehouse Holdings, Inc.

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of Sportsman’s Warehouse Holdings, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of February 1, 2025 and February 3, 2024, the related consolidated statements of operations, stockholders’ equity, and cash flows for each of the three years in the period ended February 1, 2025, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of February 1, 2025 and February 3, 2024, and the results of its operations and its cash flows for each of the three years in the period ended February 1, 2025, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of February 1, 2025, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated April 2, 2025 expressed an unqualified opinion.

Basis for opinion

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

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

Critical audit matters

The critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there were no critical audit matters.

/s/ GRANT THORNTON LLP

We have served as the Company’s auditor since 2020.

Salt Lake City, Utah

April 2, 2025

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

Amounts in Thousands

	February 1, 2025	February 3, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 2,832	\$ 3,141
Accounts receivable, net	2,410	2,119
Merchandise inventories	341,958	354,710
Prepaid expenses and other	18,802	20,078
Total current assets	<u>366,002</u>	<u>380,048</u>
Operating lease right of use asset	316,499	309,377
Property and equipment, net	167,838	194,452
Goodwill	1,496	1,496
Deferred tax asset	—	505
Definite lived intangibles, net	267	327
Total assets	<u>\$ 852,102</u>	<u>\$ 886,205</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 64,041	\$ 56,122
Accrued expenses	95,946	83,665
Income taxes payable	194	126
Operating lease liability, current	49,128	48,693
Revolving line of credit	74,654	126,043
Total current liabilities	<u>283,963</u>	<u>314,649</u>
Long-term liabilities:		
Deferred income taxes	946	—
Term loan, net	24,067	—
Operating lease liability, noncurrent	307,422	307,000
Total long-term liabilities	<u>332,435</u>	<u>307,000</u>
Total liabilities	<u>616,398</u>	<u>621,649</u>
Stockholders' equity:		
Preferred stock, \$.01 par value; 20,000 shares authorized; 0 shares issued and outstanding	—	—
Common stock, \$.01 par value; 100,000 shares authorized; 38,103 and 37,529 shares issued and outstanding, respectively	380	375
Additional paid-in capital	86,000	81,798
Retained earnings	149,324	182,383
Total stockholders' equity	<u>235,704</u>	<u>264,556</u>
Total liabilities and stockholders' equity	<u>\$ 852,102</u>	<u>\$ 886,205</u>

See accompanying notes to the consolidated financial statements

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

Amounts in Thousands, Except Per Share Data

	Fiscal Year Ended		
	February 1, 2025	February 3, 2024	January 28, 2023
Net sales	\$ 1,197,633	\$ 1,287,987	\$ 1,399,515
Cost of goods sold	827,167	904,574	939,275
Gross profit	<u>370,466</u>	<u>383,413</u>	<u>460,240</u>
Selling, general and administrative expenses	388,705	408,750	402,177
(Loss) income from operations	(18,239)	(25,337)	58,063
Other (income) expense:			
Other losses	612	—	—
Interest expense	12,278	12,869	4,195
(Loss) income before income taxes	(31,129)	(38,206)	53,868
Income tax (benefit) expense	1,930	(9,209)	13,350
Net (loss) income	<u>\$ (33,059)</u>	<u>\$ (28,997)</u>	<u>\$ 40,518</u>
(Loss) income per share:			
Basic	<u>\$ (0.87)</u>	<u>\$ (0.77)</u>	<u>\$ 1.00</u>
Diluted	<u>\$ (0.87)</u>	<u>\$ (0.77)</u>	<u>\$ 1.00</u>
Weighted average shares outstanding:			
Basic	<u>37,808</u>	<u>37,489</u>	<u>40,489</u>
Diluted	<u>37,808</u>	<u>37,489</u>	<u>40,719</u>

See accompanying notes to the consolidated financial statements

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Amounts in Thousands

	Common Stock		Restricted nonvoting common stock		Treasury Stock		Additional paid-in- capital Amount	Accumulated (deficit) earnings Amount	Total stockholders' equity Amount
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at January 30, 2022	<u>43,880</u>	<u>\$ 439</u>	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 90,851</u>	<u>\$ 222,879</u>	<u>\$ 314,169</u>
Repurchase of treasury stock	—	—	—	—	6,797	(64,748)	—	—	(64,748)
Retirement of treasury stock	(6,797)	(68)	—	—	(6,797)	64,748	(14,278)	(50,402)	—
Vesting of restricted stock units	354	3	—	—	—	—	(3)	—	—
Payment of withholdings on restricted stock units	—	—	—	—	—	—	(2,393)	—	(2,393)
Issuance of common stock for cash per employee stock purchase plan	104	1	—	—	—	—	893	—	894
Stock based compensation	—	—	—	—	—	—	4,673	—	4,673
Net income	—	—	—	—	—	—	—	40,518	40,518
Balance at January 28, 2023	<u>37,541</u>	<u>\$ 375</u>	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 79,743</u>	<u>\$ 212,995</u>	<u>\$ 293,113</u>
Repurchase of treasury stock	—	—	—	—	529	(2,748)	—	—	(2,748)
Retirement of treasury stock	(529)	(5)	—	—	(529)	2,748	(1,128)	(1,615)	—
Vesting of restricted stock units	375	4	—	—	—	—	(4)	—	—
Payment of withholdings on restricted stock units	—	—	—	—	—	—	(1,845)	—	(1,845)
Issuance of common stock for cash per employee stock purchase plan	142	1	—	—	—	—	795	—	796
Stock based compensation	—	—	—	—	—	—	4,237	—	4,237
Net (loss)	—	—	—	—	—	—	—	(28,997)	(28,997)
Balance at February 3, 2024	<u>37,529</u>	<u>\$ 375</u>	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 81,798</u>	<u>\$ 182,383</u>	<u>\$ 264,556</u>
Vesting of restricted stock units	468	5	—	—	—	—	(5)	—	—
Payment of withholdings on restricted stock units	(113)	(1)	—	—	—	—	(325)	—	(326)
Issuance of common stock for cash per employee stock purchase plan	157	1	—	—	—	—	303	—	304
Stock based compensation	—	—	—	—	—	—	4,229	—	4,229
Net (loss)	—	—	—	—	—	—	—	(33,059)	(33,059)
Balance at February 1, 2025	<u>38,041</u>	<u>\$ 380</u>	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 86,000</u>	<u>\$ 149,324</u>	<u>\$ 235,704</u>

See accompanying notes to the consolidated financial statements

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
Amounts in Thousands

	Fiscal Year Ended		
	February 1, 2025	February 3, 2024	January 28, 2023
Cash flows from operating activities:			
Net (loss) income	\$ (33,059)	\$ (28,997)	\$ 40,518
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation of property and equipment	40,438	38,947	31,710
Amortization of discount on debt and deferred financing fees	353	154	184
Amortization of definite lived intangible	60	62	66
Loss on asset dispositions	612	—	—
Noncash lease expense	8,320	17,099	28,582
Deferred income taxes	1,451	(10,049)	3,765
Stock-based compensation	4,229	4,237	4,673
Change in operating assets and liabilities, net of amounts acquired:			
Accounts receivable, net	(290)	(67)	(116)
Operating lease liabilities	(14,585)	(8,134)	(25,336)
Merchandise inventories	12,752	44,418	(12,568)
Prepaid expenses and other	1,124	2,093	(46)
Accounts payable	7,996	1,786	(1,509)
Accrued expenses	4,680	(8,477)	(14,561)
Income taxes payable and receivable	68	(806)	(8,568)
Net cash provided by operating activities	<u>34,149</u>	<u>52,266</u>	<u>46,794</u>
Cash flows from investing activities:			
Purchase of property and equipment	(14,556)	(79,895)	(63,511)
Proceeds from sale of property and equipment	76	—	—
Proceeds from sale-leaseback transactions	—	—	2,923
Net cash used in investing activities	<u>(14,480)</u>	<u>(79,895)</u>	<u>(60,588)</u>
Cash flows from financing activities:			
Net borrowings on line of credit	(51,389)	38,540	21,449
Borrowings on term loan	25,000	—	—
Increase (Decrease) in book overdraft, net	7,568	(6,362)	4,471
Proceeds from issuance of common stock per employee stock purchase plan	304	796	894
Payment of withholdings on restricted stock units	(326)	(1,845)	(2,393)
Payments to acquire treasury stock	—	(2,748)	(64,748)
Payment of deferred financing costs and discount on term loan	(1,135)	—	(508)
Net cash (used in) provided by financing activities	<u>(19,978)</u>	<u>28,381</u>	<u>(40,835)</u>
Net change in cash and cash equivalents	<u>(309)</u>	<u>752</u>	<u>(54,629)</u>
Cash and cash equivalents at beginning of period	<u>3,141</u>	<u>2,389</u>	<u>57,018</u>
Cash and cash equivalents at end of period	<u>\$ 2,832</u>	<u>\$ 3,141</u>	<u>\$ 2,389</u>
Supplemental disclosures of cash flow information:			
Cash paid during the period for:			
Interest, net of amounts capitalized	\$ 11,456	\$ 12,092	\$ 3,396
Income taxes, net of refunds	411	1,646	18,154
Supplemental schedule of noncash activities:			
Noncash change in operating lease right of use asset and operating lease liabilities from remeasurement of existing leases and addition of new leases	\$ 15,511	\$ 58,000	\$ 54,243
Purchases of property and equipment included in accounts payable and accrued expenses	\$ 257	\$ 334	\$ 9,416

See accompanying notes to the consolidated financial statements

SPORTSMAN'S WAREHOUSE HOLDINGS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements Dollars in Thousands, except per share amounts

(1) Nature of Business

Description of Business

Sportsman's Warehouse Holdings, Inc. ("Holdings"), a Delaware corporation, and subsidiaries (collectively, the "Company") operate retail sporting goods stores. As of February 1, 2025, the Company operated 146 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.

(2) Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and include the accounts of its four wholly owned subsidiaries, Sportsman's Warehouse, Inc. ("Sportsman's Warehouse"), Pacific Flyway Wholesale, LLC ("Pacific Flyway"), Sportsman's Warehouse Southwest, Inc., and Minnesota Merchandising Corporation. All intercompany transactions and accounts have been eliminated in consolidation.

Fiscal Year

The Company operates using a 52/53-week fiscal year ending on the Saturday closest to January 31. Fiscal year 2024 ended February 1, 2025 and contained 52 weeks of operations. Fiscal year 2023 ended February 3, 2024 and contained 53 weeks of operations. Fiscal year 2022 ended January 28, 2023 and contained 52 weeks of operations.

Seasonality

The Company's business is generally seasonal, with a moderately higher portion of total sales occurring during the third and fourth quarters of the fiscal year.

Use of Estimates in the Preparation of Consolidated Financial Statements

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Segment Reporting

The Company operates solely as a sporting goods retailer whose Chief Operating Decision Maker ("CODM") is the Chief Executive Officer. The CODM reviews financial information presented on a consolidated basis, for purposes of managing operations, allocating resources and evaluating financial performance. The Company's stores typically have similar square footage and offer essentially the same general product mix. The Company's core customer demographic remains similar chainwide, as does the Company's process for the procurement and marketing of its product mix. The Company distributes its product mix chainwide from a single distribution center. Furthermore, the Company also operates an e-commerce platform at www.sportsmans.com. Given that the stores and e-commerce platform have the same economic characteristics, the Company's stores and website are aggregated into one operating and reportable segment. The Company derives its revenues primarily from the sale of sporting goods. Its stores are organized into six departments: Hunting and Shooting, Camping, Fishing, Apparel, Footwear, and Optics, Electronics, Accessories and Other. As the CODM reviews financials on a consolidated basis, the Company operates as one reportable segment as defined by ASC 280, *Segment Reporting*. See Note 6 to our Consolidated Financial Statements for further discussion on business segments.

Cash and Cash Equivalents

The Company considers cash on hand in stores and operating accounts as cash. Checks issued pending bank clearance that result in overdraft balances for accounting purposes are classified as accrued expenses in the accompanying consolidated balance sheets. Cash equivalents consist of short-term money market securities with maturities less than three months from the time of investment.

In accordance with the terms of a financing agreement (Note 8), the Company maintains depository accounts with two banks in a lock-box or similar arrangement. Deposits into these accounts, including amounts held by payment processors, are used to reduce the outstanding balance on the line of credit as soon as the respective bank allows the funds to be transferred to the financing company. At February 1, 2025 and February 3, 2024, the combined balance in these accounts was \$13,654 and \$9,230, respectively. Accordingly, for fiscal year 2024 and fiscal year 2023 these amounts have been classified as a reduction in the line of credit as if the transfers had occurred on February 1, 2025 and February 3, 2024, respectively.

