

**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 June 30, 2023

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

For the transition period from _____ to _____

Commission File No. 001-35300

UBIQUITI INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

32-0097377
(I.R.S. Employer
Identification No.)

685 Third Avenue, 27th Floor, New York, NY 10017
(Address of principal executive offices, Zip Code)

(646) 780-7958
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.001 par value per share	UI	New York Stock Exchange

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

None

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller

[Table of Contents](#)

reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

Indicate by check mark whether the registrant 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

The aggregate market value of the registrant’s common stock held by non-affiliates of the registrant was approximately \$1,138,793,189 based upon the closing price of \$273.53 of such common stock on the New York Stock Exchange on December 30, 2022 (the last business day of the registrant’s most recently completed second quarter). Shares of common stock held as of December 30, 2022 by each director and executive officer of the registrant, as well as shares held by each holder of 5% of the common stock known to the registrant, have been excluded for purposes of the foregoing calculation. This determination of affiliate status is not a conclusive determination for other purposes.

As of August 24, 2023, 60,446,854 shares of common stock were issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant’s Definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the registrant’s 2023 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K to the extent stated herein.

TABLE OF CONTENTS

	Page
<u>PART I</u>	
Item 1.	Business 4
Item 1A.	Risk Factors 10
Item 1B.	Unresolved Staff Comments 34
Item 2.	Properties 34
Item 3.	Legal Proceedings 34
Item 4.	Mine Safety Disclosures 34
<u>PART II</u>	
Item 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities 34
Item 6.	Reserved 36
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations 36
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk 46
Item 8.	Financial Statements 46
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure 46
Item 9A.	Controls and Procedures 46
Item 9B.	Other Information 47
Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections 47
<u>PART III</u>	
Item 10.	Directors, Executive Officers and Corporate Governance 47
Item 11.	Executive Compensation 48
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters 48
Item 13.	Certain Relationships and Related Transactions, and Director Independence 48
Item 14.	Principal Accounting Fees and Services 48
<u>PART IV</u>	
Item 15.	Exhibits, Financial Statement Schedules 49
Item 16.	Form 10-K Summary 51
	Signatures 52

UBIQUITI INC.
PART I

Note About Forward-Looking Statements

When used in this Annual Report on Form 10-K, the words “anticipates,” “believes,” “could,” “seeks,” “estimates,” “expects,” “intends,” “may,” “plans” “potential,” “predicts,” “projects,” “should,” “will,” “would” or similar expressions and negatives of those terms are intended to identify forward-looking statements. These are statements that relate to future periods and include statements about our future results, sources of revenue, our dividend, our continued growth, our gross margins, market trends, our product development, our introduction of new products, technological developments, the features, benefits and performance of our current and future products, the ability of our products to address a variety of markets, the anticipated growth of demand for connectivity worldwide, our growth strategies, future prices, our competitive status, our efforts to mitigate shortages of components (including chipsets) used to manufacture our products, our dependence on our senior management and our ability to attract and retain key personnel, dependency on and concentration of our distributors, our employee relations, current and potential litigation, current or potential indemnification liabilities, the effects of government regulations, the impact of tariffs, the expected impact of taxes on our liquidity and results of operations, our compliance with laws and regulations, our expected future operating costs and expenses and expenditure levels for research and development, selling, general and administrative expenses, fluctuations in operating results, fluctuations in our stock price, our payment of dividends, our future liquidity and cash needs, and the adequacy of and our reliance on our source of liquidity to meet such needs, the Facilities (as defined herein), future acquisitions of and investments in complimentary businesses, the expected impact of various accounting policies and rules adopted by the Financial Accounting Standards Board, the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan on our business and results of operations. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, the impact of the global shortage of components (including chipsets) and pricing inflation associated therewith, the impact of U.S. tariffs on results of operations, our ability to procure products, our ability to manage our growth, our ability to sustain or increase profitability, demand for our products, our ability to compete, our ability to rapidly develop new technology and introduce new products, our ability to safeguard our intellectual property, trends in the markets that we compete and fluctuations in general economic conditions, the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan on our business, results and liquidity, and the risks set forth throughout this Annual Report on Form 10-K, including under Item 1, “Business” and under Item 1A, “Risk Factors.” These forward-looking statements speak only as of the date hereof. Except as required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

This Annual Report on Form 10-K also contains estimates and other information concerning our industry, including market size and growth rates, which are based on industry publications, surveys and forecasts. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to these estimates. These industry publications, surveys and forecasts generally indicate that their information has been obtained from sources believed to be reliable. While we believe these industry publications, surveys and forecasts are reliable, we have not independently verified such data. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors, including those described under Item 1A. “Risk Factors.”

Unless the context requires otherwise, the words “we,” “us,” “our” “Company” and “Ubiquiti” refer to Ubiquiti Inc. and its subsidiaries as a whole. Ubiquiti refers to the fiscal years ended June 30, 2023, 2022 and 2021 as fiscal 2023, fiscal 2022 and fiscal 2021, respectively.

Item 1. Business

Business Overview

The Company was founded by Robert Pera in 2005. We sell equipment, and provide the related software platforms, worldwide through a network of over 100 distributors, on-line retailers and direct to customers through our webstores. Ubiquiti Inc. is focused on democratizing network technology on a global scale. Our devices play a role in creating networking infrastructure in over 200 countries and territories around the world. Our professional networking products are powered by our UISP and UniFi OS software platforms to provide high-capacity distributed Internet access and unified information technology management, respectively.

We develop technology platforms for high-capacity distributed Internet access, unified information technology, and consumer electronics for professional, home and personal use. We categorize our solutions into three main categories: high performance networking technology for enterprises, service providers and consumers. We target the enterprise and service provider markets through our highly engaged community of service providers, distributors, value added resellers, webstores, systems integrators and

corporate IT professionals, which we refer to as the Ubiquiti Community. We target consumers through digital marketing, including through our webstores, retail chains and, to a lesser extent, the Ubiquiti Community.

In addition to Mr. Pera, our founder, Chairman of the Board and Chief Executive Officer, who is central to our business, the majority of our human capital resources consist of entrepreneurial and de-centralized research and development (“R&D”) personnel. We do not employ a traditional direct sales force, but instead drive brand awareness through online reviews and publications, our website, our distributors and the Company’s user community where customers can interface directly with our R&D, marketing, and support teams. Our technology platforms were designed from the ground up with a focus on delivering highly-advanced and easily-deployable solutions that appeal to a global customer base.

We offer a broad and expanding portfolio of networking products and solutions for operator-owners of wireless internet services (“WISP’s”), enterprises and smart homes. Our operator-owner service-provider-product platforms provide carrier-class network infrastructure for fixed wireless broadband, wireless backhaul systems and routing and the related software for WISP’s to easily control, track and bill their customers. Our enterprise product platforms provide wireless LAN (“WLAN”) infrastructure, video surveillance products, switching and routing solutions, security gateways, door access systems, and other complimentary WLAN products along with a unique software platform, which enables users to control their network from one simple, easy to use software interface. Our consumer products are targeted to the smart home and highly connected consumers. We believe that our products are differentiated due to our proprietary software, firmware expertise, and hardware design capabilities.

We operate our business as one reportable and operating segment. Further information regarding Segments can be found in Note 13 to our Consolidated Financial Statements. Our revenues were \$1.9 billion, \$1.7 billion and \$1.9 billion in the fiscal years ended June 30, 2023, 2022 and 2021, respectively. We reported net income of \$407.6 million, \$378.7 million and \$616.6 million in the fiscal years ended June 30, 2023, 2022 and 2021, respectively. Refer to our Consolidated Financial Statements included under Part IV, Item 15 of this Annual Report on Form 10-K for more financial information.

Industry Overview

Internet traffic worldwide has grown rapidly in recent years, driven by an increase in the number of users, increasing mobility of those users and high bandwidth applications, such as video, audio, cloud-based applications, online gaming and social networking. Wired networking solutions have traditionally been used to address increasing consumer and enterprise bandwidth needs. However, the high initial capital requirements and ongoing operating costs and long market lead times associated with building and installing infrastructure for wired networks has severely limited the widespread deployment of these networks in underserved and underpenetrated markets. Wireless networks have emerged as an attractive alternative for addressing the broadband access needs of underserved and underpenetrated markets in both emerging and developed countries.

Our Technology and Products

We offer products and solutions based on our proprietary technology across multiple markets. Utilizing low-cost hardware and innovative software and firmware, we seek to build price- performance solutions to address both enterprises and service providers.

Key Technology Platforms

Our current Service Provider and carrier solutions include:

- **airMAX** - our airMAX platform includes proprietary protocols developed by us that contain advanced technologies for minimizing signal noise. Devices on the airMax platform, such as customer premise equipment (“CPE”), base station, and backhaul, are able to support a wireless network that can scale to hundreds of clients per base station over long distances while maintaining low latency and high throughput.
- **EdgeMAX** - our EdgeMAX platform is a software and systems routing platform, powered by our full-featured UISP operating system that includes advanced quality of service, firewall, dynamic routing and virtual private network functionality.
- **airFiber** - our airFiber platform is a wireless backhaul point-to-point radio system, a wireless method of transmitting data to and from network backbone. Components of the airFiber products were designed to provide low latency with high throughput. Our airFiber product uses an integrated split antenna and a global positioning system to simultaneously send data packets from each side of the link.
- **UFiber GPON** - UFiber GPON platform, a plug and play fiber network technology, that allows users to build passive optical network deployment with minimal effort and cost. It is designed to enable internet providers (“ISPs”) to quickly build high speed fiber internet networks for many users and over long distance.

Our current Enterprise Provider solutions include:

- **UniFi Gateway Console** - UniFi Console is an Enterprise class router and security gateway device that is expandable and extends the UniFi enterprise solutions to provide cost-effective, reliable routing and advanced network security.
- **UniFi Wi-Fi** - our UniFi Wi-Fi platform was designed as an enterprise Wi-Fi system, combining Wi-Fi certified hardware with software-based management controller (UniFi OS). UniFi uses a virtual controller that allows for on-site management or remote management through the cloud, allowing for configuration of the network and individual access points.
- **UniFi Protect** - our UniFi Protect platform is a video surveillance system that can be accessed securely from any web browser, provides detailed statistical reporting and advanced analytics and provides a management console with multiple views, versatile camera setting and customizable event recordings.
- **UniFi Switch** - UniFi Switch delivers performance, switching, and power of ethernet (“PoE+”) support for enterprise networks.
- **UniFi Access** - UniFi Access is a state-of-the art door access system that is easily expandable.
- **UniFi Talk** - A new approach to business telephony. UniFi Talk is a plug-and-play phone system and VoIP subscription service designed for small and medium-sized businesses.

We offer consumer products, called AmpliFi and Alien, which are Wi-Fi system solutions designed to serve the demands of the modern connected home. We continue to explore consumer related market opportunities and have research and development teams focused on consumer related solutions.

Research and Development

Our research and development organization is responsible for the design, development and testing of our products. Our geographically-distributed engineering team has deep expertise and experience in networking and antenna design, and we have a number of personnel with longstanding experience with network architecture and operation. We have developed and intend to continue to develop our technology in part by operating with a relatively flat reporting structure that relies on individual contributors or small development teams to develop, test and obtain feedback for our products.

As of June 30, 2023, our research and development team consisted of 1,059 full time equivalent employees, including contractors, located in the United States, Taiwan, China, Latvia, the Czech Republic, Lithuania, Ukraine, Sweden, and elsewhere. Our research and development operations work on product development of new products and new versions of existing products. Our research and development expenses were \$145.2 million, \$137.7 million and \$116.2 million for fiscal 2023, fiscal 2022 and fiscal 2021, respectively. We expect that the number of our research and development personnel will increase over time and that our research and development expenses will also increase. For a further discussion of the uncertainties and business risks associated with our international workforce and operations, refer to risk factors under “Part I - Item 1A. Risk Factors - Risks Related to Our International Operations.”

Manufacturing and Suppliers

We use contract manufacturers, primarily located in China and Vietnam, to manufacture our products. Over the long term, our contract manufacturers are not required to manufacture our products for any specific period or in any specific quantity. If necessary, we expect that it would take approximately three to six months to transition manufacturing, quality assurance and shipping services to new providers. For a further discussion of the uncertainties and risks associated with our contract manufacturers, see “Part I - Item 1A. Risk Factors - Risks Related to Our Business and Industry - We rely on a limited number of contract manufacturers to produce our products. Shortages of components or manufacturing capacity could increase our costs or delay our ability to fulfill future orders and could have a material adverse impact on our business and results of operations.”

We rely on third party components and technology to build and operate our products, and we rely on our contract manufacturers to obtain the components, subassemblies and products necessary for the manufacture of our products. While components and supplies in the past have been generally available from a variety of sources, we and our contract manufacturers currently depend on a single or limited number of suppliers for several components for our products. We and our contract manufacturers rely on purchase orders rather than long-term contracts with these suppliers. The majority of our product revenues are dependent upon the sale of products that incorporate components from a small number of suppliers. We are party to non-exclusive license agreements with some of these suppliers whereby we license certain technology that we incorporate into our products. These agreements generally automatically renew for successive one-year periods unless the agreements are terminated by written notice of nonrenewal with advance notice prior to the end of their then-current term. The Company has not received any termination notice as of the date of this Annual Report on Form 10-K. We depend on these license agreements to modify and replace firmware on certain chipsets with our proprietary firmware. While our agreements with suppliers remains effective, the terms of these agreements, allow either party to terminate the agreements without cause at the end of the annual contract term.

Since 2020, we have experienced, and expect to continue to experience, periodic volatility in the supply of components used to manufacture our products, especially chipsets. This has resulted in supply constraints and corresponding increases in component delivery lead times and costs to obtain components, and resulted in delays in product production.

We do not stockpile sufficient components, particularly the chipsets, to cover the time it would take to re-engineer our products to replace the components used to manufacture our products and we generally do not have any guaranteed supply arrangements with our suppliers for these components (including the chipsets). While we have attempted to mitigate supply shortages through our contract manufacturers and exploring open-market avenues to procure the necessary components, there is no assurance that we will be able to obtain sufficient supply of such components on suitable terms, including the pricing terms. If we need to seek a suitable second source for these components for our products, there can be no assurance that we would be able to successfully source our chipsets on suitable terms, if at all. In any event, our use of chipsets from multiple sources may require us to significantly modify our designs and manufacturing processes to accommodate these different chipsets. We believe any shortage or delay in the supply of these components would harm our ability to continue to manufacture and supply our products, which would adversely affect our product offerings and revenues. For a further discussion of the uncertainties and business risks associated with the shortages of components, see “Part I - Item 1A. Risk Factors - Risks Related to Our Business and Industry - We rely upon a limited number of suppliers. If these sources fail to satisfy our supply requirements or we are unable to manage our supply requirements through other sources, it could disrupt our business or have a material adverse effect on our results of operations and financial condition.”

We have experienced significant supply constraints caused, in part, by the COVID-19 pandemic. Our efforts to mitigate these supply constraints have included, for example, increasing our inventory build in an attempt to secure supply and meet customer demand, paying higher component and shipping costs to secure supply and modifying our product designs to leverage alternate suppliers. Although these mitigation efforts are intended to optimize our access to the components required to meet customer demand for our products, we have limited visibility into future sales, which makes it difficult to forecast our future results of operations. These mitigation efforts have increased, and are expected to continue to increase, our balances of finished goods and raw material inventories and vendor deposits. The increasing balances of finished goods and raw material inventory and vendor deposits significantly increase the risks of future material excess, obsolete inventory and related losses. We believe that we are taking the right actions to mitigate these continuing supply constraints, however, we recognize the associated risks. For a further discussion of the uncertainties and business risks associated with the supply constraints, refer to “Part I - Item 1A. Risk Factors - Risks Related to Our Business and Industry - Our contract manufacturers, logistics centers and certain administrative and research and development operations, as well as our customers and suppliers, are located in areas likely to be subject to natural disasters, public health problems, military conflicts and geopolitical tensions, which could adversely affect our business, results of operations and financial condition.”

Tariffs

In June 2018, the Office of the United States Trade Representative announced new proposed tariffs for certain products imported into the U.S. from China. The vast majority of our products that are imported into the U.S. from China are currently subject to tariffs that range between 7.5% and 25%. On January 22, 2020, the United States of Trade Representative announced it will reduce Section 301 List 4A additional tariffs from 15% to 7.5% and the List 4B tariffs would not go into effect. These tariffs have affected our operating results and margins. For so long as such tariffs are in effect, we expect it will continue to affect our operating results and margins. As a result, our historical and current gross profit margins may not be indicative of our gross profit margins for future periods. Refer to “Part I - Item 1A. Risk Factors - Risks Related to Our International Operations”. Our business may be negatively affected by political events and foreign policy responses” for additional information.

Sales and Distribution

We sell our products and solutions globally to enterprises and service providers primarily through our extensive network of distributors, and, to a lesser extent, direct customers. During fiscal 2023, we sold our products to over 100 distributors and direct to customers through our webstores (collectively, “customers”) in over 75 countries. In fiscal 2023, 2022, and 2021, there were no customers that represented 10% or more of our revenue. Refer to Note 13 in our Notes to Consolidated Financial Statements for more information regarding financial data by geographic areas.

A majority of our sales are made outside the United States and we anticipate that non-U.S. sales will continue to be a significant portion of our revenues. We do not have any visibility on the location or extent of purchases of our products by individual network operators and service providers from our distributors. For further discussion of the risks associated with foreign operations, see “Part I - Item 1A. Risk Factors-Risks Related to Our International Operations”.

Backlog

Our sales are primarily made through standard sale orders for delivery of products. Our inability to procure sufficient product due to COVID-19 and the worldwide chip shortage had led to a significant increase in our backlog of unfulfilled orders in fiscal 2022. However, with the abatement of supply constraints, we were able to reduce our backlog of unfulfilled orders in 2023. However, we do not believe our backlog information is a reliable indicator of our ability to achieve any particular level of revenue or financial performance.