Accounts Receivable

The Company offers credit terms on the sale of products to certain government and corporate retail customers and requires no collateral from these customers. The Company performs ongoing credit evaluations of its customers' financial condition and maintains an allowance for credit losses based upon historical experience and a specific review of accounts receivable at the end of each period. Actual bad debts may differ from these estimates and the difference could be significant. At February 1, 2025, February 3, 2024, and January 28, 2023, the Company had no allowance for credit losses.

Merchandise Inventories

The Company measures its inventory at the lower of cost or net realizable value. Cost is determined using the weighted average cost method. The Company estimates a provision for inventory shrinkage based on its historical inventory accuracy rates as determined by periodic cycle counts. The Company also adjusts inventory for obsolete, slow moving, or damaged inventory based on inventory activity thresholds and by specific identification of certain slow moving or obsolete inventory. The inventory write downs for shrinkage, damage, or obsolescence totaled \$9,105 and \$8,827 at February 1, 2025 and February 3, 2024, respectively.

Property and Equipment

Property and equipment are recorded at cost. Leasehold improvements primarily include the cost of improvements funded by landlord incentives or allowances. Maintenance, repairs, minor renewals, and betterments are expensed as incurred. Major renewals and betterments are capitalized. Upon retirement or disposal of assets, the cost and accumulated depreciation and amortization are eliminated from the respective accounts and the related gains or losses are credited or charged to earnings.

Depreciation and amortization of property and equipment is computed using the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the shorter of the useful lives of the improvements or the term of the lease. Furniture, fixtures, and equipment, are depreciated over useful lives ranging from three to ten years.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets with definite lives for impairment whenever events or changes in circumstances may indicate that the carrying value of an asset may not be recoverable. The Company uses an estimate of the future undiscounted net cash flows of the related asset or group of assets over their remaining useful lives in measuring whether the assets are recoverable. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount exceeds the estimated

fair value of the asset. Impairment of long-lived assets is assessed at the lowest levels for which there are identifiable cash flows that are independent of other groups of assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less the estimated costs to sell. There were no impairment charges relating to long-lived assets that were recorded during the fiscal years ended February 1, 2025, February 3, 2024 and January 28, 2023.

Goodwill

At least annually, during the fourth quarter, or when events and circumstances warrant an evaluation, the Company performs its impairment assessment of goodwill. This assessment permits an entity to initially perform a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying amount before applying the quantitative goodwill impairment test. If an entity concludes that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, it would not need to perform the impairment test for the reporting unit.

If it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the impairment analysis is performed, which incorporates a fair-value based approach. The Company determines the fair value of its reporting units based on discounted cash flows and market approach analyses as considered necessary. The Company considers factors such as the economy, reduced expectations for future cash flows coupled with a decline in the market price of its stock and market capitalization for a sustained period as indicators for potential goodwill impairment. If the reporting unit's carrying amount exceeds its fair value, the Company will record an impairment charge based on that difference. The impairment charge will be limited to the amount of goodwill allocated to that reporting unit. No impairment charge to goodwill was recorded during the fiscal years ended February 1, 2025, February 3, 2024 and January 28, 2023.

Prepaid Expenses and Other

Prepaid expenses and other primarily consists of prepaid expenses, vendor rebates receivable, vendor advertising receivables, right of return assets, and miscellaneous deposits.

Leases

In accordance with ASC 842, the Company determines if an arrangement is a lease at inception. The Company has operating leases for the Company's retail stores, distribution center, and corporate office. Operating leases are included in operating lease ROU assets and operating lease liabilities, current and noncurrent, on the consolidated balance sheet. Lease liabilities are initially recorded at the present value of the lease payments by discounting the lease payments by the Company's incremental borrowing rate ("IBR") and then recording accretion over the lease term using the effective interest method. Operating lease classification results in a straight-line expense recognition pattern over the lease term and recognized lease expense as a single expense component, which results in amortization of the ROU asset that equals the difference between lease expense and interest expense. Operating lease expense is included in selling, general and administrative expense, based on the use of the leased asset, on the consolidated statement of operations. Leases with an initial term of 12 months or less are not recorded on the balance sheet and are not material; the Company recognizes lease expense for these leases on a straight-line basis over the remaining lease term.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the reasonably certain lease term. As the Company's leases generally do not provide an implicit rental rate, the Company uses an IBR to determine the present value of future rental payments. The IBR is determined by using the Company's credit rating to develop a yield curve that approximates the Company's market risk profile. The operating lease ROU asset also includes any prepaid lease payments made by the tenant and is reduced by lease incentives such as tenant improvement allowances. The operating lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense is recognized on a straight-line basis over the lease term.

See Note 5 to our Consolidated Financial Statements for further discussion on leases.

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. 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% 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, sales return liabilities, and accounts receivable with customers as of February 1, 2025 and February 3, 2024:

	<u>February 1, 2025</u>	<u>February 3, 2024</u>	<u>January 28, 2023</u>
Right of return assets, which are included in prepaid expenses and other	\$ 1,732	\$ 1,659	\$ 1,951
Estimated gift card contract liability, net of breakage	(30,872)	(30,541)	(29,174)
Estimated loyalty contract liability, net of breakage	(2,606)	(4,340)	(5,383)
Sales return liabilities, which are included in accrued expenses	(2,585)	(2,476)	(2,912)
Customer accounts receivable	267	272	743

For the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, the Company recognized \$1,517, \$1,655, and \$1,573 in gift card breakage, respectively. For the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, the Company recognized \$4,598, \$3,125, and \$3,126, in loyalty reward breakage, respectively. The impact of these adjustments on the statement of cash flow for the year ended February 1, 2025 were recorded in cash provided by operating activities. For the fiscal years ended February 1, 2025, February 3, 2024 and January 28, 2023 the Company recognized \$17,986, \$19,647, and \$20,656, respectively, of revenue related to the beginning contract liability from the previous year.

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 fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, was approximately:

Department	Product Offerings	Fiscal year Ended		
		February 1, 2025	February 3, 2024	January 28, 2023
Camping	Backpacks, camp essentials, canoes and kayaks, coolers, outdoor cooking equipment, sleeping bags, tents and tools	11.7%	11.2%	12.5%
Apparel	Camouflage, jackets, hats, outerwear, sportswear, technical gear and work wear	7.5%	8.8%	9.3%
Fishing	Bait, electronics, fishing rods, flotation items, fly fishing, lines, lures, reels, tackle and small boats	10.3%	8.9%	8.9%
Footwear	Hiking boots, socks, sport sandals, technical footwear, trail shoes, casual shoes, waders and work boots	6.3%	7.2%	7.3%
Hunting and Shooting	Ammunition, archery items, ATV accessories, blinds and tree stands, decoys, firearms, reloading equipment and shooting gear	57.4%	57.4%	54.9%
Optics, Electronics, Accessories, and Other	Gift items, GPS devices, knives, lighting, optics, two-way radios, and other license revenue, net of revenue discounts	6.8%	6.5%	7.1%
Total		100.0%	100.0%	100.0%

Cost of Goods Sold

Cost of goods sold primarily consists of merchandise acquisition costs, including freight-in costs, shipping costs, terms discounts received from the vendor and vendor allowances and rebates associated directly with merchandise. Vendor allowances include allowances and rebates received from vendors. The Company records an estimate of earned allowances based on purchase volumes. These funds are determined for each fiscal year, and the majority is based on various quantitative contract terms. Amounts expected to be received from vendors relating to purchase of merchandise inventories are recognized as a reduction of cost of goods sold as the merchandise is sold. Historical program results and current purchase volumes are reviewed when establishing the estimate for earned allowances.

Shipping and Handling Fees and Costs

All shipping and handling fees billed to customers are recorded as a component of net sales. All costs incurred related to the shipping and handling of products are recorded in cost of sales.

Vendor Allowances

Vendor allowances include price allowances, volume rebates, store opening costs reimbursements, marketing participation and advertising reimbursements received from vendors under the terms of specific arrangements with certain vendors. Vendor allowances related to merchandise are recognized as a reduction of the costs of merchandise as sold. Vendor reimbursements of costs are recorded as a reduction to expense in the period the related cost is incurred based on actual costs incurred. Any cost reimbursements exceeding expenses incurred are recognized as a reduction of the cost of merchandise sold. Volume allowances may be estimated based on historical purchases and estimates of projected purchases.

Health Insurance

The Company maintains for its outfitters a partially self-funded health insurance plan. The Company maintains stop-loss insurance through an insurance company with a \$200 per person deductible and aggregate claims limit above a predetermined threshold. The Company intends to maintain this plan indefinitely. However, the plan may be terminated, modified, suspended, or discontinued at any time for any reason specified by the Company.

The Company has established reserve amounts based upon claims history and estimates of claims that have been incurred but not reported (“IBNR”) for this plan. As of February 1, 2025, and February 3, 2024, the Company estimated the IBNR for this plan to be \$1,613 and \$1,357, respectively. Actual claims may differ from the estimate and such difference could be significant. These reserves are included in accrued expenses in the accompanying consolidated balance sheets.

Workers Compensation Insurance

The Company maintains for its outfitters a high-deductible workers compensation plan. The Company maintains stop-loss insurance through an insurance company with a \$250 per claim deductible and aggregate claims limit above a predetermined threshold. The Company intends to maintain this plan indefinitely. However, the plan may be terminated, modified, suspended, or discontinued at any time for any reason specified by the Company.

The Company has established reserve amounts based upon claims history and estimates of IBNR for this plan. As of February 1, 2025, and February 3, 2024, the Company estimated the IBNR for this plan to be \$1,595 and \$1,450, respectively, related to the workers compensation plan. Actual claims may differ from the estimate and such difference could be significant. These reserves are included in accrued expenses in the accompanying consolidated balance sheets.

Advertising

Costs for newspaper, television, radio, and other advertising are expensed in the period in which the advertising occurs. The Company participates in various advertising and marketing cooperative programs with its vendors, who, under these programs, reimburse the Company for certain costs incurred. Payments received under these cooperative programs are recorded as a decrease to expense in the period that the advertising occurred. For the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, net advertising expenses totaled \$17,430, \$20,883, and \$23,816, respectively. These amounts are included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

Stock-Based Compensation

Compensation expense is estimated based on grant date fair value on a straight-line basis over the requisite service or offering period. Costs associated with awards are included in compensation expense as a component of selling, general, and administrative expenses.

Income Taxes

The Company recognizes a deferred income tax liability or deferred income tax asset for the future tax consequences attributable to differences between the financial statement basis of existing assets and liabilities and their respective tax basis. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided against deferred income tax assets when it is more likely than not that all or some portion of the deferred income tax assets will not be realized.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company considers the scheduled reversals of deferred tax liabilities, projected future

taxable income and tax planning strategies in making this assessment. The Company considers all available evidence, both positive and negative, to determine the realizability of deferred tax assets and includes historical information about results of operations for the current and preceding years as well as more subjective information about future years. A significant piece of objective negative evidence evaluated was a cumulative loss over the most recent 36-month period ended February 1, 2025, which was not outweighed by available positive evidence and which limited the Company's projections of future growth. Accordingly, as of February 1, 2025, a valuation allowance of \$10.1 million was provided against the net amount of deferred tax assets.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the relevant tax authorities, based on the technical merits of the position. Interest and potential penalties are accrued related to unrecognized tax benefits in the provision for income taxes.

Fair Value of Financial Instruments

As of February 1, 2025, and February 3, 2024, the carrying amounts of financial instruments except for long-term debt approximate fair value because of the general short-term nature of these instruments. The carrying amounts of long-term variable rate debt approximate fair value as the terms are consistent with market terms for similar debt instruments.

Earnings Per Share

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

Comprehensive Income

The Company has no components of income that would require classification as other comprehensive income for the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023.

Share Retirement

The Company has periodically repurchased and retired stock through a board authorized repurchase program. When shares are retired as part of this program the repurchased shares are returned to a status of authorized but unissued. The Company's policy to account for the retired shares is to allocate the excess of the repurchase price over the par value of shares acquired to Additional Paid in Capital ("APIC") and Retained Earnings. The portion allocated to APIC is determined by dividing the number of retired shares by the number of shares issued as of the retirement date. This ratio is applied to the balance of APIC as of the retirement date. Any remaining amount of the excess of the repurchase price over the par value not allocated to APIC reduces Retained Earnings.

Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280)—Improvements to Reportable Segment Disclosures, which aims to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. In addition, the amendments in the ASU enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. The ASU applies to all public entities that are required to report segment information in accordance with ASC 280, and is effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company adopted this ASU for its annual report for the fiscal period ending February 1, 2025.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740)—Improvements to Income Tax Disclosures, which include improvements to income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. This ASU also includes certain other amendments to better align disclosures with Regulation S-X and to remove disclosures no longer considered cost beneficial or relevant. This ASU is effective for public entities for annual periods beginning after December 15, 2024, with earlier or retrospective application permitted. The amendments in this ASU should be applied prospectively for annual financial statements not yet issued or made available for issuance. The Company is evaluating the future impact of the issuance of this ASU on its consolidated financial statements.