Competition

The markets for networking solutions for service providers, enterprise WLAN, video surveillance, microwave backhaul and machine-to-machine communications technology are highly competitive and are influenced by the following competitive factors, among others:

- total cost of ownership and return on investment associated with the solutions;
- simplicity of deployment and use of the solutions;
- ability to rapidly develop high performance integrated solutions;
- reliability and scalability of the solutions;
- market awareness of a particular brand;
- ability to provide secure access to wireless networks;
- ability to offer a suite of products and solutions;
- ability to allow centralized management of the solutions; and
- ability to provide quality product support.

We believe we compete favorably with respect to these factors. We have been successful in rapidly developing high performance integrated solutions because we use individual contributors and small, experienced development teams that focus on the key needs of the markets. Our products and solutions are designed to meet the price- performance characteristics demanded by our customers to achieve a strong overall return on their investment. Our products are designed to operate in growing networks without degradation in performance or operational complexity.

In the backhaul market, our competitors include Cambium Networks, Ceragon Networks, MikroTikls, Airspan, SAF Tehnika and Trango. In the CPE market, our competitors include Cambium Networks, MikroTikls, Ruckus Wireless (CommScope) and TP-LINK Technologies. In the antenna market, we primarily compete with PCTEL, ARC, ITELITE and Radio Waves. In the enterprise WLAN market, we primarily compete with Huawei, Aerohive Networks, Aruba Networks (HPE), Ruckus Wireless (CommScope), Cisco Meraki and Cisco. In the video surveillance market, we primarily compete with Axis Communications, HIKVISION, Mobotix and Vivotek. We expect increased competition from other established and emerging companies if our market continues to develop and expand. As we enter new markets, we expect to face competition from incumbent and new market participants.

Intellectual Property

We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish and protect our proprietary rights. These laws, procedures and restrictions provide only limited protection and the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain and still evolving. Furthermore, effective patent, trademark, copyright and trade secret protection may not be available in every country in which our services and products are available. We seek patent protection for certain of our key concepts, components, protocols, processes and other inventions.

We have obtained a number of patents and trademarks in the United States and other countries. We have also filed, and will continue to file, patent applications and trademark applications in the United States and other countries where we believe there to be a strategic technological or business reason to do so. Any patents or trademarks issued to us now or in the future may be challenged, invalidated or circumvented and may not provide sufficiently broad protection or may not prove to be enforceable in actions against alleged infringers. There can be no assurance that others will not assert intellectual property rights to technologies that are relevant to us or that our intellectual property rights will give us competitive advantage.

We endeavor to enter into agreements with our employees and contractors and with parties with whom we do business in order to limit access to and disclosure of our proprietary information. We cannot be certain that the steps we have taken will prevent unauthorized use or reverse engineering of our technology. Moreover, others may independently develop technologies that are competitive with ours or that infringe on our intellectual property. The enforcement of our intellectual property rights also depends on the success of our legal actions against infringers and counterfeiters, but these actions may not be successful, even when our rights have been infringed. For further discussion of the risks associated with intellectual property, see “Part I - Item 1A. Risk

Factors - Risks Related to Intellectual Property”.

Environmental matters

We are subject to various environmental regulations governing materials usage, packaging and other environmental impacts in the United States and in various countries where our products are manufactured and sold. We are also subject to regulatory developments, including SEC disclosure regulations relating to "conflict minerals," relating to ethically responsible sourcing of the components and materials used in our products. To date, compliance with federal, state, local, and foreign laws enacted for the protection of the environment has had no material effect on our capital expenditures, earnings, or competitive position.

Human Capital Management

Employee Overview

Our employees are at the center of everything we do at Ubiquiti and are the driving force for our innovation and success. Ubiquiti seeks to provide a safe, inclusive and positive employee experience for all its employees. It is our policy to make employment decisions and opportunities based on merit, qualifications, potential and competency. As of June 30, 2023, we employed and or contracted with 1,535 full time equivalent employees, of which 1,059 were in research and development, 365 in operations, and 111 in sales, general and administrative. Our workforce is diversified across multiple locations with 67%, 22% and 11% located in (i) Asia Pacific, (ii) Europe, the Middle East, and Africa (“EMEA”) and (iii) the Americas, respectively. The Company believes that its entrepreneurial, decentralized, and diversified work environment has contributed to its success. We seek to maintain a culture of accountability and performance that enables us to deliver highly-advanced and easily deployable solutions that appeal to a global market.

Talent and Human Capital Management

We believe that human capital management is key to our continued growth and success, and is critical to our ability to attract, retain and develop talented and skilled employees. We hire and compensate our talent based on their role, experiences, contributions and performance, regardless of their gender, race or ethnic background or other personal characteristics.

Our human capital is governed by employment regulations in each country in which we operate. We monitor key employment activities, such as hiring, termination and pay practices to comply with established regulations across the world.

Incentive Plans

Our incentive plans are designed to increase stockholder value by attracting, retaining and motivating high value personnel through the granting of equity and non-equity-based compensation awards. The principal purpose of our incentive plans is to motivate individuals to perform to the best of their abilities to achieve our short- and long-term objectives

Available Information

The Company’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), are filed or furnished with the U.S. Securities and Exchange Commission (the “SEC”). Such reports and other information filed or furnished by the Company with the SEC are available free of charge on the Company’s website at <http://ir.ui.com> when such reports are available on the SEC website. Reports of beneficial ownership filed pursuant to Section 16(a) of the Exchange Act are also available on our website. Also posted on our website on the Corporate Governance page is the Company’s Code of Ethics for Principal Executive and Senior Financial Officers and Section 16 Officers. We will, if required, disclose future amendments to our Code of Ethics that apply to our principal executive officer, principal financial officer, principal accounting officer or persons performing similar functions, or certain waivers of such provisions granted to such persons, on our website identified above.

The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The contents of these websites are not incorporated into this filing. Further, the Company’s references to the URLs for these websites are intended to be inactive textual references only.

Our executive office is located at 685 Third Avenue, 27th Floor, New York, New York 10017. Our website address is www.ui.com. From time to time, we may use our website as a channel of distribution of material information. The information on, or that can be assessed through, our website is not part of this Annual Report on Form 10-K.

Item 1A. Risk Factors

This Annual Report on Form 10-K contains forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, the risk factors set forth below. These risks and uncertainties are not the only ones we face. If any event related to these known or unknown risks or uncertainties actually occurs, our business prospects, operating results, and financial condition could be materially adversely affected.

Risk Factors Summary

- our limited ability to forecast our results of operations and sales;
- volatility and competition in the markets we serve or our inability to compete effectively with our competitors;
- our reliance on a limited number of distributors for our products and the inability of our distributors to manage inventory of our products effectively, timely sell our products or estimate future demand for our products;
- our inventory decisions, including, without limitation, for new product introductions, are based on assumptions and forecasts, which, if inaccurate, may result in write-downs of inventory or components and increases of vendor deposits;
- our inability to keep pace with rapid technological and market changes or to maintain competitive prices for products;
- the technological complexity of our products, which may contain undetected hardware defects or software bugs;
- our inability to anticipate or mitigate cyberattacks, security vulnerabilities or other fraudulent or illegal activity;
- our inability to manage our growth and expand our operations;
- our inability to maintain or enhance the strength of our brand;
- our reliance on a limited number of contract manufacturers to manufacture our products, and potential quality or product supply problems for our products if we are unable to secure sufficient components for our products or there is a shortage of manufacturing capacity;
- our reliance on a limited number of suppliers and our inability to predict shortages in components, such as the global shortage in chipsets, or other supply disruptions as a result of, including, without limitation, the military conflict between Russia and Ukraine, the escalating tensions between China and Taiwan, or our failure to identify or qualify alternative suppliers;
- disruption to the manufacturing or shipping of our products due to natural disasters, labor shortages or operational reductions from outbreaks of diseases or other public health events, the military conflict between Russia and Ukraine, the escalating tensions between China and Taiwan, or similar disruptions in the countries or regions in which our contract manufacturers or logistics contractors are located;
- a global economic downturn;
- lower than expected returns and exposure to increased operational risks from our investments in business lines, products, services, technologies, joint ventures and other strategic transactions;
- our enterprise and service provider technologies;
- the ineffective management of product introductions, product transitions and marketing or our inability to remain competitive and stimulate customer demand for our products;
- our inability to anticipate consumer preferences and develop desirable consumer products and solutions, or to execute our strategy for our consumer products or develop our sales channels;
- general credit, liquidity, market, and interest rate risks to our investment securities;
- exposure to adverse developments affecting financial institutions at which we maintain deposits
- exposure to increased economic and operational uncertainties from our international operations, including, without limitation, as a result of foreign policy and geopolitical developments, particularly those involving China and Russia, varying legal and regulatory regimes and the effects of foreign currency exchange rates;
- the failure of our foreign warehouse and logistics providers to safeguard, manage and properly report our inventory;
- exposure to increased operational risks and liability to the extent we develop our own foreign manufacturing capacity;
- our inability to manage geographically dispersed research and development teams;
- our limited ability to obtain and enforce our intellectual property rights, particularly in China, Russia and South America;
- the misappropriation of our intellectual property and trade secrets by our contract manufacturers or others to manufacture competitive products or counterfeit products;
- our exposure to extensive intellectual property litigation;
- the risks of using open source software in our products;
- our debt levels and the impact our debt levels may have on our ability to raise capital or otherwise finance our business;
- the risks of expanding our product offerings or our operations or increases in our operating expenses;
- our reliance on third-party software and services for certain aspects of our operations, including, without limitation, our financial reporting functions;
- uncertainty surrounding the elimination of LIBOR and the transition to SOFR;
- our reliance on our founder and chief executive officer, who owns a majority of our common stock;
- volatility in the price of our common stock due to volatility in our results of operations or our failure to pay cash dividends or to repurchase shares of our common stock pursuant to our repurchase programs;

- the reliance of our products on unlicensed radio frequency spectrum, and the increasing reliance of consumer and other products on the same spectrum or from the introduction of regulation of such spectrum;
- potential liability under trade protection, anti-corruption, and other laws resulting from our global operations;
- changes in laws and regulations relating to the handling of personal data;
- the adverse impact from litigation matters;
- the adverse impact to our results of operations from successful warranty claims, product losses or recalls;
- indemnification claims against us for intellectual property infringement, defective products, and security vulnerabilities;
- our inability to maintain an effective system of internal controls; and
- changes in tax laws and regulations or reviews or audits of our tax returns.

Risks Related to Our Business and Industry

We have limited visibility into future sales as a result of our reliance on distributors, which may increase volatility in our results and makes it difficult to forecast our future results of operations.

Because of our limited visibility into end customer demand and channel inventory levels, our ability to accurately forecast our future sales is limited. We sell our products and solutions globally to network operators, service providers and consumers, primarily through our network of distributors and resellers. We do not employ a traditional direct sales force. Sales to our distributors have accounted for the majority of our revenues. Our distributors do not make long term purchase commitments to us, and do not typically provide us with information about market demand for our products. We endeavor to obtain information on inventory levels and sales data from our distributors. This information has been generally difficult to obtain in a timely manner, and we cannot always be certain that the information is reliable. If we over forecast demand, we may build excess inventory, increase vendor deposits and we may not be able to decrease our expenses in time to offset any shortfall in revenues, which could harm our ability to achieve or sustain expected results of operations. If we under forecast demand, our ability to fulfill sales orders will be compromised and sales to distributors may be deferred or lost altogether, which may impair our distributor relationships, would reduce our revenues and could harm our ability to achieve or sustain expected results of operations.

Our distributors purchase and maintain their own inventories of our products, and we do not control their inventory management. Distributors may manage their inventories in a manner that causes significant fluctuations in their purchases from quarter to quarter, and which may not be in alignment with the actual demand of end customers for our products. If some distributors decide to purchase more of our products than are required to satisfy their customers' demand in any particular quarter, because they do not accurately forecast demand or otherwise, they may reduce future orders until their inventory levels realign with their customers' demand. If some distributors decide to purchase less of our products than are required to satisfy their customers' demand in any particular quarter, because they do not accurately forecast demand or otherwise, sales of our products may be deferred or lost altogether, which could materially adversely affect our results of operations.

In addition, the lead times that we face for the procurement of components and subsequent manufacturing of our products are usually much longer than the lead time from our customers' orders to the expected delivery date. This increases the risk that we may manufacture too many or not enough products in any given period. This risk may be further exacerbated by supply chain constraints on the global supply of components, particularly the chipsets, that we use to manufacture our products, as well as longer shipping lead times and delays.

The markets we serve can be especially volatile, and weakness in orders could harm our future results of operations.

Weakness in orders, directly or indirectly, from the markets we serve, including as a result of any slowdown in capital expenditures by the markets we service (which may be more prevalent during a global economic downturn, or periods of economic, political or regulatory uncertainty), could have a material adverse effect on our business, results of operations, liquidity and financial condition. Such slowdowns may continue or recur in future periods. Orders from the markets we serve could decline for many reasons other than the competitiveness of our products and services within their respective markets. These conditions have harmed our business and results of operations in the past, and some of these or other conditions in the markets we serve could affect our business and results of operations, liquidity or financial condition in any future period of such slowdowns.

We may need to build inventory for new product announcements and shipments or decide to increase or maintain higher levels of inventory, which may result in inventory write-downs and/or increased vendor deposits.

The Company must order components for its products, build inventory, both of finished products and components, and in certain cases, pay vendor deposits in advance of new product announcements and shipments. Decisions to build inventory for new products or to increase or maintain higher inventory levels and vendor deposit levels are typically based upon uncertain forecasts or other assumptions and may expose us to a greater risk of carrying excess or obsolete inventory. Because the markets in which the Company competes are volatile, competitive and subject to rapid technology changes, price changes, shortages and other disruptions, if the assumptions on which we base these decisions turn out to be incorrect, our financial performance could suffer and we could be required to write-off the value of excess products or components inventory, increase vendor deposits or not fully utilize firm purchase commitments.

We rely upon a limited number of distributors, and changes in our relationships with our distributors or changes within our distributors may disrupt our sales.

Although we have a large number of distributors in numerous countries who sell our products, a limited number of these distributors represent a significant portion of our sales. One or more of our major distributors may suffer from a decline in their financial condition, decrease in demand from their customers, or a decline in other aspects of their business which could impair their ability to purchase and resell our products. Any distributor may also cease doing business with us at any time with little or no notice. The termination of a relationship with a major distributor, either by us or by the distributor, could result in a temporary or permanent loss of revenues, slower or impaired collection on accounts receivable and costly and time-consuming litigation or arbitration. We may not be successful in finding other suitable distributors on satisfactory terms, or at all, and this could adversely affect our ability to sell in certain geographic markets or to certain network operators and service providers. We do not generally obtain letters of credit or other security for payment from the distributors, so we are not protected against accounts receivable default by the distributors.

We may not be able to enhance our products to keep pace with technological and market developments while offering competitive prices.

The market for our wireless broadband networking equipment is characterized by rapid technological change, evolving industry standards, frequent new product introductions and short product life cycles. The markets for enterprise networking equipment and consumer products possess similar characteristics of rapid technological updates, evolving industry standards, frequent changes in consumer preferences, frequent new product introductions and short and unpredictable product life cycles. Our ability to keep pace in these markets depends upon our ability to enhance our current products, and to continue to develop and introduce new products rapidly and at competitive prices. The success of new product introductions or updates on existing products depends on a number of factors including, but not limited to, timely and successful product development, market acceptance, development of sales channels, our ability to manage the risks associated with new product forecast, production ramp-up, the effective management of our inventory and manufacturing schedule and the risk that new products may have defects or other deficiencies in the early stages of introduction.

The development of our products is complex and costly, and we typically have several products in development at the same time. Given the complexity, we occasionally have experienced, and could experience in the future, lower than expected yields on new or enhanced products and delays in completing the development and introduction of new products and enhancements to existing products. In addition, new products may have lower selling prices or higher costs than existing products, which could negatively impact our results of operations. Our ability to compete successfully will depend in large measure on our ability to maintain a technically skilled development and engineering staff, to successfully innovate, and to adapt to technological changes and advances in the industry. Development and delivery schedules for our products are difficult to predict. We may fail to introduce new products or enhancements to existing products in a timely fashion. If new releases of our products are delayed, our distributors may curtail their efforts to market and promote our products and our users may switch to competing products.

The markets in which we compete are highly competitive.

The networking, enterprise WLAN, routing, switching, video surveillance, wireless backhaul, machine-to-machine communications and consumer markets in which we primarily compete are highly competitive and are influenced by competitive factors including:

- our ability to rapidly develop and introduce new high-performance integrated solutions;
- the price and total cost of ownership and return on investment associated with the solutions;
- the simplicity of deployment and use of the solutions;
- the reliability and scalability of the solutions;
- the market awareness of a particular brand;
- our ability to provide secure access to wireless networks;
- our ability to offer a suite of products and solutions;
- our ability to allow centralized management of the solutions; and
- our ability to provide product support.

New entrants seeking to gain market share by introducing new technology and new products may also make it more difficult for us to sell our products, and could create increased pricing pressure. In addition, broadband equipment providers or system integrators may also offer wireless broadband infrastructure equipment for free or as part of a bundled offering, which could force us to reduce our prices or change our selling model to remain competitive.

If there is a shift in the market such that network operators and service providers begin to use closed network solutions that only operate with other equipment from the same vendor, we could experience a significant decline in sales because our products would not be interoperable.

We expect competition to continuously intensify as other established and new companies introduce new products in the same markets that we serve or intend to enter, as these markets consolidate. Our business, results of operations, liquidity and financial condition will suffer if we do not maintain our competitiveness.