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 US 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. Early adoption is permitted. The Company is evaluating the future impact of the issuance of this ASU on its consolidated financial statements.

(3) Property and Equipment

Property and equipment consisted of the following as of February 1, 2025 and February 3, 2024:

	February 1, 2025	February 3, 2024
Furniture, fixtures, and equipment	\$ 175,178	\$ 170,713
Leasehold improvements	232,168	226,787
Construction in progress	1,126	1,367
Total property and equipment, gross	408,472	398,867
Less accumulated depreciation and amortization	(240,634)	(204,415)
Total property and equipment, net	<u>\$ 167,838</u>	<u>\$ 194,452</u>

Depreciation expense was \$40,438, \$38,947, and \$31,710, for the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, respectively.

(4) Definite Lived Intangible Assets

Definite lived intangible assets consisted of the following as of February 1, 2025 and February 3, 2024:

	Amortization Period	February 1, 2025		
		Gross carrying amount	Accumulated amortization	Net carrying amount
Amortizing intangible assets:				
Domain Name	10 years	450	(229)	221
Intellectual Property	8 years	100	(54)	46
Total		<u>\$ 550</u>	<u>(283)</u>	<u>267</u>
	Amortization Period	February 3, 2024		
		Gross carrying amount	Accumulated amortization	Net carrying amount
Amortizing intangible assets:				
Domain Name	10 years	450	(181)	269
Intellectual Property	8 years	100	(42)	58
Total		<u>\$ 550</u>	<u>(223)</u>	<u>327</u>

Amortization expense for definite lived intangible asset was \$60, \$62, and \$66, for the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, respectively.

(5) Leases

At the inception of the lease, the Company's operating leases have remaining certain lease terms of up to 15 years, which typically includes multiple options for the Company to extend the lease which are not reasonably certain.

In the fiscal year ended February 1, 2025, the Company recorded a non-cash increase of \$15,511, to ROU assets and operating lease liabilities resulting from lease remeasurements from the exercise of lease extension options, acquired leases, and new leases added.

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.

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

	Fiscal Year Ended		
	February 1, 2025	February 3, 2024	January 28, 2023
Operating lease expense	\$ 68,543	\$ 66,213	\$ 58,562
Variable lease expense	24,420	22,632	18,740
Short-term lease expense	423	1,194	1,200
Total lease expense	<u>\$ 93,386</u>	<u>\$ 90,039</u>	<u>\$ 78,502</u>

In accordance with ASC 842, other information related to leases was as follows:

	Fiscal Year Ended		
	February 1, 2025	February 3, 2024	January 28, 2023
Operating cash flows from operating leases	\$ (74,559)	\$ (69,972)	\$ (63,783)
Cash paid for lease liabilities - operating leases	<u>(74,559)</u>	<u>(69,972)</u>	<u>(63,783)</u>
	As of February 1, 2025	As of February 3, 2024	As of January 28, 2023
Right-of-use assets obtained in exchange for new or remeasured operating lease liabilities	\$ 15,511	\$ 58,000	\$ 54,243
Terminated right-of-use assets and liabilities	—	—	—
Weighted-average remaining lease term - operating leases	5.83	5.85	5.75
Weighted-average discount rate - operating leases	7.56 %	7.72 %	7.96 %

In accordance with ASC 842, maturities of operating lease liabilities as of February 1, 2025 were as follows:

Fiscal Year Ending:	Operating Leases
2025	\$ 73,385
2026	71,226
2027	64,919
2028	58,814
2029	48,953
Thereafter	143,460
Undiscounted cash flows	<u>\$ 460,757</u>
Reconciliation of lease liabilities:	
Present values	\$ 356,550
Lease liabilities - current	49,128
Lease liabilities - noncurrent	307,422
Lease liabilities - total	<u>\$ 356,550</u>
Difference between undiscounted and discounted cash flows	<u>\$ 104,207</u>

The Company has excluded in the table above approximately \$7.9 million for a lease (undiscounted basis) that was entered into as of April 2, 2025. This lease will commence in 2025 with lease terms of 12 years.

(6) 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 accounting policies of the single operating segment are the same as those described in the summary of significant accounting policies.

The 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 consolidated statement of operations.

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

	Fiscal Year Ended		
	February 1, 2025	February 3, 2024	January 28, 2023
Net sales	\$ 1,197,633	\$ 1,287,987	\$ 1,399,515
Cost of goods sold	827,167	904,574	939,275
Gross profit	<u>370,466</u>	<u>383,413</u>	<u>460,240</u>
Selling, general and administrative expenses			
Payroll	165,262	179,305	192,099
Rent	93,386	90,039	78,502
Depreciation and amortization	40,498	39,009	31,776
Nonrecurring operating expenses (1)	3,361	6,665	3,417
Pre-opening (2)	24	5,781	3,654
Other operating (3)	86,174	87,951	92,729
Total selling, general and administrative expenses	<u>388,705</u>	<u>408,750</u>	<u>402,177</u>
(Loss) income from operations	(18,239)	(25,337)	58,063
Other (income) expense:			
Other losses	612	—	—
Interest expense	12,278	12,869	4,195
(Loss) income before income taxes	<u>(31,129)</u>	<u>(38,206)</u>	<u>53,868</u>
Income tax (benefit) expense	1,930	(9,209)	13,350
Consolidated net (loss) income	<u>\$ (33,059)</u>	<u>\$ (28,997)</u>	<u>\$ 40,518</u>

- (1) Represents certain expenses the Company believes fall outside of typical costs related to normal operating conditions including executive transition costs, cancelled contracts, certain one-time legal expenses and a cost reduction plan.
- (2) 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.

(7) Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consist of the following at February 1, 2025 and February 3, 2024:

	February 1, 2025	February 3, 2024
Book overdraft	\$ 21,929	\$ 14,361
Unearned revenue	36,600	38,044
Accrued payroll and related expenses	11,397	10,507
Sales and use tax payable	5,624	5,170
Other	20,396	15,583
Total accrued expenses	<u>\$ 95,946</u>	<u>\$ 83,665</u>

(8) Long Term Debt

Long-term debt consisted of the following as of February 1, 2025 and February 3, 2024:

	February 1, 2025	February 3, 2024
Term loan	\$ 25,000	\$ —
Less discount	(933)	—
	24,067	—
Less current portion, net of discount	—	—
Long-term portion	\$ 24,067	\$ —

Term Loan

On July 30, 2024, 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 (the “Pathlight Agent”), as administrative and collateral agent for various lenders affiliated with Pathlight Capital (the “ABL Lenders”), entered into an ABL Term Loan Credit Agreement (the “Term Loan”). The Term Loan provides for a senior secured term loan credit facility in an aggregate principal amount of \$45,000, consisting of \$25,000 in initial ABL term loans that were made by the ABL Lenders on July 30, 2024 and \$20,000 in delayed draw ABL term loans. The \$25,000 in proceeds from the initial ABL term loans 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 Term Loan of approximately \$1,136. These costs offset the recorded carrying amount of the Term Loan on the condensed consolidated balance sheet and are amortized to interest expense over the life of the Term Loan. As of February 1, 2025 and February 3, 2024, the Company had \$25,000 and \$0, respectively, in outstanding loans under the Term Loan. As of February 1, 2025, the Company had \$18,000 available for borrowing under the Term Loan, calculated based upon certain borrowing base restrictions.

The availability of loans under the Term Loan is subject to a borrowing base calculation based on eligible credit card receivables, eligible inventory, the revolving borrowing base determined under the Revolving Line of Credit, and reserves. The Term Loan has a stated maturity date of the earlier of July 30, 2029 or the maturity date of the Revolving Line of Credit (described below). Borrowings under the Term Loan bear interest at a rate equal to the greater of a floor rate of 3.0% or (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 Term Loan. The applicable margin means either 3.50% or 6.50% depending on the type of term loan. Under the Term Loan, 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 amounts outstanding under the Term Loan as of February 1, 2025 was 10.45%.

Subject to specified exceptions, SWI and the other borrowers may be required to make mandatory prepayments under the Term Loan in the event of certain dispositions of certain property or assets, in the event of receipt of certain tax refunds, 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.

In addition, the Term Loan 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 Term Loan also 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 and contains customary events of default, including defaults triggered by defaults under the Revolving Line of Credit.

Each of the subsidiaries of Holdings is a borrower under the Term Loan, and all obligations under the Term Loan are guaranteed by Holdings. All of the obligations under the Term Loan are secured by a lien on substantially all of Holdings' assets and the assets of all of Holdings' subsidiaries, including a pledge of all capital stock of each of Holdings' subsidiaries. The lien securing the obligations under the Term Loan is a first priority lien as to equipment, fixtures, intellectual property and equity interests.

As of February 1, 2025 and February 3, 2024, the Company had \$933 and \$0, respectively, in outstanding deferred financing fees and discounts related to the Term Loan. During the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, the Company recognized \$203, \$0 and \$0, respectively, of non-cash interest expense with regard to the amortization of deferred financing fees and discounts.

The scheduled minimum payments on outstanding long-term debt were as follows as of February 1, 2025:

Fiscal Year Ending:	Minimum Payments
2025	\$ —
2026	—
2027	25,000
2028	—
2029	—
Thereafter	—
Total	\$ 25,000

(9) Revolving Line of Credit

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, entered into a Second Amendment to Amended and Restated Credit Agreement (the "Second Amendment"). Through the Second Amendment, the parties agreed to amend the Amended and Restated Credit Agreement, dated as of May 23, 2018, as previously amended May 17, 2022 by and among SWI, as lead borrower, and Wells Fargo, as agent and a lender, and the other parties listed on the signature pages thereto (as amended, including by the Second Amendment, the "Revolving Line of Credit Agreement") that governs the Company's revolving line of credit (the "Revolving Line of Credit").

The Company did not incur any additional fees related to the Revolving Line of Credit and will continue to amortize the prior recorded fees of \$508 paid to various parties 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.

As of February 1, 2025, and February 3, 2024, the Company had \$88,260 and \$135,272, respectively, in outstanding revolving loans under the Revolving Line of Credit. Amounts outstanding are offset on the consolidated balance sheets by amounts in depository accounts under lock-box type arrangements, which were \$13,654 and \$9,230 as of February 1, 2025 and February 3, 2024, respectively. As of February 1, 2025, the Company had \$110,259 available for borrowing under the Revolving Line of Credit, calculated based upon certain borrowing base restrictions, and stand-by commercial letters of credit of \$2,012 under the terms of the Revolving Line of Credit.

Borrowings under the Revolving Line of Credit bear interest based on either the base rate or Term SOFR (as defined in the Revolving Line of 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 Revolving Line of 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 Revolving Line of Credit Agreement) plus 0.50% or (4) the one-month Term SOFR (as defined in the 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 0.25% to 0.50% per year for base rate loans and from 1.35% to 1.60% 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 0.20% to 0.225% 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 February 1, 2025 and February 3, 2024 was 5.74% and 7.01%, respectively.

The Company 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 Revolving Line of 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 Revolving Line of Credit Agreement also requires the Company to maintain a minimum availability at all times of not less than 10% of the gross borrowing base and contains customary events of default, including defaults triggered by defaults under the Term Loan. As of February 1, 2025, the Company held approximately \$343,000 in collateralized eligible inventory and credit card receivables related to the Term Loan and Revolving Line of Credit. The Revolving Line of Credit matures on May 27, 2027.

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, including a pledge of all capital stock of each 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.

As of February 1, 2025 and February 3, 2024, the Company had \$352 and \$503, respectively, in outstanding deferred financing fees. During fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, the Company recognized \$151, \$154 and \$184, respectively, of non-cash interest expense in relation to the amortization of deferred financing fees.

During the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, gross borrowings under the Revolving Line of Credit and the Company's prior revolving line of credit were \$1,288,037, \$1,458,076, and \$1,558,928, respectively. During the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, gross paydowns under the Revolving Line of Credit and the Company's prior revolving line of credit were \$1,345,672, \$1,432,841, and \$1,543,677, respectively.

Restricted Net Assets

The provisions of the Term Loan and the Revolving Line of Credit restrict all of the net assets of the Company's consolidated subsidiaries, which constitute all of the net assets on the Company's consolidated balance sheet as of February 1, 2025, from being used to pay any dividends without prior written consent from the financial institutions party to the respective agreement.

(10) Sale-Leaseback Transactions

During the fiscal years ended February 1, 2025 and February 3, 2024, the Company did not complete any sale-leaseback transactions. During fiscal year 2022 the Company completed two sale-leaseback transactions the buildings associated to new store locations. For the sale-leaseback transaction, the Company was the owner of the building and paid all construction costs directly. Once construction was deemed complete and occupancy permits were obtained, the Company sold the building and rights to the constructed assets to the landlord for a predetermined amount and were written off the Company's books. Any remaining assets were considered leasehold improvements or property and equipment. The total value of tenant allowances received under these transactions during fiscal year 2022 was \$2,923.