A number of our current or potential competitors have longer operating histories, greater brand recognition, larger customer bases and significantly greater resources than we do.

As we move into new markets for different types of products, our brand may not be as well-known as the incumbents' brands in those markets. Potential customers may prefer to purchase from their existing suppliers or well-known brands rather than a new supplier, regardless of product performance or features. We expect increased competition from other established and emerging companies as our market continues to develop and expand. As we enter new markets, we expect to face competition from incumbent and new market participants and there is no assurance that our entry into new markets will be successful. Many of these companies have significantly greater financial, technical, marketing, distribution and other resources than we do and are better positioned to acquire and offer complementary products and technologies.

Industry consolidation, acquisitions and other arrangements among competitors may adversely affect our competitiveness because it may be more difficult to compete with entities that have access to their combined resources. As a result of such consolidation, acquisition or other arrangements, our current and potential competitors might be able to adapt more quickly to new technologies and consumer preference, devote greater resources to the marketing and promotion of their products, initiate or withstand price competition, and take advantage of acquisitions or other opportunities more readily and develop and expand their products more quickly than we do. These combinations may also affect customers' perceptions regarding the viability of companies of our size and, consequently, affect their willingness to purchase our products.

The complexity of our products could result in unforeseen delays or expenses caused by undetected defects or bugs.

Our products may contain defects and bugs when they are introduced, or as new versions are released. We have focused, and intend to focus in the future, on getting our new products to market quickly. Due to our rapid product introductions, defects and bugs that may be contained in our products may not yet have manifested. We have in the past experienced, and may in the future experience, defects and bugs. If any of our products contain material defects or bugs, or have reliability, quality or compatibility problems, we may not be able to correct these problems promptly or successfully. The existence of defects or bugs in our products may damage our reputation and disrupt our sales. If any of these problems are not found until after we have commenced commercial production and distribution of a new product, we may be required to incur additional development costs, repair or replacement costs, and other costs relating to regulatory proceedings, product recalls and litigation, which could harm our reputation and results of operations. Undetected defects or bugs may lead to negative online Internet reviews of our products, which are increasingly becoming a significant factor in the success of our new product launches, especially for our consumer products. If we are unable to quickly respond to negative reviews, including end user reviews posted on various prominent online retailers, our ability to sell these products will be harmed. Moreover, we may offer stock rotation rights to our distributors. If we experience greater returns from retailers or end customers, or greater warranty claims, in excess of our reserves, our business, revenue and results of operations could be harmed.

Security vulnerabilities in our products, services and systems, in our distribution channel, or supply chain could lead to reduced revenues and claims against us.

The quality and performance of some of our products and services may depend upon their ability to withstand cyber-attacks. Third parties may develop and deploy viruses, worms and other malicious software programs, some of which may be designed to attack our products, systems, or networks. Some of our products and services also involve the storage and transmission of users' and customers' proprietary information which may be the target of cyber-attacks. Hardware and software that we produce or procure from third parties also may contain defects in manufacture or design, including bugs and other problems, which could compromise their ability to withstand cyber-attacks.

Additionally, our sales to end customers through our webstores have increased, which may expose us to liabilities associated with the online collection of customer data, including credit card information, and the costs we may incur to mitigate such risks. Our sales to end customers through our webstores require the transmission of confidential information, including credit card information, securely over public networks. Third parties may have the technology or knowledge to breach the security of customer transaction data. Although we have security measures related to our systems and the privacy of our end customers, we cannot guarantee these measures will effectively prevent others from obtaining unauthorized access to our information and our customers' information. Any person who circumvents our security measures could destroy or steal valuable information and/or disrupt our operations. Any security breach could also expose us to risks of data loss, litigation and liability, and could seriously disrupt operations and harm our reputation, any of which could adversely affect our financial condition and results of operations. In addition, state and federal laws and regulations are increasingly enacted to protect consumers against identity theft. These laws and regulations will likely increase the costs of doing business and if we fail to implement appropriate security measures, or to detect and provide prompt notice of unauthorized access as required by some of these laws and regulations, we could be subject to potential claims for damages and other remedies, which could adversely affect our business and results of operations. For additional information regarding the impact of privacy regulations

applicable to our business, see “—Risks Related to Regulatory, Legal and Tax Matters — Our failure to comply with U.S. and foreign laws related to privacy, data security, cybersecurity and data protection, such as the E.U. Data Protection Directive and China Cybersecurity Law, could adversely affect our financial condition, results of operations, and our brand.”

We and certain of our vendors have experienced cyber-attacks in the past, and we, our vendors, suppliers, and distributors may experience cyber-attacks in the future. As a result, unauthorized parties have obtained, and may in the future obtain, access to our systems, our confidential business information and data and may have obtained, and may in the future obtain, our users’ or customers’ data. Our security measures have in the past, and may in the future, be breached due to human error, malfeasance, or otherwise. Third parties may also attempt to induce employees, users, or customers or those of our vendors to disclose sensitive information in order to gain access to our data or our users’ or customers’ data. Any such breach or unauthorized access could result in significant legal and financial exposure, costly and time-intensive notice requirements or other remediation efforts, damage to our reputation, and a loss of confidence in the security of our products and services. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures.

For example, in January 2021, we became aware that certain of our information technology systems hosted by a third-party cloud provider were improperly accessed and certain of our source code and the credentials used to access the information technology systems themselves had been compromised. We received a threat to publicly release these materials unless we made a payment, which we have not done. As a result, it is possible that the source code and other information could be publicly disclosed or made available to our competitors. Due to the nature of the source code and the other information that we believe was improperly accessed, we at this time do not believe that any public disclosure will have a material adverse effect on our business or operations, but it is impossible to gauge the precise impact of any such disclosure. We have taken, and will continue to take, steps to remediate access controls to our information technology systems.

The costs to us to eliminate or alleviate security vulnerabilities can be significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service and loss of existing or potential customers that may impede our sales, manufacturing, distribution or other critical functions, as well as potential liability to the company. The risk that these types of events could seriously harm our business is likely to increase as we expand the web-based products and services that we offer.

We may be unable to anticipate or fail to adequately mitigate against increasingly sophisticated methods to engage in illegal or fraudulent activities against us.

Despite any defensive measures we take to manage threats to our business, our risk and exposure to these matters remain heightened because of, among other things, the evolving nature of such threats in light of advances in computer capabilities, new discoveries in the field of cryptography, new and sophisticated methods used by criminals including phishing, social engineering or other illicit acts, the increasing use of our webstores by customers, or other events or developments that we may be unable to anticipate or fail to adequately mitigate. In June 2015, we determined that we were the victim of criminal fraud known to law enforcement authorities as business e-mail compromise fraud which involved employee impersonation and fraudulent requests targeting our finance department. The fraud resulted in transfers of funds aggregating \$46.7 million held by a Company subsidiary incorporated in Hong Kong to other overseas accounts held by third parties. As of March 2021, the Company has recovered \$18.6 million. No additional recoveries have been made since March 31, 2021. Any additional recoveries are likely remote and therefore cannot be assured.

While we do not expect the fraud to have a material impact on our business, we have borne, and will continue to bear additional expenses in connection with the remediation and investigation of the fraud.

Any future illegal acts such as phishing, social engineering or other fraudulent conduct that go undetected may have significant negative impacts on our reputation, operating results and stock price.

Our business and prospects depend on the strength of our brand.

Maintaining and enhancing our brand is critical to expanding our base of distributors and end customers. Maintaining and enhancing our brand will depend largely on our ability to continue to develop and provide products and solutions that address the price performance characteristics sought by end customers and the users of our products and services, particularly in developing markets which comprise a significant part of our business. If we fail to promote, maintain and protect our brand successfully, our ability to sustain and expand our business and enter new markets will suffer.

We may fail to effectively manage the challenges associated with our growth.

Over the past several years we have expanded, and continue to expand, our product offerings, the number of customers we sell to, our transaction volumes, the number and type of our facilities, and the number of contract manufacturers that we utilize to produce our products. Failure to effectively manage the increased complexity associated with this expansion, particularly in light of our lean management structure, would make it difficult to conduct our business, fulfill customer orders, and pursue our strategies. We may also

need to increase costs to add personnel, upgrade or replace our existing reporting systems, as well as improve our business processes and controls as a result of these changes. If we fail to effectively manage any of these challenges, we could suffer inefficiencies, errors and disruptions in our business, which in turn would adversely affect our results of operations.

We rely upon a limited number of contract manufacturers to produce our products. Shortages of components or manufacturing capacity could increase our costs or delay our ability to fulfill future orders and could have a material adverse impact on our business and results of operations.

We retain contract manufacturers, located primarily in China and Vietnam, to manufacture our products. Any significant change in our relationship with these manufacturers could have a material adverse effect on our business, results of operations and financial condition. Our reliance on contract manufacturers for manufacturing our products can present significant risks to us because, among other things, we do not have direct control over their activities. If we fail to manage our relationship with our manufacturers effectively, or if they experience operational difficulties, our ability to ship products to our retailers and distributors could be impaired and our competitive position and reputation could be harmed.

We significantly depend upon our contract manufacturers to:

- assure the quality of our products;
- manage capacity during periods of volatile demand;
- qualify appropriate component suppliers;
- ensure adequate supplies of components and materials;
- deliver finished products at agreed upon prices and schedules; and
- safeguard materials and finished goods.

The ability and willingness of our contract manufacturers to perform is largely outside our control.

Additionally, from time to time, unexpected events, such as the COVID-19 pandemic, have had, and may have in the future, adverse effects on the ability of our contract manufacturers to fulfill their obligations to us due to, among other things, work stoppages or slowdowns due to facility closures or other social distancing mitigation efforts, and, more recently, the inability of our contract manufacturers to procure adequate supplies of the components to manufacture our products, particularly chipsets. A shortage of adequate component supply or manufacturing capacity could increase our costs by requiring us to use alternative contract manufacturers or component suppliers, which may not be available to us on acceptable terms, if at all. Moreover, our use of chipsets from different or multiple sources may require us to significantly modify our designs and manufacturing processes to accommodate these different chipsets, which would also increase our manufacturing costs and could delay our ability to manufacture products and result in decreased sales of our products. These increases in manufacturing costs or delays in manufacturing could have a material adverse impact on our business and results of operations. For additional discussion of the risks associated with supply chain issues or supplies of components, including chipsets, see the risk factor below captioned “We rely upon a limited number of suppliers. If these sources fail to satisfy our supply requirements or we are unable to manage our supply requirements through other sources, it could disrupt our business or have a material adverse effect on our results of operations and financial condition.”

In the event that we receive shipments of products that fail to comply with our technical specifications or that fail to conform to our quality control standards, and we are not able to obtain replacement products in a timely manner, we risk revenue losses from the inability to sell those products, increased administrative and shipping costs, and lower profitability. Additionally, if defects are not discovered until after distributors and/or end users purchase our products, they could lose confidence in the technical attributes of our products and our business and results of operations could be harmed.

We do not control our contract manufacturers or suppliers, including their labor, environmental or other practices. Environmental regulations or changes in the supply, demand or available sources of natural resources may affect the availability and cost of goods and services necessary to run our business. Non-compliance or deliberate violations of labor, environmental or other laws by our contract manufacturer or suppliers, or a failure of these parties to follow ethical business practices, could lead to negative publicity and harm our reputation or brand.

We believe that our orders may not represent a material portion of our contract manufacturers’ total orders and, as a result, fulfilling our orders may not be a priority in the event our contract manufacturers are constrained in their capacity. If any of our contract manufacturers experiences problems in its manufacturing operations, or if we have to change or add additional contract manufacturers, our ability to ship products to our customers would be impaired.

Additionally, any or all of the following could either limit supply or increase costs, directly or indirectly, to us or our contract manufacturers:

- labor strikes or shortages;
- financial problems of either contract manufacturers or component suppliers;
- reservation of manufacturing capacity at our contract manufactures by other companies, inside or outside of our industry;
- changes or uncertainty in tariffs, economic sanctions, and other trade barriers; and
- industry consolidation occurring within one or more component supplier markets, such as the semiconductor market.

We rely upon a limited number of suppliers. If these sources fail to satisfy our supply requirements or we are unable to manage our supply requirements through other sources, it could disrupt our business or have a material adverse effect on our results of operations and financial condition.

We use components that are subject to price fluctuations, shortages or interruptions of supply, such as chipsets. The cost, quality and availability of these components are essential to the production and sale of all of our products and disruptions in our supply of these components could delay or disrupt the supply of our products and affect our business, results of operations and financial condition. In 2020 and through most of 2023, we experienced reduced availability of components used to manufacture our products, especially the chipsets, which impacted our ability and costs to manufacture our products. These supply shortages have resulted in increased component delivery lead times and increased costs to obtain components, particularly chipsets, and resulted in delays in product production. We do not stockpile sufficient components, particularly the chipsets, to cover the time it would take to re-engineer our products to replace the components used to manufacture our products. If there are shortages of chipsets or other components used to manufacture our products, while we expect to work closely with our suppliers and contract manufacturers to minimize the potential adverse impacts of such supply shortage, there are many companies seeking to purchase the same components, many of which have greater resources and larger market share than we have, which may limit the effectiveness of our efforts. There is also no assurance that we will be able to obtain sufficient chipsets or other components on acceptable terms, if at all, which could delay or disrupt the supply of our products and affect our business, results of operations and financial condition.

We purchase components, directly or through our contract manufacturers, from third parties that are necessary for the manufacture of our products. Shortages in the supply of components or other supply disruptions, including, without limitation, due to increasing demand for electronics and reductions in supply as a result of unforeseen events such as COVID-19, geopolitical conditions (including China-Taiwan relations) or commercial disputes with the suppliers, may not be predicted in time to design-in different components or qualify other suppliers. Shortages or supply disruptions may also increase the prices of components due to market conditions and reduce our gross margin and profitability if we are unable to pass these price increases through to our customers. While many components are generally available from a variety of sources, we and our contract manufacturers currently depend on a single or limited number of suppliers for several components for our products. For example, we currently rely upon some chipset suppliers, such as Qualcomm Atheros and Broadcom, as single-source suppliers of certain components for some of our products, and a disruption in the supply of those components would significantly disrupt our business.

We and our contract manufacturers generally rely on short-term purchase orders rather than long-term contracts with the suppliers of components for our products, particularly chipsets. As a result, even if the components for our products (including chipsets) are available, we and our contract manufacturers may not be able to procure sufficient components at reasonable prices to build our products in a timely manner. Further, in order to minimize their inventory risk, our manufacturers might not order components from third-party suppliers with adequate lead time, thereby impacting our ability to meet our demand forecast. We may, therefore, be unable to meet customer demand for our products, which would have a material adverse effect on our business, results of operations and financial condition.

Our products, especially new products, sometimes utilize custom components available from only one or limited number of sources. When a component or product uses new technologies, capacity constraints may exist until the suppliers' yields have matured or manufacturing capacity has increased. Many factors may affect the continued availability of these components at acceptable prices, including if those suppliers decide to concentrate on the production of common components instead of components customized to meet our requirements. There is no assurance that the supply of such components will not be delayed or constrained.

Our contract manufacturers, logistics centers and certain administrative and research and development operations, as well as our customers and suppliers, are located in areas likely to be subject to natural disasters, public health problems, military conflicts and geopolitical tensions, which could adversely affect our business, results of operations and financial condition.

The manufacturing or shipping of our products at one or more facilities may be disrupted because our manufacturing and logistics contractors are primarily located in southern China and Vietnam. Our principal executive offices are located in New York, New York and we have operations in Ukraine, Taiwan and their surrounding countries. The risks of earthquakes, extreme storms and other natural disasters (including as a result of climate change), military conflicts or geopolitical tensions in these geographic areas are significant. In addition, global climate change may result in significant natural disasters occurring more frequently or with greater intensity, such as drought, wildfires, storm, sea-level rise and flooding. Any disruption resulting from these events could cause significant delays in product development or shipments of our products until we are able to shift our development, manufacturing or logistics centers from the affected contractor to another vendor, or shift the affected administrative or research and development

activities to another location. Our business may be materially adversely affected by public health problems, particularly in China. For example, in the last decade, China has suffered health crises related to the outbreak of avian influenza, severe acute respiratory syndrome and COVID-19. The COVID-19 pandemic, the military conflict between Russia and Ukraine, the escalating tensions between China and Taiwan and resulting global disruptions have caused significant volatility in financial markets and the domestic and global economy. This disruption can contribute to potential payment delays or defaults in our accounts receivable, affect asset valuations resulting in impairment charges, and affect the availability of financing credit as well as other segments of the credit markets. Public health problems may also result in quarantines, business closures, unavailability of key personnel, domestic and international transportation restrictions, import and export complications, and otherwise cause shortages in the supply of components or cause other disruptions within our supply chain. Public health problems have caused and, along with the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan, may cause in the future disruptions, delays, shortages, and increased costs within our supply chain, and distribution channels. In addition, public health problems may require us to take precautionary measures to minimize the risk to our employees, including requiring our employees to work remotely and suspending non-essential travel, which could negatively affect our business. Additionally, when our suppliers' ability to manufacture or provide key components or services is impacted by supply chain disruptions, we have incurred, and may incur in the future, additional costs to expedite deliveries of components and services. As a result of the transition to a remote working environment, we may experience disruptions or inefficiencies in our ability to operate our business. The continuation of these remote working measures also introduces additional operational risk, including increased cybersecurity risk. These cybersecurity risks include greater phishing, social engineering, malware, and other cybersecurity attacks, greater risk of a security breach resulting in the unauthorized release, destruction or misuse of valuable information, and potential impairment of our ability to perform critical functions, all of which could expose us to risks of data or financial loss, litigation and liability and could seriously disrupt our operations, which could materially and adversely affect our business, financial condition or results of operations. Public health problems may expose us to unanticipated liability or require us to change our business practices in a manner materially adverse to our business, results of operations and financial condition. In addition, the outbreak of communicable diseases could result in a widespread health crisis that could adversely affect general commercial activity and the economies and financial markets of many countries which may affect the demand for our products and services and our ability to obtain financing for our business. The extent to which public health problems may impact our business, results of operations and financial conditions will depend on developments that are highly uncertain and cannot be predicted. Such developments may include the geographic spread of the public health problems, the severity of the public health problems, the duration of the outbreak and the type and duration of actions that may be taken by various governmental authorities in response to the outbreak and the impact on the U.S. and the global economy. An outbreak of public health problems, or the perception that such an outbreak could occur, and the measures taken by the government of countries affected, could adversely affect our business, results of operations, liquidity and financial condition.

Additionally, the extent to which the military conflict between Russia and Ukraine or the escalating tensions between China and Taiwan may impact our business or results of operations in future periods will depend on future developments, including the severity and duration of the conflicts, their impact on regional and global economic conditions, as well as their impact on surrounding countries, including their impact on our employees and contractors in Ukraine, Taiwan, China and their surrounding countries, and its impact on global supply chains. A worsening of the conflict between Russia and Ukraine or the tensions between China and Taiwan, or the spread of either conflict to surrounding countries could adversely affect our business, results of operations, liquidity, and financial condition.

General global economic downturns and macroeconomic trends, including inflation or slowed economic growth, may negatively affect our customers and their ability to purchase our products. A downturn or such other trends may decrease our revenues and increase our costs and may increase credit risk with our customers and impact our ability to collect account receivable and recognize revenue.

The global macroeconomic environment has been challenging and inconsistent caused by inflation, instability in the global credit markets, the impact of uncertainty regarding global central bank monetary policy, and the instability in the geopolitical environment in many parts of the world.

Inflation in the United States and the other countries that we operate has decreased from its previous elevated level, however, it is uncertain whether inflation will continue to decrease or whether it may rise again. Rising inflation could have an adverse impact on our expenses. Our costs are subject to fluctuations, including due to the costs of raw materials, labor, transportation and energy. Therefore, our business results depend, in part, on our continued ability to manage these fluctuations through pricing actions, cost saving projects and sourcing decisions, while maintaining and improving margins and market share. Failure to manage these fluctuations could adversely impact our results of operations or financial conditions.

Unfavorable macroeconomic conditions, such as a recession or continued slowed economic growth, may negatively affect demand for our products and exacerbate some of the other risks that affect our business, results of operations and financial condition. Factors affecting the level of consumer spending include general market conditions, macroeconomic conditions, fluctuations in foreign exchange rates and interest rates, and other factors such as consumer confidence, the availability and cost of consumer credit, levels of unemployment and tax rates. A tighter credit market for consumer, business, and service provider spending may have several adverse

effects, including reduced demand for our products, increased price competition or deferment of purchases and orders by our customers. If global economic conditions are volatile or if economic conditions deteriorate, the consumer demand for our products may not reach our sales targets. Additional effects of unfavorable macroeconomic conditions may include increased demand for customer finance, difficulties in collection of accounts receivable, higher overhead costs as a percentage of revenue and higher interest expense, risk of supply constraints, risk of excess and obsolete inventories, risk of excess facilities and manufacturing capacity and increased risk of counterparty failures. Our sensitivity to economic cycles and any related fluctuation in consumer demand could adversely affect our business, financial condition and results of operations.

Additionally, the United Kingdom ceased to be a member of the European Union on January 31, 2020, commonly referred to as “Brexit”. Although the formal ratification process was completed in April 2021, there continues to be uncertainty over some of the practical consequences of Brexit and as to its application, including as to the United Kingdom’s trading policies with the European Union and other countries as it issues new rules and regulations. The full effects of Brexit will depend on agreements the United Kingdom may make and rules and regulations it may issue concerning trading among the United Kingdom and the European Union. Given the lack of comparable precedent, it is unclear what economic, financial, trade and legal implications the withdrawal of the United Kingdom from the European Union will have generally and how such withdrawal will affect us. The consequences of Brexit have brought legal uncertainty and increased complexity which could continue as national laws and regulations in the United Kingdom differ from the European Union laws and regulations and additional requirements come into effect in the United Kingdom and the European Union relating to testing, authorization, labeling and other requirements that may impact our ability to import, export and otherwise distribute our products, services, and solutions. Brexit could cause disruptions in the markets that we serve. Additionally, we may be adversely affected by the Brexit in ways we do not currently anticipate.

We have been investing and expect to continue to invest in growth areas and in our enterprise and service provider technologies, and if the return on these investments is lower or develops more slowly than we expect, our results of operations may be harmed.

We have and we may continue to invest and dedicate resources into new growth areas, such as consumer products, while also focusing on our enterprise and service provider technologies. However, the return on our investments may be lower, or may develop more slowly, than we expect. If we do not achieve the benefits anticipated from these investments (including if our selection of areas for investment does not play out as we expect), or if the achievement of these benefits is delayed, our results of operations may be adversely affected. Additionally, as we invest and dedicate resources into new growth areas, there is no assurance that we may succeed at maintaining our competitive position in enterprise and service provider technologies.

To remain competitive and stimulate customer demand, we must effectively manage product introductions, product transitions and marketing.

We believe that we must continually develop and introduce new products, enhance our existing products, effectively stimulate customer demand for new and upgraded products, and successfully manage the transition to these new and upgraded products to maintain or increase our revenue. The success of new product introductions depends on a number of factors including, but not limited to, timely and successful research and development, pricing, market and consumer acceptance, the effective forecasting and management of product demand, purchase commitments, inventory levels and vendor deposit levels, the availability of products in appropriate quantities to meet anticipated demand, the management of manufacturing and supply costs, the management of risks associated with new product production ramp-up issues, and the risk that new products may have quality issues or other defects or bugs in the early stages of introduction. Therefore, we may not correctly determine in advance the ultimate effect of new product introductions and transitions. Additionally, if the assumptions on which we based our forecasts and management of product demand, purchase commitments, inventory levels or vendor deposit levels turn out to be incorrect, our financial performance could suffer and we could be required to write-off the value of excess products or components inventory, increase the vendor deposit levels, or not fully utilize firm purchase commitments.

In addition, the introduction or announcement of new products or product enhancements may shorten the life cycle of our existing products or reduce demand for our current products, thereby offsetting any benefits of successful product introductions and potentially lead to challenges in managing inventory of existing products. Failure to complete product transitions effectively or in a timely manner could harm our brand and lead to, among other things, lower revenue, excess prior generation product inventory, or a deficit of new product inventory and reduced profitability.

In connection with introduction of new products, and our consumer products, in particular, we may spend significant amount on advertising and other marketing campaigns, such as television, print advertising, social media and others, as well as increased promotional activities, to build brand awareness and acquire new users. While we seek to structure our advertising campaigns in the manner that we believe is most likely to encourage people to use our products and services, we may fail to identify advertising opportunities that satisfy our anticipated return on advertising spend, accurately predict customer acquisition, or fully understand or estimate the conditions and behaviors that drive customer behavior. There can be no assurance that our advertising and other marketing efforts will result in increased sales of our consumer products.

If we are unable to anticipate consumer preferences and successfully develop desirable consumer products and solutions, we might not be able to maintain or increase revenue and profitability.

Our success in the consumer product market depends on our ability to identify and originate product trends as well as to anticipate, gauge and react to changing consumer demands in a timely manner. All of our consumer products are subject to changing consumer preferences that cannot be predicted with certainty and lead times for our products may make it more difficult for us to respond rapidly to new or changing product or consumer preferences. If we are unable to introduce appealing new consumer products or novel technologies in a timely manner, or our new consumer products or technologies are not accepted or adopted by consumers, our competitors may increase their market share, which could hurt our competitive position in the consumer product market. It is also possible that competitors could introduce new products and services that negatively impact consumer preference in the type of consumer products that we supply, which could result in decreased sales of our product and a loss in market share. We may not be able to achieve an acceptable return, if any, on our research and development efforts, and our business, results of operations, liquidity and financial condition may be adversely affected. As we continually seek to enhance our consumer products, we will incur additional costs to incorporate new or revised features. We might not be able to, or determine that it is not in our interests to, raise prices to compensate for any additional costs.

Our strategy for our consumer products depends upon effectively maintaining and further developing our sales channels, including developing and supporting our retail sales channel and distributors.

We depend upon effective sales channels to reach the consumers who are the ultimate purchasers of our consumer products. In the United States, we primarily sell our consumer products through a mix of retail channels, including our webstores, e-commerce, big box, mid-market and specialty retailers, and we reach certain U.S. markets and international markets through distributors.

With some of our consumer products, we depend on retailers to provide adequate and attractive space for our products in their stores. We further depend on our retailers to employ, educate and motivate their sales personnel to effectively sell our consumer products. If our retailers do not adequately display our products, choose to reduce the space for our products in their stores or locate them in less than premium positioning, choose not to carry some or all of our consumer products or promote competitors' products over ours, or do not effectively explain to customers the advantages of our consumer products, our sales could decrease and our business could be harmed. Similarly, our business could be adversely affected if any of our large retail customers were to experience financial difficulties, or change the focus of their businesses in a way that de-emphasized the sale of our products.

Our distributors generally offer products from several different manufacturers. Accordingly, we are at risk that these distributors may give higher priority to selling other companies' products. We have limited number of distributors in certain regions, and if we were to lose the services of a distributor, we might need to find another distributor in that area and there can be no assurance of our ability to do so in a timely manner or on favorable terms. Further, our distributors build inventory in anticipation of future sales, and if such sales do not occur as rapidly as they anticipate, our distributors will decrease the size of their future product orders. We are also subject to the risks of our distributors encountering financial difficulties, which could impede their effectiveness and also expose us to financial risk if they are unable to pay for the products they purchase from us. Additionally, our international distributors buy from us in U.S. dollars and generally sell to retailers in local currency so significant currency fluctuations could impact their profitability, and in turn, affect their ability to buy future products from us.

Any reduction in sales by our current distributors, loss of key distributors or decrease in revenue from our distributors could adversely affect our revenue, results of operations and financial condition.

We may experience risks in our investments due to changes in the market, which could adversely affect the value or liquidity of our investments.

From time to time, we may maintain a portfolio of marketable securities in a variety of instruments, which may include, but not be limited to, money market funds, corporate bonds, U.S. agency bonds and commercial papers. These investments are subject to general credit, liquidity, market, and interest rate risks. As a result, we may experience a reduction in value or loss of liquidity of our investments. These market risks associated with our investment portfolio may have a negative adverse effect on our business, results of operations, and financial condition.

We maintain cash deposits in excess of federally insured limits. Adverse developments affecting financial institutions, including bank failures, could adversely affect our liquidity and financial performance.

We maintain domestic cash deposits in Federal Deposit Insurance Corporation ("FDIC") insured banks that exceed the FDIC insurance limits. We also maintain cash deposits in foreign banks where we operate, some of which are not insured or are only partially insured by the FDIC or similar agencies. Bank failures, events involving limited liquidity, defaults, non-performance, or other adverse developments that affect financial institutions, or concerns or rumors about such events, may lead to liquidity constraints. For example, on March 10, 2023, Silicon Valley Bank, in which we did not have deposits at the time, failed and was taken into receivership by the FDIC. The failure of a bank, or other adverse conditions in the financial or credit markets impacting financial institutions at which we maintain balances, could adversely impact our liquidity and financial performance. There can be no assurance

that our deposits in excess of the FDIC or other comparable insurance limits will be backstopped by the U.S. or applicable foreign government, or that any bank or financial institution with which we do business will be able to obtain needed liquidity from other banks, government institutions, or by acquisition in the event of a failure or liquidity crisis.

Our reputation and/or business could be negatively impacted by ESG matters and/or our reporting of such matters.

There is an increasing focus from regulators, certain investors, and other stakeholders concerning environmental, social, and governance (ESG) matters, both in the United States and internationally. ESG-related initiatives, goals, and/or commitments such as those regarding environmental matters, diversity, responsible sourcing and social investments, and other matters, could be difficult to achieve and costly to implement. The achievement of any goals that we may announce may rely on the accuracy of our estimates and assumptions supporting those goals. We could fail to achieve, or be perceived to fail to achieve, ESG-related initiatives, goals or commitments that we might set, and the timing, scope or nature of these initiatives, goals, or commitments, or for any revisions to them may not be acceptable to the Securities and Exchange Commission or other regulators or stakeholders, including our shareholders. Our actual or perceived failure to adopt or achieve any ESG-related initiatives, goals, or commitments that we make could negatively impact our reputation or otherwise materially harm our business.

Risks Related to Our International Operations

Our business is susceptible to risks associated with operations outside of the United States.

We have operations in China, the Czech Republic, Lithuania, Poland, Latvia, Ukraine, India, Taiwan, Vietnam and elsewhere, with our operations in Taiwan, in particular, increasingly important to our overall business. We also sell to distributors in numerous countries throughout the world. Our operations outside of the United States subject us to risks that we generally do not face in the United States. These include:

- the burdens of complying with a wide variety of foreign laws and regulations, and the risks of non-compliance, including the increased burden of complying with anti-bribery regulations, such as the Foreign Corrupt Practices Act (“FCPA”) of the United States, and the risk associated with non-compliance with such laws;
- fluctuations in currency exchange rates;
- import and export license requirements, tariffs, economic sanctions, contractual limitations and other trade barriers;
- increasing labor costs, especially in China and Vietnam;
- difficulties in managing the geographically remote personnel;
- the complexities of foreign tax systems and changes in their tax rates and rules;
- stringent consumer protection and product compliance regulations that are costly to comply with and may vary from country to country;
- limited protection and enforcement regimes for intellectual property rights in some countries;
- business disruptions created by health crises and outbreaks of communicable diseases, especially in China, such as the outbreak of COVID-19;
- increased financial accounting and reporting burdens and complexity; and
- political, social and economic instability in some jurisdictions, including impacts of the military conflict between Russia and Ukraine, the escalating tensions between China and Taiwan and the responses by governments worldwide to such conflicts.

Additionally, changes in the local political, social and economic environment in the countries in which we operate, including Taiwan and Ukraine and its surrounding countries, could adversely affect our operations outside of the United States, as well as our business, results of operations and financial condition.

If any of these risks were to come to fruition, it could negatively affect our business outside the United States and, consequently, our results of operations. Additionally, operating in markets outside the United States requires significant management attention and financial resources. We cannot be certain that the investment and additional resources required to establish, acquire or integrate operations in other countries will produce anticipated levels of revenues or profitability.

Our third-party logistics and warehousing providers in China, Vietnam and elsewhere may fail to safeguard and accurately manage and report our inventory.

We use third-party logistics and warehousing providers located in China, Vietnam and other countries to fulfill a portion of our worldwide sales. We also rely on our third-party logistics and warehousing providers to safeguard and manage and report on the status of our products at their warehouse and in transit. These service providers may fail to safeguard our products, fail to accurately segregate and report our inventory, or fail to manage and track the delivery of our products, which could have a material adverse effect on our business, results of operations and financial condition.

We face significant political risks associated with doing business in mainland China and Taiwan, particularly due to the tense relationship between mainland China and Taiwan, that could negatively affect our business.

We conduct a portion of our business in mainland China and Taiwan, and our operations in mainland China and Taiwan are critical to our business. For example, we currently operate significant R&D activities and a warehousing facility in Taiwan. Accordingly, our product development, supply chain operation and overall business, financial condition and results of operations and the market price of our shares may be affected by changes in governmental policies, taxation, inflation or interest rates in mainland China and Taiwan and by social instability and diplomatic developments in or affecting mainland China and Taiwan, which are outside of our control. Relations between mainland China and Taiwan and other factors affecting military, political or economic conditions in mainland China and Taiwan, including responses by governments worldwide to the geopolitical tension or conflict between mainland China and Taiwan, could materially and adversely affect our business, financial condition and results of operations. In addition, both China and Taiwan are leading manufacturers of the world's semiconductor supply. Conflict between China and Taiwan might lead to trade sanctions, technology disputes, or supply chain disruptions, which could, in particular, affect the semiconductor industry, which might result in reduced availability of components used to manufacture our products, especially chipsets, which may impact our ability and costs to manufacture our products.

To the extent that we develop some of our own manufacturing capacity, we will be subject to various risks associated with such activities.

We invested in developing our own manufacturing capacity to support our product development and prototyping. To the extent that we may invest in and expand or relocate these manufacturing capabilities, and increasingly rely upon such activities, we will face increased risks associated with:

- bearing the fixed costs of these activities;
- directly procuring components and materials;
- regulatory and other compliance requirements, including import and export license requirements, tariffs, economic sanctions, contractual limitations and other trade barriers;
- exposure to casualty loss and other disruptions;
- quality control;
- labor relations; and
- our limited experience in operating manufacturing facilities.

Since these activities are currently conducted in China and Vietnam and could be expanded to other foreign countries, some of these risks may be more significant due to the less predictable legal and political environment. Additionally, changes in the local political, social and economic environment could adversely affect our ability and plans to develop our own manufacturing capacity.

Our business may be negatively affected by political events and foreign policy responses.

Geopolitical uncertainties and events could cause damage or disruption to international commerce and the global economy, and thus could have a material adverse effect on us, our suppliers, logistics providers, manufacturing vendors and customers, including our distributors and other channel partners. Changes in commodity prices may also cause political uncertainty and increase currency volatility that can affect economic activity. For example, escalating tensions between the U.S., China and other countries may result in changes in laws or regulations that will affect our ability to manufacture and sell our products. The vast majority of our products that are imported into the U.S. from China are currently subject to tariffs that range between 7.5% and 25%. These tariffs have affected our operating results and margins. Additionally, the imposition of tariffs is dependent upon the classification of items under the Harmonized Tariff System ("HTS"), the value determination of the item and the country of origin of the item. Determination of the HTS, the value and the origin of the item is a technical matter that can be subjective in nature. Accordingly, although we believe our valuation determinations and classifications of HTS and origin are appropriate, there is no certainty that government agencies will agree with us. If these agencies do not agree with our determinations, we could be subject to investigation and could be required to pay additional amounts, including potential penalties which could have a material adverse effect on our business, results of operations and financial condition.