(11) Common Stock

Holders of common stock are entitled to one vote per share, and to receive dividends and, upon liquidation or dissolution, are entitled to receive all assets available for distribution to stockholders on a proportional basis with the restricted nonvoting common stockholders. The holders have no preemptive or other subscription rights, and there are no redemption or sinking fund provisions with respect to such shares.

(12) 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:

	Fiscal Year Ended		
	February 1, 2025	February 3, 2024	January 28, 2023
Net (loss) income	\$ (33,059)	\$ (28,997)	\$ 40,518
Weighted-average shares of common stock outstanding:			
Basic	37,808	37,489	40,489
Dilutive effect of common stock equivalents	—	—	230
Diluted	37,808	37,489	40,719
Basic (loss) earnings per share	\$ (0.87)	\$ (0.77)	\$ 1.00
Diluted (loss) earnings per share	\$ (0.87)	\$ (0.77)	\$ 1.00
Restricted stock units considered anti-dilutive and excluded in the calculation	603	354	244

(13) Stock-Based Compensation

Stock-Based Compensation

The Company recognized total stock-based compensation expense, including expense relating to the employee stock purchase plan, of \$4,229, \$4,237, and \$4,673, during fiscal years 2024, 2023, and 2022, respectively. Compensation expense related to the Company's stock-based payment awards is recognized in selling, general, and administrative expenses in the consolidated statements of operations. As of February 1, 2025, and February 3, 2024, the Company had \$4,744 and \$5,985, respectively, remaining in unrecognized compensation costs. The weighted average period over which these costs are expected to be recognized is 1.85 years. The Company recognizes forfeitures as they occur.

Employee Stock Plans

As of February 1, 2025, 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 2,579. As of February 1, 2025, there were 1,712 unvested stock awards outstanding under the 2019 Plan.

Upon effectiveness of the Amended 2019 Plan on May 30, 2024, the date of the Company's 2024 Annual Meeting, the Company's authority to grant new awards under the Inducement Plan terminated, and a total of 545,293 shares of Common Stock that had been available for new award grants under the Inducement Plan immediately prior to the 2024 Annual Meeting became available for award grants under the Amended 2019 Plan. As provided in the Amended 2019 Plan, any shares of the Company's common stock subject to awards (other than stock options and stock appreciation rights) granted under the Inducement Plan that were outstanding and unvested immediately prior to the 2024 Annual Meeting that are forfeited, terminated, cancelled or otherwise reacquired by the Company without having become vested plus any shares that are withheld or reacquired by the Company to satisfy the tax withholding obligations related to any awards (other than stock options and stock appreciation rights) granted under the Inducement Plan that were outstanding immediately prior to the 2024 Annual Meeting will be available for

award grant purposes under the Amended 2019 Plan. As of the date of the 2024 Annual Meeting, a total of 454,707 shares were subject to awards then outstanding under the Inducement Plan.

Nonvested Performance-Based Stock Awards

During fiscal year 2024, the Company issued 874 nonvested performance-based stock awards to employees at a weighted average grant date fair value of \$3.09 per share. The nonvested performance-based stock awards issued to employees vest in full on the third anniversary of the grant date. The number of shares issued is contingent on management achieving a fiscal year 2024 performance target for earnings before interest, taxes, depreciation and amortization expenses. If a minimum threshold performance target is not achieved, no shares will vest. The maximum number of shares subject to the award is 874. Following the end of the performance period for fiscal year 2024, the number of shares eligible to vest, based on actual performance, will be fixed and vesting will then be subject to each employee's continued employment over the remaining service period. The fiscal year 2024 performance targets were not met and all shares were forfeited as of February 1, 2025.

During fiscal year 2023, the Company issued 36 nonvested performance-based stock awards to employees at a weighted average grant date fair value of \$8.40 per share. The nonvested performance-based stock awards issued to employees vest in full on the third anniversary of the grant date. The number of shares issued is contingent on management achieving fiscal year 2023, 2024, and 2025 performance targets for percentage of total return on invested capital and total operating income percentage. If minimum threshold performance targets are not achieved, no shares will vest. The maximum number of shares subject to the award is 72, and the "target" number of shares subject to the award is 36 as reported below. Following the end of the performance period (fiscal years 2023, 2024, and 2025), the number of shares eligible to vest, based on actual performance, will be fixed and vesting will then be subject to each employee's continued employment over the remaining service period.

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 February 3, 2024	30	\$ 9.03
Grants	874	3.09
Forfeitures	(892)	3.22
Vested	-	-
Balance at February 1, 2025	<u>12</u>	<u>\$ 8.40</u>

	Shares	Weighted average grant-date fair value
Balance at January 28, 2023	313	\$ 7.72
Grants	36	8.40
Forfeitures	(98)	10.94
Vested	(221)	6.20
Balance at February 3, 2024	<u>30</u>	<u>\$ 9.03</u>

Nonvested Stock Unit Awards

During the fiscal year 2024, the Company issued 1,354 nonvested stock units to employees of the Company and independent members of the Board of Directors at a weighted average grant date fair value of \$3.12 per share. The shares issued to the independent members of the Board of Directors vest over 12 months with one twelfth vesting each month from the grant date. The shares issued to employees of the Company vest over a three-year period with one third of the shares vesting on each grant date anniversary.

During the fiscal year 2023, the Company issued 1,219 nonvested stock units to employees of the Company and independent members of the Board of Directors at a weighted average grant date fair value of \$6.34 per share. The shares issued to the independent members of the Board of Directors vest over 12 months with one twelfth vesting each month from the grant date. The shares issued to employees of the Company vest over a three-year period with one third of the shares vesting on each grant date anniversary.

The following table sets forth the rollforward of outstanding nonvested stock units:

	Shares	Weighted average grant-date fair value
Balance at February 3, 2024	1,058	\$ 7.13
Grants	1,354	3.12
Forfeitures	(204)	5.70
Vested	(508)	7.37
Balance at February 1, 2025	<u>1,700</u>	<u>\$ 4.01</u>

	Shares	Weighted average grant-date fair value
Balance at January 28, 2023	721	\$ 12.16
Grants	1,219	6.34
Forfeitures	(449)	10.22
Vested	(433)	10.07
Balance at February 3, 2024	<u>1,058</u>	<u>\$ 7.13</u>

As of February 1, 2025, and February 3, 2024, the weighted average grant date fair value of the outstanding shares was \$4.01 and \$7.13, respectively.

(14) Employee Stock Purchase Plan

In June 2015, the Company's stockholders approved the Sportsman's Warehouse Holdings, Inc. Employee Stock Purchase Plan ("ESPP"), which provides for the granting of up to 1,600 shares of the Company's common stock to eligible employees. The ESPP period is semi-annual and allows participants to purchase the Company's stock at 85% of the lower of (i) the market value per share of the common stock on the first day of the offering period or (ii) the market value per share of the common stock on the purchase date. The first plan period began on January 1, 2016. Stock-based compensation expense related to the ESPP in fiscal year 2024, 2023, and 2022 was \$92, \$214, and \$240, respectively. During fiscal year 2024 157 shares were issued under the ESPP and, as of February 1, 2025, the number of shares available for issuance was 771.

(15) Income Taxes

For the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, the income tax provision consisted of the following:

	February 1, 2025	February 3, 2024	January 28, 2023
Current:			
Federal	\$ 21	\$ 203	\$ 6,853
State	328	643	2,737
Total current	<u>349</u>	<u>846</u>	<u>9,590</u>
Deferred:			
Federal	(809)	(8,251)	3,602
State	2,390	(1,804)	158
Total deferred	<u>1,581</u>	<u>(10,055)</u>	<u>3,760</u>
Total income tax provision	<u>\$ 1,930</u>	<u>\$ (9,209)</u>	<u>\$ 13,350</u>

The provision for income taxes differs from the amounts computed by applying the federal statutory rate as follows for the following periods:

	February 1, 2025	February 3, 2024	January 28, 2023
Federal statutory rate	21.0%	21.0%	21.0%
State tax, net of federal benefit	(6.9)	4.1	4.1
Permanent items	(2.2)	(2.4)	1.1
Tax credits	1.0	2.4	(1.7)
Valuation allowance	(18.3)	—	—
Other items	(0.8)	(1.0)	0.3
Effective income tax rate	<u>(6.2)%</u>	<u>24.1%</u>	<u>24.8%</u>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at February 1, 2025 and February 3, 2024, respectively, are presented below:

	February 1, 2025	February 3, 2024
Deferred tax assets:		
Accrued liabilities	\$ 268	\$ 555
Operating lease liability	89,494	89,279
Gift card liability	3,191	2,622
Goodwill	425	507
Intangible asset	490	635
Inventories	3,021	3,322
Sales return reserve	214	205
Stock-based compensation	726	778
Tax credits	1,120	791
Net operating losses	11,136	15,474
Section 163j	5,910	—
Loyalty program	654	1,089
Total gross deferred tax assets	116,649	115,257
Less: Valuation allowance	(10,082)	\$ —
Deferred tax assets, net of valuation allowance	\$ 106,567	\$ 115,257
Deferred tax liabilities:		
Depreciation	\$ (28,676)	\$ (35,872)
ROU asset	(77,701)	(77,654)
Prepaid expenses	(1,330)	(1,226)
Total gross deferred tax liabilities	(107,707)	(114,752)
Net deferred tax (liability) asset	\$ (1,140)	\$ 505

As of February 1, 2025, the Company had a federal net operating loss (“NOL”) carryforward of \$42,647 with no expiration period. In addition, the Company has federal credit carryforwards of \$920 which begin to expire in 2044. The Company continues to evaluate the possibility of an ownership change in accordance with Internal Revenue Code Section 382, which could limit the utilization of their NOL and credit carryforwards each year. In general terms, an ownership change results from transactions increasing the ownership of certain stockholders in the stock of a corporation by more than 50 percent over a three-year period. As of February 1, 2025, the Company is not aware of any such ownership change.

As of February 1, 2025, the Company had state NOL carryforwards of \$15,409 with no expiration period and state NOL carryforwards of \$26,813 which expire beginning in 2032 through 2044. In addition, the Company has state credit carryforwards of \$200 which begin to expire in 2038.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The Company considers all available evidence, both positive and negative, to determine the realizability of deferred tax assets and includes historical information about results of operations for the current and preceding years as well as more subjective information about future years. A significant piece of objective negative evidence evaluated was a cumulative loss over the most recent 36-month period ended February 1, 2025, which was not outweighed by available positive evidence. Accordingly, as of February 1, 2025, a valuation allowance of \$10,082 was provided against the net amount of deferred tax assets as compared to zero in prior years.

As of February 1, 2025, the Company had no material unrecognized tax benefits. The Company does not anticipate that unrecognized tax benefits will significantly increase or decrease within 12 months of the reporting date. Federal tax years that remain subject to examination are the periods ended January 29, 2022 through February 3, 2024. State years that remain subject to examination are generally the periods from January 30, 2021 through February 3, 2024 in various jurisdictions.

The Company's policy is to accrue interest expense, and penalties as appropriate, on estimated unrecognized tax benefits as a charge to interest expense in the consolidated statements of operations. No interest or penalties were accrued for fiscal years 2024, 2023 or 2022.

(16) 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 January 22, 2024, Jon Kogut filed a putative class action lawsuit against the Company and the members of its Board of Directors in the Delaware Court of Chancery (the "2024 Delaware Litigation"). The lawsuit asserts claims on behalf of a putative class comprised of all stockholders other than defendants and any current directors or officers of the Company and is captioned *Kogut v. Bejar, et al.*, C.A. No. 2024-0055-MTZ (Del. Ch.). In his complaint, Mr. Kogut contends that certain provisions in the Company's advance notice bylaws (the "Challenged Provisions") are invalid and void and that the members of the Board have breached their fiduciary duty of loyalty by adopting and maintaining the Challenged Provisions. In addition to seeking declaratory, equitable, and injunctive relief, Mr. Kogut seeks an award of attorneys' fees and other costs and expenses on behalf of the putative class. On March 27, 2025, the Court stayed the action pending the resolution of motions to dismiss in other cases challenging advance notice bylaws.

(17) Retirement Plan

The Company sponsors a profit-sharing plan (the "Plan") for which Company contributions are based upon wages paid. As approved by the Board of Directors (the "Board"), the Company makes discretionary contributions to the Plan at rates determined by management. The Company made contributions of \$2,030, \$1,706, and \$1,343, for the fiscal years ended February 1, 2025, February 3, 2024, and January 28, 2023, respectively.