The progress and continuation of trade negotiations between the U.S. and China continues to be uncertain and a further escalation of the trade war remains a possibility. These tariffs have, and will continue to have, an adverse effect on our results of operations and margins. We can provide no assurance regarding the magnitude, scope or duration of the imposed tariffs or the magnitude, scope or duration from any relief in increases to such tariffs, as well as the potential for additional tariffs or trade barriers by the U.S., China or other countries, nor that any strategies we may implement to mitigate the impact of such tariffs or other trade actions will be successful.

Changes in U.S. social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories and countries where we currently develop and sell products, and any negative sentiments

towards the U.S. as a result of such changes, could also adversely affect our business. For example, if the U.S. government withdraws or materially modifies existing or proposed trade agreements, places greater restriction on free trade generally or imposes increases on tariffs on goods imported into the U.S., particularly from China, our business, financial condition and results of operations could be adversely affected. In addition, negative sentiments towards the U.S. among non-U.S. customers and among non-U.S. employees or prospective employees could adversely affect sales or hiring and retention, respectively.

The foreign policies of governments may be volatile and may result in rapid changes to import and export requirements, customs classifications, tariffs, trade sanctions and embargoes or other retaliatory trade measures that may cause us to raise prices, prevent us from offering products or providing services to particular entities or markets, may cause us to make changes to our operations, or create delays and inefficiencies in our supply chain. For example, political unrest and uncertainties in the Middle East, Eastern Europe and Asia Pacific, including the military conflict between Russia and Ukraine and the escalating tensions between China and Taiwan, may lead to disruptions in commerce in those regions, which would in turn impact our sales to those regions. Furthermore, if the U.S. government imposes new sanctions against certain countries or entities, such sanctions could sufficiently restrict our ability to market and sell our products and may materially adversely affect our results of operations.

In addition, reports of certain intelligence gathering methods of the U.S. government could affect customers' perception of the products of companies based in the United States. Trust and confidence in us as an equipment supplier is critical to the development and growth of our markets. Impairment of that trust, or foreign regulatory actions taken in response to reports of certain intelligence gathering methods of the U.S. government, could affect the demand for our products from customers outside of the United States and could have an adverse effect on our results of operations.

Our ability to introduce new products and support our existing products depends on our ability to manage geographically dispersed research and development teams.

Significant parts of our research and development operations are conducted in geographically dispersed localities. Our success depends on the effectiveness of our research and development activities. We must successfully manage these geographically dispersed teams in order to meet our objectives for new product introduction, product quality and product support. It can be difficult to effectively manage geographically dispersed research and development teams. If we fail to do so, we could incur unexpected costs or delays in product development.

Risks Related to Intellectual Property

We have limited ability to obtain and enforce intellectual property rights, and may fail to effectively obtain and enforce such rights.

Our success can depend significantly upon our intellectual property rights. We rely on a combination of patent, copyright, trademark, trade secret laws, and contractual rights to establish, maintain and protect these intellectual property rights, all of which afford only limited protection. Our patent rights, and the prospective rights sought in our pending patent applications, may not be meaningful or provide us with any commercial advantage and they could be opposed, contested, circumvented or designed around by our competitors or be declared invalid or unenforceable in legal proceedings. In addition, patents may not be issued from any of our current or future patent applications. Any failure of our patents or other intellectual property rights to adequately protect our technology might make it easier for our competitors to offer similar products or technologies.

We may fail to apply for patents on important products, services, technologies or designs in a timely fashion, or at all. We may not have sufficient intellectual property rights in all countries where unauthorized third party copying or use of our proprietary technology occurs and the scope of our intellectual property might be more limited in certain countries. Our existing and future patents may not be sufficient to protect our products, services, technologies or designs and/or may not prevent others from developing competing products, services, technologies or designs. We cannot predict the validity and enforceability of our patents and other intellectual property with certainty.

We have registered, and applied to register, certain of our trademarks in several jurisdictions worldwide. In some of those jurisdictions, third party filings exist for the same, similar or otherwise related products or services, which could block the registration of our marks. Even if we are able to register our marks, competitors may adopt or file similar marks to ours, register domain names that mimic or incorporate our marks, or otherwise infringe upon our trademark rights. Although we police our trademark rights carefully, there can be no assurance that we are aware of all third party uses or that we will prevail in enforcing our rights in all such instances. Any of these negative outcomes could impact the strength, value and effectiveness of our brand, as well as our ability to market our products. We have also registered domain names for websites, or URLs, that we use in our business, such as www.ui.com. If we are unable to protect our domain names, our brand, business, and results of operations could be adversely affected. Domain names similar to ours have already been registered in the United States and elsewhere, and we may be unable to prevent third parties from acquiring and using domain names that infringe, are similar to, or otherwise decrease the value of, our brand or our trademarks. In addition, although we own www.ui.com and various other global top-level domains, we might not be able to, or may choose not to, acquire or maintain other country-specific URLs in which we currently conduct or intend to conduct business.

Confidentiality agreements with our employees, licensees, independent contractors and others may not effectively prevent disclosure of our trade secrets, and may not provide an adequate remedy in the event of unauthorized use or disclosure of our trade secrets. We may also fail or have failed to obtain such agreements from such persons due to administrative oversights or other reasons. Monitoring unauthorized use of our intellectual property is difficult and costly. Unauthorized use of our intellectual property, such as the production of counterfeits of our products, and unauthorized registration and use of our trademarks by third parties, is a matter of ongoing concern. The steps we have taken may not prevent unauthorized use of our intellectual property. We may fail to detect infringements of, or take appropriate steps to enforce, our intellectual property rights. Our competitors might independently develop similar technology without infringing our intellectual property rights. Our inability or failure to effectively protect our intellectual property could reduce the value of our technology and could impair our ability to compete. Any inability or failure by us to meaningfully protect our intellectual property could result in competitors offering products that incorporate our most technologically advanced features.

We have initiated and may continue to initiate legal proceedings to enforce our intellectual property rights. Litigation, whether we are a plaintiff or a defendant, can be expensive and time-consuming, may place our intellectual property at risk of being invalidated or narrowed in scope, and may divert the efforts of our technical staff and managerial personnel.

Enforcement of our intellectual property rights abroad, particularly in China, Russia and South America, is limited.

The intellectual property protection and enforcement regimes in certain countries outside the United States are generally not as comprehensive as in the United States, and may not adequately protect our intellectual property. The legal regimes relating to the recognition and enforcement of intellectual property rights in China, Russia and South America are particularly limited. Legal proceedings to enforce our intellectual property in these jurisdictions may progress slowly, during which time infringement may continue largely unimpeded. Countries that have relatively inefficient intellectual property protection and enforcement regimes represent a significant portion of the demand for our products. These factors may make it more challenging for us to enforce our intellectual property rights against infringement. The infringement of our intellectual property rights, particularly in these jurisdictions, may materially harm our business in these markets and elsewhere by reducing our sales, and adversely affecting our results of operations, and diluting our brand or reputation.

Our contract manufacturers may not respect our intellectual property, and may produce products that compete with ours.

Our contract manufacturers operate primarily in China and Vietnam, where the prosecution of intellectual property infringement and trade secret theft is more difficult than in the United States. In the past, our contract manufacturers, their affiliates, their other customers or their suppliers have attempted to participate in efforts to misappropriate our intellectual property and trade secrets to manufacture our products for themselves or others without our knowledge. Even if the agreements with our contract manufacturers, and applicable laws, prohibit them from misusing our intellectual property and trade secrets, we may be unsuccessful in monitoring and enforcing our intellectual property rights against them. We have in the past, and may continue to discover, counterfeit goods being sold as our products or as other brands.

We operate in an industry with extensive intellectual property litigation.

Our commercial success depends in part upon us and our component suppliers not infringing intellectual property rights owned by others, and being able to resolve intellectual property claims without major financial expenditures. Our key component suppliers are often targets of intellectual property claims, and we are subject to claims as well.

There are numerous patents and patent applications in the United States and other countries relating to communications technologies. It can be difficult or impossible to conduct meaningful searches for patents relating to our technologies, or to approach third parties to seek a license to their patents. Even extensive searches for patents that may be relevant to our products may not uncover all relevant patents and patent applications. Because of the existence of a large number of patents in the networking field, the secrecy of some pending patents, and the rapid rate of issuance of new patents, it is not economically practical or even possible to determine in advance whether a product or any of its components infringes or will infringe on the patent rights of others. The asserted claims and/or initiated litigation can include claims against us or our manufacturers, suppliers, or customers, alleging infringement of their proprietary rights with respect to our existing or future products or components of those products. Regardless of the merit of these claims, they can be time-consuming, result in costly litigation and diversion of technical and management personnel, or require us to develop a non-infringing technology or enter into license agreements. Where claims are made by customers, resistance even to unmeritorious claims could damage customer relationships.

We cannot determine with certainty whether any existing or future third-party intellectual property rights would require us to alter our technologies, obtain licenses or cease certain activities. There can be no assurance that licenses will be available on acceptable terms and conditions, if at all, or that our suppliers will indemnify us, or that any indemnification will be adequate to cover our costs if a claim were brought directly against us or our customers. Furthermore, because of the potential for high court awards that are not necessarily predictable, it is not unusual to find even arguably unmeritorious claims settled for significant amounts.

We have received, and may in the future receive, claims from third parties, including competitors and non-practicing entities, asserting intellectual property infringement and other related claims. We expect to continue to receive such intellectual property claims in the future. As our revenues grow and our profile increases, the frequency and significance of these claims may increase.

Whether or not there is merit to a given claim, it can be time consuming and costly to defend against, and could:

- adversely affect our relationships with our current or future users, customers and suppliers;
- cause delays or stoppages in the shipment of our products;
- cause us to modify or redesign our products;
- cause us to rebrand our products or services;
- subject us to a temporary or permanent injunction;
- divert management's attention and resources;
- subject us to significant damages or settlements;
- cause us to give up some of our intellectual property;
- require us to enter into costly licensing agreements; or
- require us to cease offering certain of our products or services.

Some of our competitors may have substantially greater resources than we do and may be able to sustain the costs of complex intellectual property litigation to a greater degree and for longer periods of time than we could. In addition, patent holding companies and other third-party non-practicing entities that focus on extracting royalties and settlements by enforcing patent rights may target our component suppliers, manufacturers, us, our distributors, members of our sales channels, our network operators and service providers, or other purchasers of our products. These companies typically have little or no product revenues and therefore our patents may provide little or no deterrence against such companies filing patent infringement lawsuits against our component suppliers, manufacturers, us, our distributors, members of our sales channels, network operators and service providers, or other purchasers of our products.

In addition to liability for monetary damages against us or, in certain circumstances, against end users of our products, we may be prohibited from developing, commercializing or continuing to provide certain of our products unless we obtain licenses from the holders of the patents or other intellectual property rights. We cannot assure you that we will be able to obtain any such licenses on commercially reasonable terms, or at all. If we do not obtain licenses, our business, results of operations and financial condition could be materially affected and we could, for example, be required to cease offering our products or be required to materially alter our products, which could involve substantial costs and time to develop.

The production of counterfeit versions of our products may reduce our sales levels and damage our brand.

We have in the past and continue to discover counterfeit versions of our products. Although we have taken steps to combat counterfeiting, it is difficult or impossible to detect or prevent all instances of counterfeiting. Particularly if the quality of counterfeit products is poor, damage could be done to our brand. Combating counterfeiting is difficult and expensive, and may not be successful, especially in countries that have a relatively weak legal regime for the protection of intellectual property.

We use open source software in our products that may subject source code to public release or require us to re-engineer our products.

We use open source software in certain of our products, and may use more open source software in the future.

There have been claims challenging the ownership of software and claims of copyright infringement against companies that use open source software in the development of their products. We could become subject to claims regarding the ownership of what we believe to be our proprietary software and claims of copyright infringement.

Usage of open source software can also lead to greater risks than the use of third-party commercial software, because open source licensors generally do not provide warranties or controls on origin of the software.

Some open source licenses contain requirements that users make available and license the source code for the modifications or derivative works that they create based upon the open source software. If we combine our proprietary software with open source software we could, in some circumstances, be required to release our proprietary source code publicly or license such source code on unfavorable terms or at no cost. That could significantly diminish the value of some of our products and negatively affect our business.

Risks Related to Our Management and Structure

We are reliant on our founder and Chief Executive Officer, Robert J. Pera, and the departure or loss of Mr. Pera or other key personnel would disrupt our business.

Our success and future growth depend on the skills, working relationships and continued services of our founder, Chairman and Chief Executive Officer, Robert J. Pera, as well as the other members of our management team. We do not maintain any significant key person insurance with regard to any of our personnel. Mr. Pera, in particular, is central to our product development efforts and overall strategic direction. The departure or loss of Mr. Pera or any of the other members of our management team and the inability to identify and hire a qualified replacement timely would adversely affect our business, results of operations and financial condition. Our business model relies in part on leanly staffed, independent and efficient research and development teams. Our research and development teams are organized around small groups or individual contributors for a given platform, and there is little overlap in knowledge and responsibilities. In the event that we are unable to retain the services of any key contributors or are unable to identify and attract additional contributors, we may be unable to bring our products or product improvements to market in a timely manner, if at all, due to disruption in our development activities.

Our future success also depends on our ability to attract, retain and motivate our management and skilled personnel. Competition for personnel exists in the industries in which we participate, particularly for persons with specialized experience in areas such as antenna design and radio frequency equipment. If we are unable to attract and retain the necessary personnel our business, results of operations and financial condition could be materially adversely affected.

We may fail to manage our growth effectively and develop and implement appropriate control systems.

We have substantially expanded our business and operations in recent periods, including increases in the number of our distributors, contract manufacturers, headcount locations and facilities. This rapid expansion places a significant strain on our managerial, administrative, and operational resources. Our business model reflects our decision to operate with streamlined infrastructure, with lower support and administrative headcount. This may increase the risks associated with managing our growth, and we may not have sufficient internal resources to adapt or respond to unexpected challenges and compliance requirements.

Our profitability may decline as we expand into new product areas.

We receive a substantial majority of our revenues from the sale of outdoor wireless networking equipment and enterprise WLAN. As we expand into other products and services, such as video surveillance equipment, voice communication equipment, security access equipment, wireless backhaul, consumer electronics, and Software-as-a-Services, we may not be able to compete effectively with existing market participants and may not be able to realize a positive return on the investment we have made in these products or services. Entering these markets may result in increased product development costs, and our new products may have extended time to market relative to our current products. If our introduction of a new product is not successful, or if we are not able to achieve the revenues or margins we expect, our results of operations may be harmed and we may not recover our product development and marketing expenditures.

We may also be required to add a traditional direct sales force and customer support personnel to market and support new or existing products, which would cause us to experience substantially lower product margins or increase our operating expenses. Adding a traditional direct sales force or customer support personnel would reduce our operating income and may not be successful.

Our operating expenses are increasing as we make expenditures to enhance and expand our operations.

Over the past several years, we have increased our expenditure on infrastructure to support our anticipated growth. We are continuing to make significant investments in information systems, hiring more administrative personnel, using more professional services and expanding our operations outside the United States. We intend to make additional investments in systems and personnel and continue to expand our operations to support anticipated growth in our business. As a result, we expect our operating expenses to increase.

In addition, we may need in the future to build a traditional direct sales force to market and sell our products or provide additional resources or cooperative funds to our distributors. Such changes to our existing sales model would likely result in higher selling, general and administrative expenses as a percentage of our revenues.

We rely on third-party software and services to conduct our enterprise resource planning, financial planning and analysis, and financial reporting. We also rely on third party software and service for our computing, storage, bandwidth, and other services. Any disruption of or interference with these services would negatively affect our operations and seriously harm our business.

We currently use NetSuite and other software and services to conduct our order management and financial processes. The availability of this service is essential to the management of our business. As we expand our operations, we expect to utilize additional systems and service providers that may also be essential to managing our business. Although the systems and services that we require are typically available from a number of providers, it is time consuming and costly to qualify and implement these relationships.

We rely on third party service providers, such as G-Suite, Google Cloud and Amazon Web Services, to provide distributed computing infrastructure platforms for business operations, or what is commonly referred to as a “cloud” computing service. Any transition of the cloud services currently provided by these service providers to another cloud provider would be difficult to implement and will cause us to incur significant time and expense. If our existing cloud service providers experience interruptions in service regularly or for a prolonged basis, or other similar issues, our business would be seriously harmed. Additionally, our existing cloud service providers have broad discretion to change and interpret its terms of service and other policies with respect to us, and they may take actions beyond our control that could harm our business.

Our ability to manage our business would suffer if one or more of our providers suffer an interruption in their business, or experience delays, disruptions or quality control problems in their operations, or we have to change or add additional systems and services. We may not be able to control the quality of the systems and services we receive from third party service providers, which could impair our financial reporting and may negatively impact our business, results of operations and financial condition.

Our debt levels could adversely affect our ability to raise additional capital to pay dividends, repurchase our shares of common stock and fund our operations or limit our ability to react to changes in our industry or the economy.

As of June 30, 2023, our balance outstanding under the Amended Credit Agreement for our Term Facilities and Revolving Facility (each as defined herein), was \$690.6 million and \$390.0 million, respectively. In the future we may need to raise additional capital to finance our payment of dividends or repurchase shares of our common stock and fund our growth and operational goals. If additional financing is not available when required or on acceptable terms, we may not be able to pay dividends, repurchase shares of common stock, expand our business, develop or enhance our products, take advantage of business opportunities or respond to competitive pressures, which could result in lower revenues and reduce the competitiveness of our products.

In addition, any potential debt level increases could have important consequences, including:

- requiring a substantial portion of cash flows from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flows to fund our operations and capital expenditures, pay dividends, repurchase shares of our common stock and pursue business opportunities;
- increasing our vulnerability to general industry and economic conditions;
- limiting our ability to make strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to competitors who are less highly leveraged or have access to more capital.

If we are unable to integrate future acquisitions successfully, our business, results of operations and prospects could be harmed.

We may make acquisitions to improve or expand our product offerings. Our future acquisition strategy will depend on our ability to identify, negotiate, complete and integrate acquisitions. These transactions involve numerous risks, including:

- difficulties in integrating and managing the operations, technologies and products of the companies we acquire, particularly in light of our lean organizational structure;
- diversion of our management’s attention from normal daily operation of our business;
- our inability to maintain the key business relationships and the brand equity of the businesses we acquire;
- our inability to retain key personnel of the acquired business, particularly in light of the demands we place on individual contributors;
- uncertainty of entry into markets in which we have limited or no prior experience and in which competitors have stronger market positions;
- our dependence on unfamiliar affiliates and partners of the companies we acquire;
- insufficient revenues to offset our increased expenses associated with acquisitions;
- our responsibility for the liabilities of the businesses we acquire, including those which we may not anticipate; and
- our inability to maintain internal standards, controls, procedures and policies, particularly in light of our lean organizational structure.

We may be unable to secure the equity or debt funding necessary to finance future acquisitions on terms that are acceptable to us. Completing acquisitions could consume significant amounts of cash. If we finance acquisitions by issuing equity or convertible debt securities, our existing stockholders will likely experience dilution, and if we finance future acquisitions with debt funding, we will incur interest expense and may have to comply with covenants and secure that debt obligation with our assets.

Our investments in new businesses, products, services, technologies, joint ventures and other strategic transactions are inherently risky, and could disrupt our current operations.

We have invested and expect to continue to invest in new businesses, products, services, technologies, joint ventures and other strategic initiatives. These investments may involve significant risks and uncertainties, including insufficient revenues from such investments to offset any new liabilities assumed and expenses incurred in connection with these new investments, inadequate return of or loss of our investments, distraction of management from current operations, and unidentified issues not discovered in our due diligence of such investments that could cause us to fail to realize the anticipated benefits of such investments and incur unanticipated costs, expenses and liabilities. Because these investments are inherently risky, no assurance can be given that such investments will be successful and will not adversely affect our reputation, business prospects, results of operation and financial condition.

Uncertainty surrounding the elimination of LIBOR and the transition to SOFR may adversely affect our financial condition, operating results and cash flows.

On July 30, 2023, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, ended its US dollar LIBOR bank panel and the overnight and 12-month US dollar LIBOR settings have permanently ceased. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, has chosen to replace U.S. dollar LIBOR with a newly created index, calculated by reference to short-term repurchase agreements backed by U.S. Treasury securities, called SOFR. Whether SOFR will become a widely accepted benchmark in place of LIBOR, however, remains in question. The terms of our Amended Credit Agreement provide for the use of SOFR, and such rate could be higher and more volatile than LIBOR and may result in interest obligations which are higher or lower or that do not otherwise correlate over time with the interest payments that would have been made on such debt if LIBOR had remained. Accordingly, the potential effects of the foregoing on our cost of capital cannot yet be determined. Further, the same costs and risks that led to the unavailability of LIBOR may make one or more of the alternative rate methods impossible or impracticable to determine. Any of these consequences could materially and adversely affect our financing costs, and as a result, our financial condition, operating results and cash flows.

Compliance with conflict mineral disclosure requirements necessitates additional compliance cost and may create reputational challenges.

Pursuant to Section 1502 of the Dodd-Frank Act, United States publicly-traded companies are required to disclose use or potential use of certain minerals and their derivatives, including tantalum, tin, gold and tungsten, that are mined from the Democratic Republic of Congo and adjoining countries and deemed conflict minerals.

These requirements necessitate due diligence efforts to assess whether such minerals are used in our products in order to make the relevant required annual disclosures. There are, and will be, ongoing costs associated with complying with these disclosure requirements, including diligence to determine the sources of those minerals that may be used or necessary to the production of our products. Accordingly, our ability to determine with certainty the origin and chain of custody of these raw materials is limited. We may face reputational challenges that could impact future sales if we determine that certain of our products contain minerals not determined to be conflict free or if we are unable to verify with sufficient accuracy the origins of all conflict minerals used in our products.

Risks Related to Our Common Stock

Our Chief Executive Officer owns a majority of our common stock.

Robert J. Pera, our founder, Chairman, and Chief Executive Officer, is able to exercise voting rights with respect to a majority of the voting power of our outstanding stock and therefore has the ability to control the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation, or sale of all or substantially all of our assets. This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support, or conversely this concentrated control could result in the consummation of such a transaction that our other stockholders do not support. This concentrated control could also discourage certain potential investors from acquiring our common stock and might harm the trading price of our stock. In addition, Mr. Pera has the ability to control the management and major strategic investments of our company as a result of his position as our Chief Executive Officer and his ability to control the election or replacement of our directors. In the event of his death, the shares of our stock that Mr. Pera owns will be transferred to his successors, who may desire or be required to sell a significant portion of such shares. As a board member and officer, Mr. Pera owes a fiduciary duty to our stockholders and must act in good faith in a manner he reasonably believes to be in the best interests of our stockholders. As a stockholder, even a controlling stockholder, Mr. Pera is entitled to vote his shares in his own interests, which may not always be in the interests of our stockholders generally.

As of August 25, 2023, Mr. Pera beneficially owned 56,278,181 shares of our common stock. These shares are eligible for resale into the public market within the restrictions imposed by Rule 144 under the Securities Act of 1933. Sales of a significant amount of Mr. Pera's shares could adversely affect the market price for our common stock. Mr. Pera had informed us he has entered into arrangements under which he has pledged up to 25% of the shares of our common stock that he beneficially owns to secure loans with financial institutions. Mr. Pera had also indicated these loans have or will have various requirements to repay all or a portion of the

loan upon the occurrence of various events, including when the price of the common stock goes below certain specified levels. Mr. Pera may need to sell shares of our common stock to meet these repayment requirements. Upon a default under one or more of these loans, the lender could sell the pledged shares into the market without limitation on volume or manner of sale. Sales of shares by Mr. Pera to reduce his loan balance or the lenders upon foreclosure are likely to adversely affect our stock price. Mr. Pera has informed us that he expects to pay off the secured borrowing described above in the next two weeks, which will result in the release of the pledge of our common stock beneficially owned by Mr. Pera and used to secure such borrowing. Mr. Pera has also indicated to us that he may in the future from time to time pledge additional shares of common stock as collateral for margin or other loans, enter into derivative transactions based on the value of our common stock, dispose of shares of common stock, otherwise monetize shares of his common stock and/or engage in other transactions relating to shares of our common stock and/or other securities of the company. Any of these activities by Mr. Pera may adversely affect the price of our common stock. However, Mr. Pera has also indicated that he intends to continue to own at least a majority of our outstanding shares of common stock.

Not paying cash dividends to our stockholders, or repurchasing shares of our common stock pursuant to our previously announced stock repurchase program, could cause the market price for our common stock to decline.

Our payment of cash dividends is subject to, among other things, declaration by the Board of Directors of the Company, our financial position and results of operations, available cash and cash flow, capital requirements, our obligations, contingent liabilities, applicable corporate legal requirements, and other factors. If the Company fails to meet expectations related to dividends, its stock price may decline, which could have a material adverse impact on investor confidence and employee retention. These and other factors may also affect the continuation of, or activity under, our previously announced stock repurchase program. Failure to pay cash dividends could cause the market price of our common stock to decline. The discontinuance of, or lack of activity under, our previously announced stock repurchase program could also result in a lower market price of our common stock.

Fluctuations in our results of operations could cause the market price of our common stock to decline.

Our quarterly results of operations fluctuate significantly due to a variety of factors, many of which are outside of our control and are difficult or impossible to predict. We expect our results of operations will continue to fluctuate. You should not rely on our past results as an indication of our future performance. If our revenues or results of operations fall below the expectations of investors or securities analysts, or below any estimates we may provide to the market, the price of our common stock would likely decline substantially, which could have a material adverse impact on investor confidence and employee retention. Our common stock has experienced substantial price volatility since our initial public offering. In addition, the stock market as a whole has experienced major price and volume fluctuations that have affected the stock price of many technology companies in ways that may have been unrelated to these companies' operating performance.

Factors that could cause our results of operation and stock price to fluctuate include:

- varying demand for our products due to the financial and operating condition of our distributors and their customers, distributor inventory management practices and general economic conditions;
- shifts in our fulfillment practices including increasing inventory levels as part of efforts to decrease our delivery lead times;
- failure of our suppliers to provide chips or other components;
- failure of our contract manufacturers and suppliers to meet our demand;
- success and timing of new product introductions by us, and our competitors;
- increased warranty costs;
- announcements by us or our competitors regarding products, promotions or other transactions;
- costs related to legal proceedings or responding to government inquiries;
- our ability to control and reduce product costs; and
- expenses of our entry into new markets.

In addition, our business may be subject to seasonality, although our recent growth rates and timing of product introductions may have historically masked our seasonal changes in demand. For example, our consumer products may be subject to general seasonal spending trends associated with holidays.

Risks Related to Regulatory, Legal and Tax Matters

We are subject to export control and economic sanctions laws in the United States and elsewhere which could impair our ability to compete in international markets and subject us to liability if we do not comply with applicable laws.

A substantial majority of our sales are into countries outside of the United States. Sales of our products into certain countries are restricted or prohibited under U.S. export control and economic sanctions laws. In addition, certain of our products incorporate encryption components that are subject to export control regulations.

In May 2011, we filed a self-disclosure statement with the U.S. Commerce Department, Bureau of Industry and Security's ("BIS") Office of Export Enforcement ("OEE") relating a review conducted by us regarding certain export transactions from 2008 through March 2011 in which products may have been later sold into Iran by third parties. In June 2011, we also filed a self-disclosure statement with the U.S. Department of the Treasury's Office of Foreign Asset Control ("OFAC") regarding these compliance issues. We resolved the matters described in our self-disclosures with the BIS and OFAC, and have taken significant steps towards ensuring our compliance with export control regulations and embargoes. It is, however, possible that violations may occur in the future. If violations should occur in the future, the response of regulators may be more severe in light of prior compliance concerns.

In addition to U.S. export regulations, various other countries regulate the import of certain encryption technology and products, and these laws could limit our ability to distribute our products or our customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations may create delays in the introduction of our products in other countries, prevent our customers with international operations from deploying our products or, in some cases, prevent the transfer of our products to certain countries altogether. Any change in export or import regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could negatively impact our ability to sell our products to existing customers or the ability of our current and potential distributors, network operators and service providers outside the United States.

Even though we take precautions to prevent our products from being provided to targets of U.S. sanctions, our products, including our firmware updates, could be provided by our distributors, resellers and/or end users despite such precautions. Any such provision could have negative consequences, including government investigations, penalties and reputational harm. Our failure or inability to obtain required import or export approval for our products could harm our international and domestic sales and adversely affect our revenue.

Existing and new regulations, changes in existing regulations, or the enforcement of any regulations related to our products may result in unanticipated burdens, reduced demand, costs and liabilities and could materially and adversely affect our financial condition, results of operations, and our brand.

Our products are subject to governmental regulations in a variety of jurisdictions. In order to achieve and maintain market acceptance, our products must continue to comply with these regulations as well as a significant number of industry standards. For example, our wireless communication products operate through the transmission of radio signals, and radio emissions are subject to regulation in the United States and in other countries in which we do business. In the United States, various federal agencies including the Center for Devices and Radiological Health of the Food and Drug Administration, the Federal Communications Commission, the Occupational Safety and Health Administration and various state agencies have promulgated regulations that concern the use of radio/electromagnetic emissions standards. Member countries of the European Union and other countries have enacted similar standards concerning electrical safety and electromagnetic compatibility and emissions, and chemical substances and use standards.

As these regulations and standards evolve, and if new regulations or standards are implemented, we will be required to modify our products or develop and support new versions of our products, and our compliance with these regulations and standards may become more burdensome. The failure of our products to comply, or delays in compliance, with the various existing and evolving industry regulations and standards could prevent or delay introduction of our products, which could harm our business. End customer uncertainty regarding future policies may also affect demand for communications products, including our products. For example, changes in government regulations providing funding for capital investment in new industries, products or services, such as any government funding of products supporting wireline connectivity rather than wireless connectivity, could adversely impact products that are purchased by our end customers and adversely impact our business, results of operations and financial condition. Further, government requirements around the world requiring or providing preference to, domestically produced goods may limit our ability to sell our products to customers in such jurisdictions, impacting our ability to grow our sales in such jurisdictions, adversely impacting our revenues, operations and financial condition.

If existing laws or regulations regarding the use of our products or services are enforced in a manner not previously contemplated by us, our channel partners or our end customers, it could expose us or them to liability and could have a material adverse effect on our financial condition, results of operations, and our brand. Moreover, channel partners or end customers may require us, or we may otherwise deem it necessary or advisable, to alter our products to address actual or anticipated changes in the regulatory environment. Our inability to alter our products to address these requirements and any regulatory changes may have a material adverse effect on our financial condition, results of operations, and our brand. Further, the enforcement of laws and regulations may force us to withdraw one or more of our products from sale in certain jurisdictions or to recall one or more of our products in certain jurisdictions. We may incur costs and expenses relating to a withdrawal from a particular market or a recall of one or more of our products. The process of identifying products that have been widely distributed for withdrawals and recalls may be lengthy and require significant resources and we may incur significant replacement costs, damage claims and harm to our reputation. We are and expect to continue to be the subject of investigations, inquiries, data requests, actions, orders, and audits by government authorities and regulators in the United States, the European Union, and around the world. Orders issued by, or inquiries or enforcement actions initiated by, government or regulatory authorities could cause us to incur substantial costs, expose us to unanticipated liability or penalties or require us to change our business practices in a manner materially adverse to our financial condition, results of operations, and our brand.

Our failure to comply with U.S. and foreign laws related to privacy, data security, cybersecurity and data protection, such as the E.U. Data Protection Directive and China Cybersecurity Law, could adversely affect our financial condition, results of operations, and our brand.

We are or may become subject to a variety of laws and regulations in the United States and abroad regarding privacy, data security, cybersecurity and data protection. These laws and regulations are continuously evolving and developing. The scope and interpretation of the laws that are or may be applicable to us and our business, including our webstore sales, are often uncertain and may be conflicting, particularly with respect to foreign laws.

In particular, there are numerous U.S. federal, state, and local laws and regulations and foreign laws and regulations regarding privacy and the collection, sharing, use, processing, disclosure, and protection of personal information and other user data. Such laws and regulations often have changes in scope, may be subject to differing interpretations, and may be inconsistent among different jurisdictions. The costs of compliance with, and other burdens imposed by, these regulations may limit the use and adoption of our products and services and could have an adverse impact on our business, results of operations and financial condition.

For example, in April 2016, the E.U. Parliament approved a new data protection regulation, known as the General Data Protection Regulation (“GDPR”), which came into force on May 25, 2018. The GDPR includes operational requirements for companies that receive or process personal data of residents of the European Union that are different than those previously in place in the European Union, and that include significant penalties for non-compliance. Another example, in November 2016, the Standing Committee of China’s National People’s Congress passed China’s first Cybersecurity Law (“CSL”), which took effect in June 2017. The CSL is the first Chinese law that systematically lays out the regulatory requirements on cybersecurity and data protection, subjecting many previously under-regulated or unregulated activities in cyberspace to government scrutiny. More recently, the Personal Information Security Specification went into effect in October 2020, which has broad but uncertain applications and imposes a number of new privacy and data security obligations. China is also implementing new legislation on the protection of privacy and personal data, including a Personal Information Protection Law and a Data Security Law, each of which went into effect in September 2021 and may impose new obligations on us.

Additionally, California enacted the California Consumer Privacy Act (the “CCPA”) that, among other things, requires covered companies to provide new disclosures to California consumers, and afford such consumers new abilities to opt-out of certain sales of personal information. The CCPA took effect on January 1, 2020 with the privacy provisions enforceable by the California Attorney General as of July 1, 2020, and the regulations becoming enforceable as of August 1, 2020. The CCPA was significantly expanded on January 1, 2023, when the California Privacy Rights Act (“CPRA”) became effective. The CPRA amendments, among other things, give California residents the ability to limit use of certain sensitive personal information, further restrict the use of cross-contextual advertising, establish restrictions on the retention of personal information, expand the types of data breaches subject to the CCPA’s private right of action, provide for increased penalties for CCPA violations concerning California residents under the age of 16, and establish a new California Privacy Protection Agency to implement and enforce the new law. In addition, data privacy and security laws have been proposed at the federal, state, and local levels in recent years, which could further complicate compliance efforts. For example, states such as Virginia, Colorado, Utah, Connecticut, Iowa, Indiana, Tennessee, Montana and Texas have enacted their own data privacy laws. Given the recent implementation of these regulations, we cannot yet predict the impact of these regulations on our business or operations.

We strive to comply with all applicable laws, policies and legal obligations relating to privacy, data security, cybersecurity and data protection. However, given that the scope, interpretation, and application of these laws and regulations are often uncertain and may be conflicting, it is possible that these obligations may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Any failure or perceived failure by us or third-party service-providers to comply with our privacy or security policies or privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other user data, may result in governmental enforcement actions, litigation, or negative publicity, and could have an adverse effect on our brand, results of operations and financial condition.