(18) Subsequent Events

On March 31, 2025 the SWI, as lead borrower, the Company as guarantor and other subsidiaries of the Company, each as borrowers, and PLC Agent LLC (the "Pathlight Agent"), as administrative and collateral agent for various lenders affiliated with Pathlight Capital, entered into the First Amendment to ABL Term Loan Credit Agreement (the "First Amended Term Loan Agreement"). The First Amended Term Loan Agreement extended the end date of the lenders' commitment for the Company's \$20 million delayed draw term loan facility from April 30, 2025 to July 31, 2025.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

1. Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under 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 Annual Report on Form 10-K. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of February 1, 2025.

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.

2. Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with GAAP. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with GAAP;
- provide reasonable assurance that receipts and expenditures are being made only in accordance with management and director authorization; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, management evaluated the effectiveness of our internal control over financial reporting as of February 1, 2025, based on the criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation management concluded that our internal controls over financial reporting were effective as of February 1, 2025.

Our independent registered public accounting firm, Grant Thornton LLP, has audited our internal controls over financial reporting. Their opinion on the effectiveness of our internal controls over financial reporting as of February 1, 2025 appears in item 4 below.

3. 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 quarter ended February 1, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

4. Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Sportsman’s Warehouse Holdings, Inc.

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of Sportsman’s Warehouse Holdings, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of February 1, 2025, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of February 1, 2025, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements of the Company as of and for the year ended February 1, 2025, and our report dated April 2, 2025 expressed an unqualified opinion on those financial statements.

Basis for opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s report on Internal Control over Financial Reporting (“Management’s Report”). Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and limitations of internal control over financial reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ GRANT THORNTON LLP

Salt Lake City, Utah

April 2, 2025

ITEM 9B. OTHER INFORMATION

Because we are filing this Annual Report within four business days after the triggering event, we are making the following disclosure under this “Item 9B. Other Information” instead of filing a Current Report on Form 8-K under Item 1.01, Entry into a Material Definitive Agreement, and Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Item 1.01 Entry into a Material Definitive Agreement.

On March 31, 2025, Sportsman’s Warehouse, Inc. (“SWI”) a wholly owned subsidiary of Company, as lead borrower, the Company as guarantor and other subsidiaries of the Company, each as borrowers, and PLC Agent LLC (the “Pathlight Agent”), as administrative and collateral agent for various lenders affiliated with Pathlight Capital, entered into the First Amendment to ABL Term Loan Credit Agreement (the “First Amended Term Loan Agreement”). The First Amended Term Loan Agreement extended the end date of the lenders’ commitment for the Company’s \$20 million delayed draw term loan facility from April 30, 2025 to July 31, 2025.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 is hereby incorporated by reference into this Item 2.03.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The Company has adopted a Code of Conduct and Ethics applicable to our employees, directors, and officers. This Code of Conduct and Ethics is applicable to our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions. The code is available on our website at investors.sportsmans.com. If we ever were to amend or waive any provision that applies to our principal executive officer, principal financial officer, principal accounting officer or any person performing similar functions, we intend to promptly disclose any such amendments or waivers on our website at investors.sportsmans.com, rather than by filing a Current Report on Form 8-K.

The remaining information required by this Item 10 will be included in our proxy statement for our 2025 annual meeting of stockholders (the "Proxy Statement") and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 will be included in our Proxy Statement and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT RELATED STOCKHOLDER MATTERS

The information required by this Item 12 will be included in our Proxy Statement and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item 13 will be included in our Proxy Statement and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 will be included in our Proxy Statement and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBIT AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Financial Statements: The following financial statements are included in Part II, Item 8 of this Annual Report on Form 10-K.
 - Report of Independent Registered Public Accounting Firm
 - Consolidated Balance Sheets – February 1, 2025 and February 3, 2024
 - Consolidated Statements of Operations– Years ended February 1, 2025, February 3, 2024, and January 28, 2023
 - Consolidated Statements of Stockholders' Equity – Years ended February 1, 2025, February 3, 2024, and January 28, 2023
 - Consolidated Statements of Cash Flows – Years ended February 1, 2025, February 3, 2024, and January 28, 2023
 - Notes to Consolidated Financial Statements
2. Exhibits: See Item 15(b) below.

(b) 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 Current Report on Form 8-K filed 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>
4.1	<u>Form of Specimen Common Stock Certificate of Sportsman's Warehouse Holdings, Inc. (incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed on March 24, 2014).</u>
4.2	<u>Description of Capital Stock of Sportsman's Warehouse Holdings, Inc. (incorporated by reference to Exhibit 4.2 to the Company's annual Report on Form 10-K filed on April 4, 2024).</u>
10.1	<u>Second Amendment to Amended and Restated Credit Agreement, dated July 30, 2024, 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, including Annex A being the Amended and Restated Credit Agreement dated as of May 23, 2018, as amended May 27, 2022 and July 30, 2024 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on August 1, 2024).</u>
10.2	<u>Guaranty, dated as of May 23, 2018, by and among Sportsman's Warehouse Holdings, Inc., as Guarantor, in favor of Wells Fargo Retail Finance, LLC, as Administrative Agent and Collateral Agent, and the Credit Parties (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 25, 2018).</u>
10.3	<u>Third Amended and Restated Security Agreement, dated July 30, 2024, by and among Sportsman's Warehouse, Inc., as lead borrower, and the other borrowers and guarantors party thereto, in favor of Wells Fargo Bank, National Association as agent (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K, filed with the SEC on August 1, 2024).</u>
10.4	<u>ABL Term Loan Credit Agreement, dated July 30, 2024, by and among Sportsman's Warehouse, Inc., as lead borrower, the other borrowers and guarantors party thereto, PLC Agent LLC, as administrative and</u>

Exhibit Number	Description
	<u>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 August 1, 2024).</u>
10.5+	<u>First Amendment to ABL Term Loan Credit Agreement, dated March 28, 2025, 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.</u>
10.6	<u>Facility Guaranty dated as of July 30, 2024 by Sportsman's Warehouse Holdings, Inc. in favor of PLC Agent LLC, as administrative agent and collateral agent, and the Credit Parties thereto (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on August 1, 2024).</u>
10.7	<u>Security Agreement, dated July 30, 2024, by and among Sportsman's Warehouse, Inc. as lead borrower, and the other borrowers and guarantors party thereto, in favor of PLC Agent LLC as agent (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on August 1, 2024).</u>
10.8	<u>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 31, 2024).</u>
10.9	<u>Amended and Restated Employee Stock Purchase Plan of Sportsman's Warehouse Holdings, Inc. (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed with the SEC on May 31, 2024).</u>
10.10*	<u>Form of Director Restricted Stock Unit Award Agreement (2020) (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K filed on April 9, 2020).</u>
10.11*	<u>Form of Time-Based Restricted Stock Unit Agreement for Executive Officers (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on June 1, 2022).</u>
10.12*	<u>Form of Performance-Based Restricted Stock Unit Agreement for Executive Officers (2020-2022) (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on June 1, 2022).</u>
10.13*	<u>Form of Performance-Based Restricted Stock Unit Agreement for Executive Officers (2023) (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K filed on April 4, 2024).</u>
10.14*	<u>Form of Performance-Based Restricted Stock Unit Agreement for Executive Officers (2024) (incorporated by Reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K filed on April 4, 2024).</u>
10.15*	<u>Form of Director Restricted Stock Unit Award Agreement (Deferred Settlement) (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on September 7, 2023).</u>
10.16*	<u>Cash Long-Term Incentive Plan (incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K filed on April 4, 2024).</u>
10.17*	<u>Form of Restricted Unit Award Agreement (CEO) under the Sportsman's Warehouse Holdings, Inc. Inducement Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on December 7, 2023).</u>

Exhibit Number	Description
10.18*	Form of Restricted Stock Unit Award Agreement (VP and Above) under the Sportsman’s Warehouse Holdings, Inc. Inducement Plan (incorporated by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q filed on December 7, 2023).
10.19*	Sportsman’s Warehouse Holdings, Inc. Inducement Plan (incorporated by reference to Exhibit 10.3 to the Company’s Current Report on Form 8-K, filed on September 26, 2023).
10.20*	Form of Indemnification Agreement for Directors and Executive Officers (incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on April 8, 2019).
10.21*	Employment Agreement, dated September 22, 2023, between Sportsman’s Warehouse Holdings, Inc. and Paul Stone (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on September 26, 2023).
10.22*	Employee Confidential Information and Inventions Assignment Agreement, dated September 22, 2023, between Sportsman’s Warehouse Holdings, Inc. and Paul Stone (incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K, filed on September 26, 2023).
10.23*	Severance Agreement, dated September 26, 2021, between Sportsman’s Warehouse Holdings, Inc. and Jeff White (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on September 28, 2021).
10.24	Sportsman’s Warehouse Holdings, Inc. Non-Employee Directors’ Compensation Policy (as amended August 23, 2023, effective August 23, 2023 (incorporated by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q filed on September 7, 2023).
19.1+	Insider Trading Policy
21.1+	Subsidiaries of Sportsman’s Warehouse Holdings, Inc.
23.1+	Consent of Grant Thornton LLP
31.1+	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2+	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1***	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.
97.1*	Incentive Compensations Recoupment Policy (incorporated by reference to Exhibit 97.1 to the Company’s Annual Report on Form 10-K filed on April 4, 2024).
101	The following financial statements from the Company’s Annual Report on Form 10-K for the fiscal year ended February 1, 2025, formatted in Inline XBRL: (i) Consolidated Statements of Operations, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets (iv) Consolidated Statements of Stockholders’ Equity, (v) Consolidated Statements of Cash Flow and (v) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags
104	The cover page from the Company’s Annual Report on Form 10-K for the fiscal year ended February 1, 2025, formatted in Inline XBRL (included as Exhibit 101)

* Management contract or compensatory plan, contract or arrangement
+ Filed herewith
*** Furnished herewith

ITEM 16. FORM 10-K SUMMARY

None.

FIRST AMENDMENT TO ABL TERM LOAN CREDIT AGREEMENT

THIS FIRST AMENDMENT TO ABL TERM LOAN CREDIT AGREEMENT, dated as of March 31, 2025 (this "Amendment"), is entered into by and among SPORTSMAN'S WAREHOUSE, INC., a Utah corporation (the "Lead Borrower"), SPORTSMAN'S WAREHOUSE SOUTHWEST, INC., a California corporation ("Sportsman's SE"), MINNESOTA MERCHANDISING CORP., a Minnesota corporation ("MN Merchandising"), PACIFIC FLYWAY WHOLESALE, LLC, a Delaware limited liability company ("Pacific Flyway"), SPORTSMAN'S WAREHOUSE DEVELOPMENT I, LLC, a Delaware limited liability company ("Sportsman's Development"), SPORTSMAN'S WAREHOUSE DEVELOPMENT II, LLC, a Delaware limited liability company ("Sportsman's Development II"), ONADVENTURE, LLC, a Delaware limited liability company ("OnAdventure"), THE AMERICAN PARTS CO., LLC, a Delaware limited liability company ("TAPCO"), and together with the Lead Borrower, Sportsman's SE, MN Merchandising, Pacific Flyway, Sportsman's Development, Sportsman's Development II and OnAdventure, collectively, the "Borrowers"), Sportsman's Warehouse Holdings, Inc., a Delaware corporation (the "Guarantor"), the Delayed Draw Term Loan Lenders party hereto, and PLC AGENT LLC, as administrative and collateral agent for the Lenders (in such capacities, the "Agent").

WITNESSETH:

A. Reference is made to that certain ABL Term Loan Credit Agreement, dated as of July 30, 2024 (the "Existing Credit Agreement"), and as further modified, supplemented, extended, renewed, restated or replaced, including by this Amendment, the "Credit Agreement"; capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed thereto in the Credit Agreement), by and among the Borrowers, the Guarantor, the Lenders party thereto and the Agent.

B. The Borrowers have requested that the Delayed Draw ABL Term Loan Lenders extend the Delayed Draw ABL Term Loan Commitment Period, and the Delayed Draw ABL Term Loan Lenders have agreed to do so, subject to the terms and conditions set forth in this Amendment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Amendment to Credit Agreement. In reliance upon the representations and warranties of the Loan Parties set forth in Section 3 below and subject to the conditions to effectiveness set forth in Section 2 below, the Credit Agreement is hereby amended as follows:

(a) The definition of "Delayed Draw ABL Term Loan Commitment Termination Date" set forth in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety to read as follows:

“Delayed Draw ABL Term Loan Commitment Termination Date” means the earliest of (i) July 31, 2025, (ii) the date upon which the Delayed Draw ABL Term Loan Commitments shall have been reduced to zero upon the borrowing of all available Delayed Draw ABL Term Loans pursuant to Section 2.01(c), and (iii) the termination of the Delayed Draw ABL Term Loan Commitments in accordance with Article VIII.

2. Conditions. The effectiveness of this Amendment is subject to the satisfaction of the following conditions precedent:

(a) The Agent and the Delayed Draw ABL Term Loan Lenders shall have received this Amendment duly executed by the Loan Parties;

(b) all representations and warranties of the Loan Parties set forth herein and in the Loan Documents shall be true and correct in all material respects, (ii) no Event of Default or Default shall have occurred and be continuing, and (iii) the Loan Parties shall be in compliance in all material respects with the Credit Agreement and the other Loan Documents; and

(c) the Agent and the Delayed Draw ABL Term Loan Lenders shall have received all other documents, information and reports required or requested to be executed and/or delivered by the Loan Parties under any provision of this Agreement or any of the Loan Documents.

3. Representations and Warranties. To induce the Agent and the Delayed Draw ABL Term Loan Lenders to execute and deliver this Amendment, each Loan Party hereby represents and warrants that:

(a) the representations and warranties of the Loan Parties contained in the Loan Agreement or any other Loan Document are true and correct in all material respects (or in all respects for such representations and warranties that are by their terms already qualified as to materiality) on and as of the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct in all respects (or in all material respects for such representations and warranties that are not by their terms already qualified as to materiality) as of such earlier date;

(b) no Event of Default or Default has occurred and is continuing;

(c) this Amendment and the Credit Agreement constitute legal, valid and binding obligations of the Loan Parties enforceable against each such Loan Party in accordance with their terms, except as the enforcement hereof may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to or affecting the rights and remedies of creditors or by general equitable principles; and

(d) the execution and delivery by each of the Loan Parties of this Amendment does not require the consent or approval of any person, Governmental Authority or any other entity, whether acting in an individual, fiduciary or other capacity, except such consents and approvals as have been obtained.

4. Costs and Expenses. The Loan Parties agree to pay or reimburse the Agent for all expenses incurred in connection with the preparation, negotiation and closing of the transactions contemplated hereby, including without limitation reasonable attorneys' fees and expenses, and all such amounts shall be

part of the Obligations.

5. Ratification. The terms and provisions set forth in this Amendment shall modify and supersede all inconsistent terms and provisions of the Credit Agreement and shall not be deemed to be a consent to the modification or waiver of any other term or condition of the Credit Agreement. Except as expressly modified and superseded by this Amendment, the terms and provisions of the Credit Agreement are ratified and confirmed and shall continue in full force and effect.

6. Governing Law. This Amendment shall be construed in accordance with the substantive laws of the State of New York without regard to conflict of laws.

7. No Waiver. This Amendment shall not constitute a waiver of any Event of Default or any other event which, upon the lapse of time, service of notice, or both, which would constitute an Event of Default, existing under the Credit Agreement, or a waiver or modification of any of the Lenders' rights and remedies or of any of the terms, conditions, warranties, representations, or covenants contained in the Credit Agreement, and the Agent and the Lenders hereby reserve all of their respective rights and remedies pursuant to the Loan Documents and applicable law.

8. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall be considered one and the same document. Delivery of an executed counterpart of a signature page of this document by facsimile shall be effective as delivery of a manually executed counterpart of this document.

9. Release of Claims. In consideration of the agreements of the Agent and the Lenders contained in this Amendment, each of the Loan Parties hereby irrevocably releases and forever discharges the Agent, the Lenders and their respective affiliates, subsidiaries, successors, assigns, directors, officers, employees, agents, consultants and attorneys (each, a "Released Person") of and from any and all claims, suits, actions, investigations, proceedings or demands, whether based in contract, tort, implied or express warranty, strict liability, criminal or civil statute or common law of any kind or character, known or unknown, which any Loan Party ever had or now has against any Released Person which relates, directly or indirectly, to any acts or omissions of such Released Person relating to the Credit Agreement or any other Loan Document on or prior to the date hereof.

[Signatures appear on the following page]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the date first above written.

SPORTSMAN'S WAREHOUSE, INC., a Utah corporation, as Lead Borrower and as a Borrower

By: /s/ Jeff White
Name: Jeff White
Title: CFO

SPORTSMAN'S WAREHOUSE SOUTHWEST, INC., a California corporation, as a Borrower

By: /s/ Jeff White
Name: Jeff White
Title: CFO

MINNESOTA MERCHANDISING CORP., a Minnesota corporation, as a Borrower

By: /s/ Jeff White
Name: Jeff White
Title: CFO

PACIFIC FLYWAY WHOLESALE, LLC, a Delaware limited liability company, as a Borrower

By: Sportsman's Warehouse, Inc., its Sole Member

By: /s/ Jeff White
Name: Jeff White
Title: CFO

SPORTSMAN'S WAREHOUSE DEVELOPMENT I, LLC, a Delaware limited liability company, as a Borrower

By: Sportsman's Warehouse, Inc., its Sole Member

By: /s/ Jeff White
Name: Jeff White
Title: CFO

[Signature Page to First Amendment]

SPORTSMAN'S WAREHOUSE DEVELOPMENT II, LLC, a Delaware limited liability company, as a Borrower

By: Sportsman's Warehouse, Inc., its Sole Member

By: /s/ Jeff White
Name: Jeff White
Title: CFO

ONADVENTURE, LLC, a Delaware limited liability company, as a Borrower

By: /s/ Jeff White
Name: Jeff White
Title: CFO

THE AMERICAN PARTS CO., LLC, a Delaware limited liability company, as a Borrower

By: /s/ Jeff White
Name: Jeff White
Title: CFO

SPORTSMAN'S WAREHOUSE HOLDINGS, INC., a Delaware corporation, as a Guarantor

By: /s/ Jeff White
Name: Jeff White
Title: CFO

[Signature Page to First Amendment]

PLC AGENT LLC, as Agent

By: Pathlight Capital LP,
Its Sole Member

By: Pathlight GP LLC,
Its General Partner

By: /s/ Roger Malouf
Name: Roger Malouf
Title: Managing Director

PATHLIGHT CAPITAL FUND II LP, as a Lender

By: Pathlight Partners II GP, LLC
Its General Partner

By: /s/ Roger Malouf
Name: Roger Malouf
Title: Managing Director

PATHLIGHT CAPITAL FUND III LP, as a Lender

By: Pathlight Partners III GP, LLC
Its General Partner

By: /s/ Roger Malouf
Name: Roger Malouf
Title: Managing Director

PATHLIGHT CAPITAL EVERGREEN FUND LP, as a Lender

By: Pathlight Partners Evergreen GP, LLC
Its General Partner

By: /s/ Roger Malouf
Name: Roger Malouf
Title: Managing Director

[Signature Page to First Amendment]

PATHLIGHT CAPITAL MASTER FUND II LP, as a Lender

By: Pathlight Partners II GP, LLC
Its General Partner

By: /s/ Roger Malouf
Name: Roger Malouf
Title: Managing Director

[Signature Page to First Amendment]

SPORTSMAN'S WAREHOUSE HOLDINGS, INC.
INSIDER TRADING POLICY
(ADOPTED DECEMBER 4, 2024)

INTRODUCTION

During the course of your relationship with Sportsman's Warehouse Holdings, Inc. ("**Sportsman's**"), you may receive material information that is not yet publicly available ("**material nonpublic information**") about Sportsman's or other publicly traded companies. Material nonpublic information may give you, or someone you pass that information on to, a leg up over others when deciding whether to buy, sell or otherwise transact in Sportsman's securities or the securities of another publicly traded company. This policy sets forth guidelines with respect to transactions in Sportsman's securities and in the securities of other applicable publicly traded companies, in each case by our employees, directors and consultants who are advised by Sportsman's Chief Financial Officer that they are subject to this policy, because they have access to material non-public information ("**designated consultants**"), and the other persons or entities subject to this policy as described below.

STATEMENT OF POLICY

It is the policy of Sportsman's that an employee, director or designated consultant of Sportsman's (or any other person or entity subject to this policy) who is aware of material nonpublic information relating to Sportsman's **may not**, directly or indirectly:

1. engage in any transactions in Sportsman's securities, except as otherwise specified under the heading "Exceptions to this Policy" below;
2. recommend the purchase or sale of any Sportsman's securities;
3. disclose material nonpublic information to persons within Sportsman's whose jobs do not require them to have that information, or outside of Sportsman's to other persons, such as family, friends, business associates and investors, unless the disclosure is made in accordance with Sportsman's policies regarding the protection or authorized external disclosure of information regarding Sportsman's; or
4. assist anyone engaged in the above activities.

The prohibition against insider trading is absolute. It applies **even if** the decision to trade is not based on such material nonpublic information. It also applies to transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) and also to very small transactions. All that matters is whether you are aware of **any** material nonpublic information relating to Sportsman's at the time of the transaction.

The U.S. federal securities laws do not recognize any mitigating circumstances to insider trading. In addition, even the appearance of an improper transaction must be avoided to preserve Sportsman's reputation for adhering to the highest standards of conduct. In some circumstances, you may need to forgo a planned transaction even if you planned it before becoming aware of the material nonpublic information. So, even if you believe you may suffer an economic loss or sacrifice an anticipated profit by waiting to trade, you must wait.

It is also important to note that the laws prohibiting insider trading are not limited to trading by the insider alone; advising others to trade on the basis of material nonpublic information is illegal and squarely prohibited by this policy. Liability in such cases can extend both to the “tippee”—the person to whom the insider disclosed material nonpublic information—and to the “tipper,” the insider himself or herself. In such cases, you can be held liable for your own transactions, as well as the transactions by a tippee and even the transactions of a tippee’s tippee. For these and other reasons, it is the policy of Sportsman’s that no employee, director or designated consultant of Sportsman’s (or any other person or entity subject to this policy) may either (a) recommend to another person or entity that they buy, hold or sell Sportsman’s securities **at any time** or (b) disclose material nonpublic information to persons within Sportsman’s whose jobs do not require them to have that information, or outside of Sportsman’s to other persons (unless the disclosure is made in accordance with Sportsman’s policies regarding the protection or authorized external disclosure of information regarding Sportsman’s).

In addition, it is the policy of Sportsman’s that no person subject to this policy who, in the course of his or her relationship with Sportsman’s, learns of any confidential information that is material to another publicly traded company, including but not limited to a customer or supplier of Sportsman’s or an economically-linked company such as a competitor of Sportsman’s, may trade in that other company’s securities until the information becomes public or is no longer material to that other company.

There are no exceptions to this policy, except as specifically noted above or below.

TRANSACTIONS SUBJECT TO THIS POLICY

This policy applies to all transactions in securities issued by Sportsman’s, as well as derivative securities that are not issued by Sportsman’s, such as exchange-traded put or call options or swaps relating to Sportsman’s securities. Accordingly, for purposes of this policy, the terms “**trade**,” “**trading**” and “**transactions**” include not only purchases and sales of Sportsman’s common stock in the public market but also any other purchases, sales, transfers, gifts or other acquisitions and dispositions of common or preferred equity, options, warrants and other securities (including debt securities) and other arrangements or transactions that affect economic exposure to changes in the prices of these securities.

PERSONS SUBJECT TO THIS POLICY

This policy applies to you and all other employees, directors and designated consultants of Sportsman’s and its subsidiaries. This policy also applies to members of your family who reside with you, any other persons with whom you share a household, any family members who do not live in your household but whose transactions in Sportsman’s securities are directed by you or are subject to your influence or control and any other individuals or entities whose transactions in securities you influence, direct or control (including, e.g., a venture or other investment fund, if you influence, direct or control transactions by the fund). The foregoing persons who are deemed subject to this policy are referred to in this policy as “**Related Persons**.” You are responsible for making sure that your Related Persons comply with this policy.

MATERIAL NONPUBLIC INFORMATION

Material information

It is not always easy to figure out whether you are aware of material nonpublic information. But there is one important factor to determine whether nonpublic information you know about a public company is material: whether the information could be expected to affect the market price of that company's securities or to be considered important by investors who are considering trading that company's securities. If the information makes you want to trade, it would probably have the same effect on others. Keep in mind that both positive and negative information can be material.

There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances, and is often evaluated by relevant enforcement authorities with the benefit of hindsight. Depending on the specific details, the following items may be considered material nonpublic information until publicly disclosed within the meaning of this policy. There may be other types of information that would qualify as material information as well; use this list merely as a non-exhaustive guide:

- financial results or forecasts;
- acquisitions or dispositions of assets, divisions or companies;
- significant joint ventures or strategic partnerships;
- public or private sales of debt or equity securities;
- stock splits, dividends or changes in dividend policy;
- the establishment of a repurchase program for Sportsman's securities;
- contract awards or cancellations;
- management or control changes;
- employee layoffs;
- a disruption in Sportsman's operations or breach or unauthorized access of its property or assets, including its facilities and information technology infrastructure;
- tender offers or proxy fights;
- accounting restatements;
- a change in auditors or notification that Sportsman's may no longer rely on an auditor's audit report;
- litigation or settlements;
- impending bankruptcy or financial liquidity problems;
- significant related party transactions;
- gain or loss of a significant vendor relationship;
- product recalls; and
- new products, pricing changes or discount policies.