Governments are continuing to focus on privacy, cybersecurity, data protection and data security and it is possible that new privacy or data security laws will be passed or existing laws will be amended in a way that is material to our business. Any significant change to applicable laws, regulations, or industry practices regarding our employees’ and users’ data could require us to modify our business, services and products features, possibly in a material manner, and may limit our ability to develop new products, services, and features. Although we have made efforts to design our policies, procedures, and systems to comply with the current requirements of applicable state, federal, and foreign laws, changes to applicable laws and regulations in this area could subject us to additional regulation and oversight, any of which could significantly increase our operating costs.

Government regulations designed to protect personal privacy may make it difficult for us to sell our products.

Our products may transmit and store personal information. The handling of such information is increasingly subject to regulations in numerous jurisdictions around the world. These regulations are typically intended to protect the privacy and security of personal information that is collected, stored and transmitted in or from the governing jurisdiction. In addition, because various foreign jurisdictions have different regulations concerning the storage and transmission of personal information, we may face unknown requirements that pose compliance challenges in new geographic markets that we seek to enter. Our efforts to protect the privacy of information may also fail if our encryption and security technology is inadequate or fails to operate as expected. The difficulties in complying with privacy and data protection regulations could subject us to costs, delayed product launches, liabilities or negative publicity that could impair our ability to maintain or expand our operations into some countries and therefore limit our future growth.

The vast majority of our products rely on the availability of specific unlicensed radio frequency spectrum.

The vast majority of our products operate in unlicensed radio frequency (“RF”) spectrum, which is used by a wide range of devices such as cordless phones, baby monitors, and microwave ovens, and is becoming increasingly crowded. If such spectrum usage continues to increase through the proliferation of consumer electronics and products competitive with ours, and others, the resultant higher levels of clutter and interference in the frequency bands used by our products could decrease the usage of our products. Our business could be further harmed if currently unlicensed RF spectrum becomes subject to licensing in the United States or elsewhere. Network operators and service providers that use our products may be unable to obtain licenses for RF spectrum at reasonable prices or at all. Even if the unlicensed spectrum remains unlicensed, existing and new government regulations may require we make changes in our products. For example, to provide products for network operators and service providers who utilize unlicensed RF spectrum, we may be required to limit their ability to use our products in licensed RF spectrum. The operation of our products by network operators or service providers in the United States or elsewhere in a manner not in compliance with local law could result in fines, operational disruption, or harm to our reputation. In addition, if new spectrums, either licensed or unlicensed, are made available by government regulatory agencies for broadband wireless communication that may disrupt the competitive landscape of our industry and impact our business.

We could be adversely affected by unfavorable results in litigation.

We may be involved, from time to time, in a variety of claims, lawsuits, investigations, and proceedings relating to contractual disputes, intellectual property rights, employment matters, regulatory compliance matters, consumer or securities class-actions and other litigation matters relating to various claims that arise in the normal course of business and otherwise. It can be difficult or impossible to predict the outcome of legal proceedings with any degree of certainty, particularly given that laws may be ambiguous and factual findings can often be the result of incomplete evidence, opinions, varying standards or proof, and extraneous factors. Any such proceedings or matters may adversely affect how we operate the business, divert the attention of management from the operation of the business, have an adverse effect on our reputation, result in additional costs and adversely affect our results of operations. If one or more of the legal proceedings to which we may be or become a party are resolved against us, our results of operations and financial condition could be adversely affected.

We may become subject to warranty claims, product liability and product recalls.

We have received, and may in the future receive, warranty or product liability claims that may require us to make significant expenditures to defend these claims or pay damage awards. In the event of a successful warranty claim, we may also incur costs if we compensate the affected network operator or service provider. Such claims may require a significant amount of time and expense to resolve and defend against, and could also harm our reputation by calling into question the quality of our products. We also may incur costs and expenses relating to a recall of one or more of our products. The process of identifying recalled products that have been widely distributed may be lengthy and require significant resources and we may incur significant replacement costs, contract damage claims and harm to our reputation.

Our customers and the users of our products may expect us to indemnify them against claims for intellectual property infringement, defective products and other losses.

Our customers, users and other parties may expect us to indemnify them for losses incurred in connection with our products, including as a result of intellectual property infringement, defective products, and security vulnerabilities, even if our agreements with them do not require us to provide this indemnification. In some instances, we may decide to defend and indemnify them, irrespective of whether we believe that we have an obligation to do so. The expenses associated with providing indemnification can be substantial. We may also reject demands for indemnification, which may lead to disputes with a customer or other party and may negatively impact our relationships with them.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial condition or results of operations or safeguard our assets.

Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with other controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting obligations, and prevent us from producing accurate

and timely financial statements to manage our business. If we fail to do so, our business could be negatively affected and our independent registered public accounting firm may be unable to attest to the fair presentation of our consolidated financial statements included elsewhere in this Annual Report on Form 10-K in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. If we cannot provide reliable financial reports and effectively prevent fraud, our reputation and results of operations could be harmed. Even effective internal controls have inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. The preparation of consolidated financial statements also requires us to make estimates and assumptions. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. As events continue to evolve our estimates may change materially in future periods. In addition, projections of any evaluation of effectiveness of internal control over financial reporting in future periods are subject to the risk that the control may become inadequate because of changes in conditions or a deterioration in the degree of compliance with the policies or procedures. We have in the past and may in the future fail to maintain adequate internal controls. For example, as reported in the Annual Reports on Form 10-K for the years ended June 30, 2015 and 2016, management of the Company determined that the Company did not maintain an effective control environment, which contributed to three material weaknesses in internal control over financial reporting. As described in more detail in the Annual Report on Form 10-K for the fiscal year ended June 30, 2017, under Item 9A. “Controls and Procedures”, the Company completed the remediation efforts of such material weakness, completed testing of the controls to address such material weaknesses and concluded that the previously reported material weaknesses in internal controls over financial reporting have been satisfactorily remediated as of June 30, 2017. Any such failure (including any failure to implement new or improved controls, difficulties in the execution of such implementation or deterioration of our current control practices) may result in an inability to prevent fraud, or cause us to fail to meet our reporting obligations. Any such failures may cause a material adverse effect on our business and financial results, and investor confidence and the market price of our stock may be adversely affected.

Failure to comply with the FCPA and similar laws could subject us to penalties and other adverse consequences.

We face significant risks if we fail to comply with the FCPA and other laws (such as the U.K. Bribery Act of 2010) that prohibit improper payments or offers of payment to foreign governments and their officials and political parties by us and other business entities acting on our behalf for the purpose of obtaining or retaining business, particularly as our foreign operations, such as in Taiwan, become increasingly important to our business.

In many foreign countries, particularly in countries with developing economies, which represent our principal markets, it may be a local custom that businesses operating in such countries engage in business practices that are prohibited by the FCPA or other laws and regulations. Although we have implemented a company policy requiring our employees and consultants to comply with the FCPA and similar laws, there can be no assurance that all of our employees, and agents, as well as those companies to which we outsource certain of our business operations, will not take actions in violation of our policies, for which we may be ultimately held responsible. Any violation of FCPA or similar laws could result in severe criminal or civil sanctions and suspension or debarment from U.S. government contracting, which could have a material and adverse effect on our reputation, business, results of operations and financial condition.

Our results could be adversely affected by unfavorable tax law changes, an unfavorable government review of our tax returns, or changes in our geographic earnings mix.

We are subject to periodic audits or other reviews by tax authorities in the jurisdictions in which we conduct our activities. Tax authorities could challenge our assertions with respect to how we have conducted our business operations which might result in a claim for larger tax payments from us, including, but not limited to, income and withholding taxes and potential fines or penalties. The expense of defending and resolving such audits may be significant. The amount of time to resolve such audits is also unpredictable and may divert management’s attention from our business operations. We regularly assess the likelihood of favorable or unfavorable outcomes resulting from these audits or other reviews to determine the adequacy of our provision for income taxes. Although we believe our interpretation of tax laws and tax estimates are reasonable, there can be no assurance that any final determination by taxing authorities will not be materially different from the treatment reflected in our historical income tax provisions and accruals, which could materially and adversely affect our business, results of operations and financial condition.

In the ordinary course of our business, there are many instances where the determination of tax implications is uncertain. We record a liability for unrecognized tax benefits associated with uncertain tax positions which often involves significant management judgment as to the interpretations of applicable tax laws in the jurisdictions in which we file. The final determination of our income tax liabilities by taxing authorities may be materially different than what is reflected in our income tax provisions and accruals which could materially affect our tax obligations and effective tax rate.

The legislative bodies in many jurisdictions regularly consider proposed legislation that, if adopted, could affect our tax rate in such jurisdictions, and the carrying value of our deferred tax assets or our tax liabilities. Multi-jurisdictional changes enacted in response to the guidelines provided by the Organization for Economic Cooperation and Development (“OECD”) to address base erosion and profit shifting (“BEPS”), and additional amendments or guidance regarding comprehensive U.S. tax reform, among other things, may change certain U.S. tax rules impacting the way U.S. multinationals are taxed, increase tax uncertainty and adversely impact our provision for income taxes.

As a global company, we conduct operations in multiple jurisdictions, and therefore our effective tax rate is influenced by the amounts of income and expense attributed to each such jurisdiction and the amount and type of presence in each such jurisdiction. If such amounts were to change so as to increase the amounts of our net income subject to taxation in higher tax jurisdictions, or if we were to increase our operations in jurisdictions assessing relatively higher tax rates, our effective tax rate could be adversely affected. Additionally, withholding taxes vary by jurisdiction and any changes to our operations in each jurisdiction could result in greater taxation to the company. A number of factors may affect our future effective tax rates including, but not limited to:

- the interpretation of country-by-country reports and outcome of discussions with various tax authorities regarding intercompany transfer pricing arrangements;
- changes that involve Ubiquiti’s supply chain outside of the United States;
- changes in the composition of earnings in countries or states with differing tax rates;
- the resolution of issues arising from tax audits with various tax authorities,
- changes to tax laws regarding R&D tax credits;
- changes in share-based compensation; and
- changes in tax law and/or generally accepted accounting principles.

From time to time the United States, foreign and state governments make substantive changes to tax laws and regulations. For example, in 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act, which made a number of changes, including changing the taxation of certain foreign earnings and the requirement to capitalize and amortize research and development expenditures. Further, in 2022, the U.S. government enacted the Inflation Reduction Act, which made a number of changes, including adding a 1% excise tax on stock buybacks by publicly-traded corporations and a 15% corporate minimum tax for companies with higher than \$1 billion of certain adjusted financial statement income. As a result of the 1% excise tax, the cost to us of making repurchases will increase and the number of shares repurchased pursuant to our stock repurchase programs will be reduced. Changes in tax laws and regulations and interpretations of such laws and regulations, including taxation of earnings outside of the U.S., may materially and adversely affect our business, results of operations and financial condition.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our headquarters are located in New York, NY, which we lease through September 30, 2027. In addition, we also lease office and building space around the world and within the facilities of certain suppliers for use as research and development facilities, business development and support offices, warehouses and logistics centers, and test facilities. The size and location of these properties change from time to time based on business requirements. For our research and development and business development and support personnel, we have leased offices in Taiwan, Lithuania, Latvia, Poland, India, Ukraine, the Czech Republic, the Netherlands and elsewhere, including various locations within China and the United States of America. We believe that our existing properties are in good condition and suitable for the conduct of our business.

Below are our material locations as of June 30, 2023, all of which we lease.

Location	Sq. Ft	Lease expiration	Purpose
New York	6,400	9/30/2027	Corporate Office
Taiwan	328,000	7/31/2027	R&D and Administration
Czech Republic	64,000	3/31/2029	Warehouse
Utah	72,000	2/28/2027	Warehouse and R&D
Utah	86,000	8/31/2028	Warehouse
Suzhou	93,000	6/30/2024	Manufacturing Facility
Netherlands	149,000	5/31/2036	Warehouse
Memphis	161,000	8/31/2031	Warehouse

Item 3. Legal Proceedings

Information with respect to this item may be found in Note 9 in the Notes to Consolidated Financial Statements included under Part IV, Item 15 of this Annual Report on Form 10-K.

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****Common Stock Information**

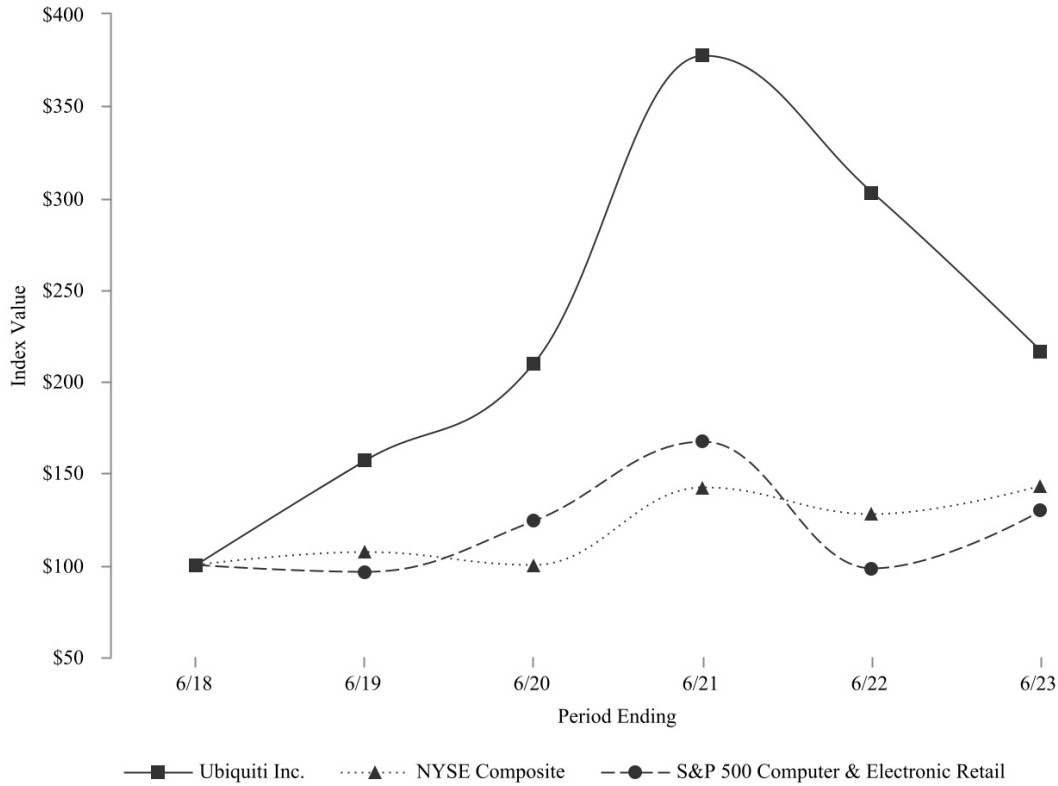
As of August 24, 2023, the number of record holders of our common stock, which is listed on the New York Stock Exchange under the ticker symbol "UI", was 6. Because most of our shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial stockholders represented by these record holders.

Stock Performance Graph

The following graph compares the cumulative total stockholder return for our common stock from June 30, 2018 to June 30, 2023, with the comparable cumulative return the NYSE Composite Index and the S&P Computer & Retail Index. The graph assumes that \$100 was invested on June 30, 2018 in our common stock, the NYSE Composite Index and the S&P Computer & Retail Index and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance. This performance graph shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Ubiquiti Inc., the NYSE Composite Index and the S&P 500 Computer & Electronics Retail Index



*100 invested on June 30, 2018 in stock or index, including reinvestments of dividends.

Issuer Purchases of Equity Securities

The following table provides information with respect to the Company's share repurchase program and the activity under the available share repurchase program during fiscal year ended June 30, 2023 (in millions, except share and per share amounts):

Date of Approved and Publicly Announced Program	Amount of Publicly Announced Program	Total Number of Shares Purchased as Part of Publicly Announced Programs	Average Price Paid per Share	Total Aggregate Amount Paid	Period of Purchase	Estimated Remaining Balance Available for Share Repurchase under the Program	Expiration date of Program
May 6, 2022	\$200	—	\$ —	—	N/A	\$ 200.00	9/30/2023

The following table provides information with respect to the Company's share repurchase program and the activity under the available share repurchase program during fiscal quarter ended June 30, 2023:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum dollar value of shares that may yet be purchased under the plans or programs
April 1, 2023 to April 30, 2023	—	—	—	\$ 200 Million
May 1, 2023 to May 31, 2023	—	—	—	\$ 200 Million
June 1, 2023 to June 30, 2023	—	—	—	\$ 200 Million
Total	—	—	—	

Dividends

The following tables provides information with respect to the Company's cash dividends declared and frequency of payments during fiscal year ended June 30, 2023 and 2022:

	Year ended June 30, 2023			
	Q1	Q2	Q3	Q4
Dividends declared date	August 26, 2022	November 4, 2022	January 31, 2023	May 5, 2023
Dividends payment date	September 13, 2022	November 21, 2022	February 21, 2023	May 22, 2023
Cash dividend paid per common stock	\$0.60	\$0.60	\$0.60	\$0.60

	Year ended June 30, 2022			
	Q1	Q2	Q3	Q4
Dividends declared date	August 27, 2021	November 3, 2021	February 3, 2022	May 3, 2022
Dividends payment date	September 15, 2021	November 22, 2021	February 22, 2022	May 23, 2022
Cash dividend paid per common stock	\$0.60	\$0.60	\$0.60	\$0.60

On August 25, 2023, the Company announced that its Board of Directors declared a cash dividend of \$0.60 per share payable on September 11, 2023 to shareholders of record at the close of business on September 5, 2023. The Company intends to pay regular quarterly cash dividends of at least \$0.60 per share during each remaining quarter of fiscal 2024, however any future dividends will be subject to the approval of the Company's Board of Directors. In determining whether to approve future dividends, the Company's Board of Directors will take into account such matters as our financial position and results of operations, available cash and cash flow, capital requirements, growth opportunities, applicable corporate legal requirements, and other factors deemed relevant.