When information is considered public

The prohibition on trading when you have material nonpublic information lifts once that information becomes publicly disseminated. But for information to be considered publicly disseminated, it must be widely disseminated through a press release, a filing with the Securities and Exchange Commission (the "**SEC**"), or other widely disseminated announcement. Once information is publicly disseminated, it is still necessary to afford the investing public with sufficient time to absorb the information. Generally speaking, information will be considered publicly disseminated for purposes of this policy only after one full trading day has elapsed since the

information was publicly disclosed. For example, if we announce material nonpublic information before trading begins on Wednesday, then you may execute a transaction in our securities on Thursday; if we announce material nonpublic information after trading ends on Wednesday, then you may execute a transaction in our securities on Friday. Depending on the particular circumstances, Sportsman's may determine that a longer waiting period should apply to the release of specific material nonpublic information.

QUARTERLY TRADING BLACKOUTS

Because the directors, officers and certain members of management of Sportsman's who have been notified of their designation as listed on **Annex A** who we refer to as our "**Covered Insiders**", are most likely to have regular access to material nonpublic information about Sportsman's, we require them to do more than refrain from insider trading. The Chief Financial Officer may revise Annex A from time to time to designate one or more additional persons as "Covered Insiders"; provided, however, any revision to remove persons from Annex A as a "Covered Insider" is subject to approval of the Board of Directors.

To minimize even the appearance of insider trading among our Covered Insiders, we have established "quarterly trading blackout periods" during which our Covered Insiders and their Related Persons—regardless of whether they are aware of material nonpublic information or not—may not conduct any trades in Sportsman's securities. That means that, except as described in this policy, Covered Insiders and their Related Persons will be able to trade in Sportsman's securities only during limited open trading window periods that generally will begin after one full trading day has elapsed since the public dissemination of Sportsman's annual or quarterly financial results and end at the beginning of the next quarterly trading blackout period. Of course, even during an open trading window period, you may not (unless an exception applies) conduct any trades in Sportsman's securities if you are otherwise in possession of material nonpublic information.

For purposes of this policy, each "**quarterly trading blackout period**" will generally begin at 5:00 p.m. Mountain Time (the "**Close of Business**") on the day that is fourteen (14) days prior to the end of the fiscal quarter and end on the Close of Business at the end of the first full trading day after the date Sportsman's publicly announces its annual or quarterly earnings. Please note that the quarterly trading blackout period may commence early or may be extended if, in the judgment of Sportsman's Chief Financial Officer, there exists undisclosed information that would make trades by Covered Insiders inappropriate. It is important to note that the fact that the quarterly trading blackout period has commenced early or has been extended should be considered material nonpublic information that should not be communicated to any other person.

EVENT-SPECIFIC TRADING BLACKOUTS

From time to time, an event may occur that is material to Sportsman's and is known by only a few directors, officers and/or employees. So long as the event remains material and nonpublic, the Covered Insiders and any persons designated by the Chief Financial Officer may not trade in Sportsman's securities. In that situation, Sportsman's Chief Financial Officer will notify the Covered Insiders and other designated individuals that neither they nor their Related Persons may trade in Sportsman's securities. The existence of an event-specific trading blackout should also be considered material nonpublic information and should not be communicated to any other person. Even if you are not a Covered Insider or have not been designated as a person who should not trade due to an event-specific trading blackout, you should not trade while aware of

material nonpublic information. Exceptions will not be granted during an event-specific trading blackout.

The quarterly and event-driven trading blackouts do not apply to those transactions to which this policy does not apply, as described under the heading “Exceptions to this Policy” below.

EXCEPTIONS TO THIS POLICY

This policy does not apply in the case of the following transactions, except as specifically noted:

1. Tax Withholding Transactions. This policy does not apply to the surrender of shares directly to Sportsman’s to satisfy tax withholding obligations as a result of the issuance of shares upon vesting or exercise of restricted stock units, options or other equity awards granted under Sportsman’s equity compensation plans. Of course, any market sale of the stock received upon exercise or vesting of any such equity awards remains subject to all provisions of this policy whether or not for the purpose of generating the cash needed to pay the exercise price or pay taxes.

2. ESPP. This policy does not apply to the purchase of stock by employees under Sportsman’s Employee Stock Purchase Plan (“**ESPP**”) on periodic designated dates in accordance with the ESPP. This policy does, however, apply to any sale of stock acquired pursuant to the ESPP.

3. 10b5-1 Automatic Trading Programs. Under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (“**Exchange Act**”), and as permitted by Sportsman’s, employees, directors and consultants may establish a trading plan under which a broker is instructed to buy and sell Sportsman’s securities based on pre-determined criteria (a “**10b5-1 Trading Plan**”). So long as a 10b5-1 Trading Plan is properly established, purchases and sales of Sportsman’s securities pursuant to that Trading Plan are not subject to this policy. To be properly established, an employee’s, director’s or consultant’s Trading Plan must be established in compliance with the requirements of Rule 10b5-1 of the Exchange Act and any applicable 10b5-1 trading plan guidelines of Sportsman’s at a time when Sportsman’s was not in a trading blackout period and they were not otherwise aware of any material nonpublic information relating to Sportsman’s or the securities subject to the Trading Plan. Moreover, all 10b5-1 Trading Plans must be reviewed and approved by Sportsman’s Chief Financial Officer before being established to confirm that the 10b5-1 Trading Plan complies with all pertinent company policies and applicable securities laws. In the event that the Chief Financial Officer desires to trade in Sportsman’s securities pursuant to a Rule 10b5-1 Trading Plan, pre-approval of such plan by the Chief Executive Officer is required.

4. 401(k) Plan. This policy does not apply to purchases of Sportsman’s securities in Sportsman’s 401(k) plan resulting from your periodic contribution of money to the plan pursuant to your payroll deduction election. This policy does apply, however, to certain elections you may make under the 401(k) plan, including: (a) an election to increase or decrease the percentage of your periodic contributions that will be allocated to the Sportsman’s stock fund; (b) an election to make an intra-plan transfer of an existing account balance into or out of the Sportsman’s stock fund; (c) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Sportsman’s stock fund balance; and (d) an election to pre-pay

a plan loan if the pre-payment will result in allocation of loan proceeds to the Sportsman's stock fund.

5. Option Exercises. This policy does not apply to the exercise of options granted under Sportsman's equity compensation plans for cash or, where permitted under the option, by a net exercise transaction with Sportsman's or by delivery to Sportsman's of already-owned Sportsman's stock. This policy does, however, apply to any sale of stock as part of a broker-assisted cashless exercise or any other market sale, whether or not for the purpose of generating the cash needed to pay the exercise price or pay taxes.

6. Domestic Relations Order. This policy does not apply to the acquisition or disposition of Sportsman's securities pursuant to a domestic relations order, as defined in the Internal Revenue Code of 1986, as amended, or Title I of the Employee Retirement Income Security Act of 1974, as amended, or the rules thereunder.

SPECIAL AND PROHIBITED TRANSACTIONS

1. Inherently Speculative Transactions. No Sportsman's employee, director or designated consultant may engage in short sales, transactions in put options, call options or other derivative securities on an exchange or in any other organized market, or in any other inherently speculative transactions with respect to Sportsman's stock.

2. Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a Sportsman's employee, director or designated consultant to continue to own Sportsman's securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the Sportsman's employee, director or designated consultant may no longer have the same objectives as Sportsman's other stockholders. Therefore, Sportsman's employees, directors and designated consultants are prohibited from engaging in any such transactions.

3. Margin Accounts and Pledged Securities. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Sportsman's securities, Sportsman's employees, directors and designated consultants are prohibited from holding Sportsman's securities in a margin account or otherwise pledging Sportsman's securities as collateral for a loan.

4. Standing and Limit Orders. Standing and limit orders (except standing and limit orders under approved Trading Plans, as discussed above) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when a Sportsman's employee, director or designated consultant is in possession of material nonpublic information. Sportsman's therefore discourages placing standing or limit orders on Sportsman's securities. If a person subject to this policy determines that they must use a standing order or limit order (other than under an approved Trading Plan as discussed above), the order should be limited to short duration and the person using such standing order or limit

order is required to cancel such instructions immediately in the event restrictions are imposed on their ability to trade pursuant to the “Quarterly Trading Blackouts” and “Event-Specific Trading Blackouts” provisions above.

PRE-CLEARANCE AND ADVANCE NOTICE OF TRANSACTIONS

In addition to the requirements above, Covered Insiders who have been notified that they are subject to pre-clearance requirements face a further restriction: Even during an open trading window, they may not engage in any transaction in, or enter into, modify or terminate any contract, instruction or written plan or arrangement in, Sportsman’s securities without first obtaining pre-clearance from Sportsman’s Chief Financial Officer or his or her designee at least two business days in advance. The Chief Financial Officer or his or her designee will then determine whether the individual may proceed and, if applicable, will assist with any required reporting requirements under Section 16(a) of the Exchange Act. Pre-cleared transactions not completed within two business days will require new pre-clearance. Persons subject to pre-clearance must also give advance notice of their plans to exercise an outstanding stock option to Sportsman’s Chief Financial Officer. In the event that the Chief Financial Officer desires to trade in Sportsman’s securities and obtain written clearance of the proposed transaction, pre-clearance of such transaction by the Chief Executive Officer is required.

SHORT-SWING TRADING, CONTROL STOCK AND SECTION 16 REPORTS

Officers and directors subject to the reporting obligations under Section 16 of the Exchange Act should take care to avoid short-swing transactions (within the meaning of Section 16(b) of the Exchange Act) and the restrictions on sales by control persons (Rule 144 under the Securities Act of 1933, as amended), and should file all appropriate Section 16(a) reports (Forms 3, 4 and 5), and any notices of sale required by Rule 144.

PROHIBITION OF TRADING DURING PENSION PLAN BLACKOUTS

No director or executive officer of Sportsman’s may, directly or indirectly, purchase, sell or otherwise transfer any equity security of Sportsman’s (other than an exempt security) during any “blackout period” (as defined in Regulation BTR under the Exchange Act) if a director or executive officer acquires or previously acquired such equity security in connection with his or her service or employment as a director or executive officer. This prohibition does not apply to any transactions that are specifically exempted, including but not limited to, purchases or sales of Sportsman’s securities made pursuant to, and in compliance with, a Trading Plan; compensatory grants or awards of equity securities pursuant to a plan that, by its terms, permits executive officers and directors to receive automatic grants or awards and specifies the terms of the grants and awards; or acquisitions or dispositions of equity securities involving a *bona fide* gift or by will or the laws of descent or pursuant to a domestic relations order. Sportsman’s will notify each director and executive officer of any blackout periods in accordance with the provisions of Regulation BTR. Because Regulation BTR is very complex, no director or executive officer of Sportsman’s should engage in any transactions in Sportsman’s securities, even if believed to be exempt from Regulation BTR, without first consulting with Sportsman’s Chief Financial Officer.

POLICY’S DURATION

This policy continues to apply to your transactions in Sportsman’s securities and the securities of other applicable public companies as more specifically set forth in this policy, even after your relationship with Sportsman’s has ended. If you are aware of material nonpublic information when

your relationship with Sportsman's ends, you may not trade Sportsman's securities or the securities of other applicable publicly traded companies until the material nonpublic information has been publicly disseminated or is no longer material. Further, if you leave Sportsman's during a trading blackout period, then you may not trade Sportsman's securities or the securities of other applicable companies until the trading blackout period has ended.

INDIVIDUAL RESPONSIBILITY

Persons subject to this policy have ethical and legal obligations to maintain the confidentiality of information about Sportsman's and to not engage in transactions in Sportsman's securities or the securities of other applicable public companies while aware of material nonpublic information, as more specifically set forth in this policy. Each individual is responsible for making sure that he or she complies with this policy, and that any family member, household member or other person or entity whose transactions are subject to this policy, as discussed under the heading "Persons Subject to this Policy" above, also comply with this policy. In all cases, the responsibility for determining whether an individual is aware of material nonpublic information rests with that individual, and any action on the part of Sportsman's or any employee or director of Sportsman's pursuant to this policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. You could be subject to severe legal penalties and disciplinary action by Sportsman's for any conduct prohibited by this policy or applicable securities laws. See "Penalties" below.

PENALTIES

Anyone who engages in insider trading or otherwise violates this policy may be subject to both civil liability and criminal penalties. Violators also risk disciplinary action by Sportsman's, including termination of employment. Anyone who has questions about this policy should contact their own attorney or Sportsman's Chief Financial Officer. Please also see Frequently Asked Questions, which are attached as **EXHIBIT A**.

AMENDMENTS

Sportsman's is committed to continuously reviewing and updating its policies and procedures. Sportsman's therefore reserves the right to amend, alter or terminate this policy at any time and for any reason. A current copy of the Sportsman's policies regarding insider trading may be obtained by contacting Sportsman's Chief Financial Officer.

EXHIBIT A
INSIDER TRADING POLICY
FREQUENTLY ASKED QUESTIONS

1. *What is insider trading?*

A: Generally speaking, insider trading is the buying or selling of stocks, bonds, futures or other securities by someone who possesses or is otherwise aware of material nonpublic information about the securities or the issuer of the securities. Insider trading also includes trading in derivatives (such as put or call options) where the price is linked to the underlying price of a company's stock. It does not matter whether the decision to buy or sell was influenced by the material nonpublic information, how many shares you buy or sell, or whether it has an effect on the stock price. Bottom line: If, during the course of your relationship with Sportsman's, you become aware of material nonpublic information about Sportsman's and you trade in Sportsman's securities, you have broken the law and violated our insider trading policy. In addition, our insider trading policy provides that if in the course of your relationship with Sportsman's, you learn of any confidential information that is material to another publicly traded company, including but not limited to a customer or supplier of Sportsman's or an economically-linked company such as a competitor of Sportsman's, you may not trade in that other company's securities until the information becomes public or is no longer material to that other company. For example, if you learn of nonpublic information during the course of your relationship with Sportsman's that could affect the stock price of a Sportsman's competitor, you may not trade in that competitor's stock until the information becomes public or is no longer material.

2. *Why is insider trading illegal?*

A: If company insiders are able to use their confidential knowledge to their financial advantage, other investors would not have confidence in the fairness and integrity of the market. This ensures that there is an even playing field by requiring those who are aware of material nonpublic information to refrain from trading.

3. *What is material nonpublic information?*

A: Information is material if it would influence a reasonable investor to buy or sell a stock, bond future or other security. This could mean many things: financial results, potential acquisitions or major contracts to name just a few. Information is nonpublic if it has not yet been publicly disseminated within the meaning of our insider trading policy.

4. *Who can be guilty of insider trading?*

A: Anyone who buys or sells a security while aware of material nonpublic information, or provides material nonpublic information that someone else uses to buy or sell a security, may be guilty of insider trading. This applies to all individuals, including officers, directors and others who don't even work at Sportsman's. Regardless of who you are, if you know something material about the value of a security that not everyone knows and you trade (or convince someone else to trade) in that security, you may be found guilty of insider trading.

5. *Does Sportsman's have an insider trading policy?*

A: Yes, the insider trading policy is available to read on our website at www.sportsmans.com.

6. What if I don't buy or sell anything, but I tell someone else material nonpublic information and they buy or sell?

A: That is called "tipping." You are the "tipper" and the other person is called the "tippee." If the tippee buys or sells based on that material nonpublic information, both you and the "tippee" could be found guilty of insider trading. In fact, if you tell family members who tell others and those people then trade on the information, those family members and the "tippee" might be found guilty of insider trading too. To prevent this, you may not discuss material nonpublic information about Sportsman's with anyone outside Sportsman's, including spouses, family members, friends or business associates (unless the disclosure is made in accordance with Sportsman's policies regarding the protection or authorized external disclosure of information regarding Sportsman's). This includes anonymous discussions on the internet about Sportsman's or companies with which Sportsman's does business.

7. What if I don't tell them the information itself; I just tell them whether they should buy or sell?

A: That is still tipping, and you can still be responsible for insider trading. You may never recommend to another person that they buy, hold or sell Sportsman's common stock or any derivative security related to Sportsman's common stock, since that could be a form of tipping.

8. What are the sanctions if I trade on material nonpublic information or tip off someone else?

A: In addition to disciplinary action by Sportsman's—which may include termination of employment—you may be liable for civil sanctions for trading on material nonpublic information. The sanctions may include return of any profit made or loss avoided as well as penalties of up to three times any profit made or any loss avoided. Persons found liable for tipping material nonpublic information, even if they did not trade themselves, may be liable for the amount of any profit gained or loss avoided by everyone in the chain of tippees as well as a penalty of up to three times that amount. In addition, anyone convicted of criminal insider trading could face prison and additional fines.

9. What is "loss avoided"?

A: If you sell common stock or a related derivative security before negative news is publicly announced, and as a result of the announcement the stock price declines, you have avoided the loss caused by the negative news.

10. Am I restricted from trading securities of any companies other than Sportsman's, for example a customer or competitor of Sportsman's?

A: Yes, you may be restricted from doing so due to your awareness of material nonpublic information. U.S. insider trading laws generally restrict everyone aware of material nonpublic information about a company from trading in that company's securities, regardless of whether the person is directly connected with that company, except in limited circumstances. You should be particularly conscious of this restriction if, through your position at Sportsman's, you sometimes obtain sensitive, material information about other companies and their business dealings with Sportsman's. Please also refer to Question 1 above and our insider trading policy with respect to restrictions on trading in the securities of other public companies.

11. So if I do not trade Sportsman's securities when I have material nonpublic information, and I don't "tip" other people, I am in the clear, right?

A: Not necessarily. Even if you do not violate U.S. law, you may still violate our policies. For example, employees and consultants may violate our policies by breaching their confidentiality obligations or by recommending Sportsman's stock as an investment, even if these actions do not violate securities laws. Our policies are stricter than the law requires so that we and our employees and consultants can avoid even the appearance of wrongdoing. Therefore, please review the entire policy carefully.

12. So when can I buy or sell my Sportsman's securities?

A: If you are aware of material nonpublic information, you may not buy or sell our common stock until one full trading day has elapsed since the information was publicly disclosed. At that point, the information is considered publicly disseminated for purposes of our insider trading policy. For example, if we announce material nonpublic information before trading begins on Wednesday, then you may execute a transaction in our securities on Thursday; if we announce material nonpublic information after trading ends on Wednesday, then you may execute a transaction in our securities on Friday. **Even if you are not aware of any material nonpublic information, you may not trade our common stock during any trading "blackout" period.** Our insider trading policy describes the quarterly trading blackout period, and additional event-driven trading blackout periods may be announced by email.

13. If I have an open order to buy or sell Sportsman's securities on the date a blackout period commences, can I leave it to my broker to cancel the open order and avoid executing the trade?

A: No, unless it is in connection with a 10b5-1 trading plan (see Question 23 below). If you have any open orders when a blackout period commences other than in connection with a 10b5-1 trading plan, it is your responsibility to cancel these orders with your broker. If you have an open order and it executes after a blackout period commences not in connection with a 10b5-1 trading plan, you will have violated our insider trading policy and may also have violated insider trading laws.

14. Am I allowed to trade derivative securities of Sportsman's common stock?

A: No. Under our policies, you may not trade in derivative securities related to our common stock, which include publicly traded call and put options. In addition, under our policies, you may not engage in short selling of our common stock at any time.

"Derivative securities" are securities other than common stock that are speculative in nature because they permit a person to leverage their investment using a relatively small amount of money. Examples of derivative securities include "put options" and "call options." These are different from employee options and other equity awards granted under our equity compensation plans, which are not derivative securities for purposes of our policy.

"Short selling" is profiting when you expect the price of the stock to decline, and includes transactions in which you borrow stock from a broker, sell it, and eventually buy it back on the market to return the borrowed shares to the broker. Profit is realized if the stock price decreases during the period of borrowing.

15. *Why does Sportsman's prohibit trading in derivative securities and short selling?*

A: Many companies with volatile stock prices have adopted similar policies because of the temptation it represents to try to benefit from a relatively low-cost method of trading on short-term swings in stock prices, without actually holding the underlying common stock, and encourages speculative trading. We are dedicated to building stockholder value, short selling our common stock conflicts with our values and would not be well-received by our stockholders.

16. *Can I purchase Sportsman's securities on margin or hold them in a margin account?*

A: Under our policies, you may not purchase our common stock on margin or hold it in a margin account at any time.

"Purchasing on margin" is the use of borrowed money from a brokerage firm to purchase our securities. Holding our securities in a margin account includes holding the securities in an account in which the shares can be sold to pay a loan to the brokerage firm.

17. *Why does Sportsman's prohibit me from purchasing Sportsman's securities on margin or holding them in a margin account?*

A: Margin loans are subject to a margin call whether or not you possess material nonpublic information at the time of the call. If a margin call were to be made at a time when you were aware of material nonpublic information and you could not or did not supply other collateral, you may be liable under insider trading laws because of the sale of the securities (through the margin call). The sale would be attributed to you even though the lender made the ultimate determination to sell. The U.S. Securities and Exchange Commission takes the view that you made the determination to not supply the additional collateral and you are therefore responsible for the sale.

18. *Can I pledge my Sportsman's shares as collateral for a personal loan?*

A: No. Pledging your shares as collateral for a personal loan could cause the pledgee to transfer your shares during a trading blackout period or when you are otherwise aware of material nonpublic information. As a result, you may not pledge your shares as collateral for a loan.

19. *Can I hedge my ownership position in Sportsman's?*

A: Hedging or monetization transactions, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds are prohibited by our insider trading policy. Since such hedging transactions allow you to continue to own Sportsman's securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership, you may no longer have the same objectives as Sportsman's other shareholders. Therefore, our insider trading policy prohibits you from engaging in any such transactions.

20. Am I subject to trading blackout periods if I am no longer an employee or consultant of Sportsman's?

A: It depends. If your employment with Sportsman's ends during a trading blackout period, you will be subject to the remainder of that trading blackout period. If your employment with Sportsman's ends on a day that the trading window is open, you will not be subject to the next trading blackout period. However, even if you are not subject to our trading blackout period after you leave Sportsman's, you should not trade in Sportsman's securities if you are aware of material nonpublic information. That restriction stays with you as long as the information you possess is material and not publicly disseminated within the meaning of our insider trading policy.

21. May I own shares of a mutual fund that invests in Sportsman's?

A: Yes.

22. Are mutual fund shares holding Sportsman's common stock subject to the trading blackout periods?

A: No. You may trade in mutual funds holding Sportsman's common stock at any time.

23. May I use a "routine trading program" or "10b5-1 plan"?

A: Yes, subject to the requirements discussed in our insider trading policy and any 10b5-1 trading plan guidelines. A routine trading program, also known as a 10b5-1 plan, allows you to set up a highly structured program with your stock broker where you specify ahead of time the date, price, and amount of securities to be traded. If you wish to create a 10b5-1 plan, please contact Sportsman's Chief Financial Officer.

24. What happens if I violate our insider trading policy?

A: Violating our policies may result in disciplinary action, which may include termination of your employment or other relationship with Sportsman's. In addition, you may be subject to criminal and civil sanctions.

25. Who should I contact if I have questions about our insider trading policy or specific trades?

A: You should contact Sportsman's Chief Financial Officer.

Annex A

Covered Insiders

The following insiders of Sportsman's are considered Covered Insiders for purposes of this policy:

- All Members of the Board of Directors
- All individuals with a title of Chief Officer, President, Executive Vice President, Senior Vice President, Vice President, Senior Director or Director
- Controller
- Assistant Controller

Subsidiaries

	<u>Jurisdiction of Incorporation</u>
Sportsman's Warehouse Holdings, Inc.	Delaware
Sportsman's Warehouse, Inc.	Utah
Sportsman's Warehouse Southwest, Inc.	California
Pacific Flyway Wholesale, LLC	Delaware
The American Parts Company, LLC	Delaware
OnAdventure, LLC	Delaware
Minnesota Merchandising Corp.	Minnesota

Consent of Independent Registered Public Accounting Firm

We have issued our reports dated April 2, 2025, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of Sportsman's Warehouse Holdings, Inc. on Form 10-K for the year ended February 1, 2025. We consent to the incorporation by reference of said reports in the Registration Statements of Sportsman's Warehouse Holdings, Inc. on Forms S-8 (File Nos. 333-195338, 333-206632, 333-233569, 333-275199 and 333-279974).

/s/ GRANT THORNTON LLP

Salt Lake City, Utah

April 2, 2025

**Certification of Chief Executive Officer pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Paul Stone, certify that:

1. I have reviewed this annual report on Form 10-K 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: April 2, 2025

/s/Paul Stone

Paul Stone

President and Chief Executive Officer

**Certification of Chief Financial Officer pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Jeff White, certify that:

1. I have reviewed this annual report on Form 10-K 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: April 2, 2025

/s/Jeff White

Jeff White

Chief Financial Officer and Secretary

**Certification pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the
Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K of Sportsman’s Warehouse Holdings, Inc. (the “Registrant”) for the fiscal year ended February 1, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Paul Stone, as President and Chief Executive Officer of the Registrant, and Jeff White, the Chief Financial Officer and Secretary of the Registrant, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of 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: April 2, 2025

/s/Paul Stone

Paul Stone

President and Chief Executive Officer

Date: April 2, 2025

/s/Jeff White

Jeff White

Chief Financial Officer and Secretary

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