Unregistered Securities Sold During fiscal 2023

We did not sell any unregistered securities during fiscal 2023.

Item 6. *Reserved*

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

Overview

We develop technology platforms for high-capacity distributed Internet access, unified information technology, and consumer electronics for professional, home and personal use. We categorize our solutions into three main categories: high performance networking technology for enterprises, service providers and consumers. We target the enterprise and service provider markets through our highly engaged community of service providers, distributors, value added resellers, webstores, systems integrators and corporate IT professionals, which we refer to as the Ubiquiti Community. We target consumers through digital marketing, retail

chains and, to a lesser extent, the Ubiquiti Community.

In addition to Mr. Pera, our founder, Chairman of the Board and Chief Executive Officer, who is central to our business, the majority of our human capital resources consist of entrepreneurial and de-centralized research and development (“R&D”) personnel. We do not employ a traditional direct sales force, but instead drive brand awareness through online reviews and publications, our website, our distributors and our user community where customers can interface directly with our R&D, marketing, and support teams. Our technology platforms were designed from the ground up with a focus on delivering highly-advanced and easily deployable solutions that appeal to a global customer base.

We offer a broad and expanding portfolio of networking products and solutions for operator-owners of wireless internet services (“WISPs”), enterprises and smart homes. Our operator-owner service provider-product platforms provide carrier-class network infrastructure for fixed wireless broadband, wireless backhaul systems and routing and the related software for WISPs to easily control, track and bill their customers. Our enterprise product platforms provide wireless LAN (“WLAN”) infrastructure, video surveillance products, switching and routing solutions, security gateways, door access systems, and other complimentary WLAN products along with a unique software platform, which enables users to control their network from one simple, easy to use software interface. Our consumer products are targeted to the smart home and highly connected consumers. We believe that our products are differentiated due to our proprietary software, firmware expertise, and hardware design capabilities.

We distribute our products through a worldwide network of over 100 distributors and online retailers and direct to customers through our webstores.

Supply Constraints and Risks – We have experienced significant supply constraints caused, in part, by the COVID-19 pandemic. Our efforts to mitigate these supply constraints have included, for example, increasing our inventory build in an attempt to secure supply and meet customer demand, paying higher component and shipping costs to secure supply and modifying our product designs to leverage alternate suppliers. Although these mitigation efforts are intended to optimize our access to the components required to meet customer demand for our products, we have limited visibility into future sales, which makes it difficult to forecast our future results of operations. These mitigation efforts have increased, and are expected to continue to increase, our inventory and vendor deposit balances. The increasing balances of inventories and vendor deposits significantly increase the risks of future material excess, obsolete inventory and related losses. We believe that we are taking the right actions to mitigate these continuing supply constraints, however, we recognize the associated risks.

Russia-Ukraine Military Conflict - We are monitoring the military conflict between Russia and Ukraine, escalating tensions in surrounding countries, and associated economic sanctions. While the impact on our operations in Ukraine and its surrounding countries has not been material to our business or results of operations as of the date hereof, the full impact of the military conflict on our business and results of operations remains uncertain. The extent to which the conflict may impact our business or results of operations in future periods will depend on future developments, including the severity and duration of the conflict, its impact on regional and global economic conditions, as well as its impact on surrounding countries, including its impact on our operations in Ukraine and its surrounding countries, and its impact on global supply chains. Refer to “Part I – Item IA. Risk Factors” for a discussion of these factors and other risks.

China-Taiwan Tensions - We are monitoring the escalating tensions between China and Taiwan, and associated tensions between the U.S. and China. While the impact on our operations in Taiwan has not been material to our business or results of operations as of the date hereof, the full impact of the escalating tensions and potential military conflict on our business and results of operations remains uncertain. The extent to which the conflict may impact our business or results of operations in future periods will depend on future developments, including the severity and duration of the conflict, its impact on regional and global economic conditions, as well as its impact on China-U.S. relations, including its impact on our operations in Taiwan, and its impact on global supply chains. Refer to “Part I – Item IA. Risk Factors” for a discussion of these factors and other risks.

Key Components of Our Results of Operations and Financial Condition

Revenues

We operate our business as one reportable and operating segment. Further information regarding Segments can be found in Note 13, "Segment Information, Revenues by Geography and Significant Customers," to our Consolidated Financial Statements. Our revenues are derived principally from the sale of networking hardware. Because we have historically included implied post-contract customer support (“PCS”) free of charge in many of our arrangements, we attribute a portion of our systems revenues to this implied PCS.

We classify our revenues into two primary product categories: Enterprise Technology and Service Provider Technology.

- **Enterprise Technology** includes our UniFi platforms, including UniFi Gateway Consoles, UniFi WiFi, UniFi Switches, UniFi Protect, UniFi Access, UniFi-Talk and our AmpliFi platform.
- **Service Provider Technology** includes our airMAX, EdgeMAX, UFiber, Wave, GPON and airFiber platforms, as well as embedded radio products and other 802.11 standard products including base stations, radios, backhaul equipment and CPE.

We sell our products and solutions globally to enterprises and service providers primarily through our extensive network of distributors and through direct sales through our webstores. Sales to distributors accounted for 64% and 65% of our revenues during the years ended June 30, 2023 and 2022, respectively. Direct sales accounted for 36% and 35% of our revenues during the years ended June 30, 2023 and 2022, respectively.

Cost of Revenues

Our cost of revenues is comprised primarily of the costs of procuring finished goods from our contract manufacturers and certain key components that we consign to certain of our contract manufacturers. In addition, cost of revenues includes labor and other costs which include salary, benefits and share-based compensation, in addition to costs associated with tooling, testing and quality assurance, warranty costs, logistics costs, tariffs and excess and obsolete inventory write-downs.

We currently operate warehouses located in the U.S., Europe and Asia Pacific. In addition, we outsource other logistics warehousing and order fulfillment functions located in China and to a lesser extent in other countries. We also evaluate and utilize other vendors for various portions of our supply chain from time to time. Our operations organization consists of employees and consultants engaged in the management of our contract manufacturers, new product introduction activities, logistical support and engineering.

Gross Profit

Our gross profit has been, and may in the future be, influenced by several factors including changes in product mix, target end markets for our products, channel inventory levels, tariffs, pricing due to competitive pressure, production costs and global demand for electronic components. Although we procure and sell our products mostly in U.S. dollars, our contract manufacturers incur many costs, including labor costs, in other currencies. To the extent that the exchange rates move unfavorably for our contract manufacturers, they may try to pass these additional costs on to us, which could have a material impact on our future average selling prices and unit costs. In June 2018, the Office of the United States Trade Representative announced new proposed tariffs for certain products imported into the U.S. from China. The vast majority of our products that are imported into the U.S. from China are currently subject to tariffs that range between 7.5% and 25%. These tariffs have already affected our operating results and margins. For so long as such tariffs are in effect, we expect it will continue to affect our operating results and margins. As a result, our historical and current gross profit margins may not be indicative of our gross profit margins for future periods. Refer to “Part I — Item 1A. Risk Factors — Risks Related to Our International Operations — Our business may be negatively affected by political events and foreign policy responses” for additional information.

Operating Expenses

We classify our operating expenses as research and development, and sales, general and administrative expenses.

- *Research and development expenses* consist primarily of salary and benefit expenses, including share-based compensation, for employees and costs for contractors engaged in research, design and development activities, as well as costs for prototypes, licensed or purchased intellectual property, facilities and travel. Over time, we expect our research and development costs to increase as we continue making significant investments in developing new products in addition to new versions of our existing products.
- *Sales, general and administrative expenses* include salary and benefit expenses, including share-based compensation, for employees and costs for contractors engaged in sales, marketing and general and administrative activities, as well as the costs of legal expenses, trade shows, marketing programs, promotional materials, bad debt expense, professional services, facilities, general liability insurance and travel. As our product portfolio and targeted markets expand, we may need to employ different sales models, such as building a traditional direct sales force. These sales models would likely increase our costs. Over time, we expect our sales, general and administrative expenses to increase in absolute dollars due to continued growth in headcount, expansion of our efforts to register and defend trademarks and patents and to support our business and operations.

Provisions for Income Taxes

We use the asset and liability method to account for income taxes. Significant management judgment is required in determining the provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. In preparing the consolidated financial statements, we are required to estimate income taxes in each of the jurisdictions in which we operate. We must assess potential exposures and, where necessary, provide a reserve to cover any expected loss. To the extent that we establish a reserve, the provision for income taxes would be increased. If we ultimately determine that payment of these amounts is unnecessary, we reverse the liability and recognize a tax benefit during the period in which we determine that the liability is no longer necessary. We record an additional charge in our provision for taxes in the period in which we determine that tax liability is greater than our original estimate. We recognize interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statement of operations and comprehensive income. Refer to “Part I —Item 1A. Risk Factors — Risks Related to Regulatory, Legal and Tax Matters — Changes in applicable tax regulations could negatively affect our financial results” for additional information.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”). In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management’s judgment in its application. In other cases, management’s judgment is required in selecting among available alternative accounting standards that provide for different accounting treatment for similar transactions. The preparation of consolidated financial statements also requires us to make estimates and assumptions that affect the amounts we report as assets, liabilities, revenues, costs and expenses and affect the related disclosures. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. In many instances, we could reasonably use different accounting estimates, and in some instances changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, our actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. As events continue to evolve our estimates may change materially in future periods. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management’s judgments and estimates.

Recognition of Revenues

Revenue consists of revenue from sales of hardware and the related essential software (“Products”) as well as related implied PCS. We recognize revenue when obligations under the terms of a contract with our customers are satisfied, generally, upon transfer of control of promised goods or services to customers, in an amount that reflects the consideration we expect to be entitled to receive in exchange for those goods or services. We apply the following five-step revenue recognition model:

- Identification of the contract, or contracts with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, we satisfy the performance obligation

Transfer of control to the customer for products generally occurs at the point in time when products have been shipped to our customer as this represents the point in time when the customer has a present obligation to pay and physical possession including title and risk of loss have been transferred to the customer. Revenue for PCS is recognized ratably over time over the estimated period for which implied PCS services will be delivered.

PCS is the right to receive, on a when-and-if available basis, future unspecified software upgrades and features relating to the product’s essential software as well as technical support and bug fixes.

We account for a contract with a customer when there is an approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of the consideration is probable. Our distinct performance obligations consist mainly of transferring control of our products identified in the contracts, purchase orders or invoices and implied PCS services.

Our contracts with the majority of our distribution customers do not include provisions for cancellations, returns, inventory swaps, or refunds that materially impact recognized revenue. Internet or Web based sales include regulatory provisions which allow customers to return the goods, generally within 30 days. We record a provision for returns related to this variable consideration based upon its historical returns experience with these customers.

We record amounts billed for shipping and handling costs as revenues. We classify shipping and handling costs incurred by us as cost of revenue. Deposits payments received from distributors in advance of recognition of revenues are included in current liabilities of our balance sheet and are recognized as revenues when all the criteria for recognition of revenues are met.

Transaction price and allocation to performance obligations

Transaction prices are typically based on contracted rates. Although payment terms vary, payment is generally due from customers within 60 days of the invoice date and the contracts do not have significant financing components or include extended payment terms. We are directly responsible for fulfilling the performance obligations in contracts with customers and do not rely on another party to fulfill our promise. We use observable list prices to determine the stand-alone selling price of our performance obligation related to our products, and we utilize a cost-plus margin approach to estimate the stand-alone selling price of our implied PCS obligation. When our contracts contain multiple performance obligations, we allocate the transaction price based on the estimated standalone selling prices of the promised products or services underlying each performance obligation.

The expected costs associated with our base warranties continue to be recognized as an expense when the products are sold and is not considered a separate performance obligation.

Costs for research and development and sales and marketing are expensed as incurred. If the estimated life of the hardware product should change, the future rate of amortization of the revenues allocated to PCS could also change.

Key factors considered by the Company in developing the estimated cost in the cost plus margin approach for PCS include reviewing the activities of specific employees engaged in support and software enhancements to determine the amount of time that is allocated to the development of the undelivered elements, determining the cost of the development effort, and then adding an appropriate level of gross profit to these costs.

Inventory and Inventory Valuation

Our inventories are primarily finished goods and, to a lesser extent, raw materials. Inventories are stated at the lower of actual cost, computed using the first-in, first-out method, or net realizable value (NRV). NRV is based upon an estimated average selling price reduced by the estimated costs of disposal. The determination of NRV involves numerous judgments including estimating average selling prices based upon recent sales, industry trends, existing customer orders, and seasonal factors. Should actual market conditions differ from our estimates, future results of operations could be materially affected. We reduce the value of our inventory for estimated obsolescence or lack of marketability by the difference between the cost of the affected inventory and the NRV. Write-downs are not reversed until the related inventory has been subsequently sold or scrapped.

The valuation of inventory also requires us to estimate excess and obsolete inventory. The determination of excess or obsolete inventory is estimated based on a comparison of the quantity and cost of inventory on hand to our forecast of customer demand which is dependent on various factors and requires us to use judgment in forecasting future demand for its products. We also consider the rate at which new products will be accepted in the marketplace and how quickly customers will transition from older products to newer products. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required, which would have a negative impact on our gross margin. If we ultimately sell inventory that has been previously written down, our gross margins in future periods would be positively impacted.

We capitalize manufacturing overhead expenditures as part of inventory costs. Capitalized costs primarily include management's best estimate of the indirect labor, tariffs, shipping and logistics costs incurred related to inventory acquired or produced but not sold during the respective period. Manufacturing overhead costs are capitalized to inventory and are recognized as cost of revenues in future periods based on when the inventory is sold or written-down.

Income Taxes

We account for income taxes by recognizing deferred tax assets and liabilities for the expected future tax consequences of events that have been included in our financial statements or tax returns. Deferred tax assets and liabilities are determined based on the temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred 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. We establish valuation allowances when necessary to reduce deferred tax assets to the amount we expect to realize. The assessment of whether or not a valuation allowance is required often requires significant judgment including current operating results, the forecast of future taxable income and ongoing prudent and feasible tax planning initiatives.

In addition, our calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws. We may be subject to income tax audits in each of the jurisdictions in which we operate and, as a result, must also assess exposures to any potential issues arising from current or future audits of current and prior years' tax returns. Accordingly, we must assess such potential exposures and, where necessary, provide a reserve to cover any expected loss. We recognize tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

The calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of GAAP and complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on our financial condition and operating results. We reflect changes in recognition or measurement in the period in which our change in judgment occurs.

We recognize interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statement of operations. Accrued interest and penalties are included on the related tax liability line in the consolidated balance sheet.

Results of Operations

Comparison of Years Ended June 30, 2023 and 2022

	Year ended June 30,			
	2023		2022	
	(In thousands, except percentages)			
Revenues	\$ 1,940,512	100 %	\$ 1,691,692	100 %
Cost of revenues ⁽¹⁾	1,179,781	61 %	1,021,880	60 %
Gross profit	760,731	39 %	669,812	40 %
Operating expenses:				
Research and development ⁽¹⁾	145,172	7 %	137,689	8 %
Sales, general and administrative ⁽¹⁾	70,993	4 %	69,859	4 %
Total operating expenses	216,165	11 %	207,548	12 %
Income from operations	544,566	28 %	462,264	28 %
Interest expense and other, net	58,224	3 %	17,815	1 %
Income before income taxes	486,342	25 %	444,449	27 %
Provision for income taxes	78,701	4 %	65,792	4 %
Net income	\$ 407,641	21 %	\$ 378,657	23 %
(1) Includes share-based compensation as follows				
Cost of revenues	\$ 73		\$ 74	
Research and development	3,541		2,541	
Sales, general and administrative	1,120		901	
Total share-based compensation	\$ 4,734		\$ 3,516	

Revenues

Total revenues increased \$248.8 million, or 15%, from \$1,691.7 million in fiscal 2022 to \$1,940.5 million in fiscal 2023. The increase in revenue was primarily driven by an increase in revenue in the Enterprise Technology platform. During fiscal year ended June 30, 2023, there were no material price changes in our products sold. Overall, our fiscal 2023 revenue benefited from our improved ability to secure components and produce products. We have also experienced an increase in direct sales through our webstore which has a higher average selling price compared to sales to our distribution partners and we continue to introduce new products which may have average selling prices and margins different than our legacy products.

Revenues by Product Type

	Year ended June 30,			
	2023		2022	
	(in thousands, except percentages)			
Enterprise Technology	1,621,426	84 %	1,316,685	78 %
Service Provider Technology	\$ 319,086	16 %	\$ 375,007	22 %
Total revenues	\$ 1,940,512	100 %	\$ 1,691,692	100 %

Enterprise Technology revenues increased \$304.7 million, or 23%, from \$1,316.7 million in fiscal 2022, to \$1,621.4 million in fiscal 2023 primarily due to increased revenue from our Enterprise Technology platform across all geographic regions. During fiscal 2023 we were able to procure components and manufacture products at a level far above fiscal 2022.

Service Provider Technology revenues decreased \$55.9 million, or 15%, from \$375.0 million in fiscal 2022, to \$319.1 million in fiscal 2023, primarily due to decreased revenues in our Service Provider Technology platform across all geographic locations.

Revenues by Geography

We have determined the geographical distribution of our product revenues based on our customers' ship-to destinations. A majority of our sales are to distributors who either sell to resellers or directly to end customers, who may be located in different countries than the initial ship-to destination. The following are our revenues by geography for fiscal 2023 and fiscal 2022:

	Year ended June 30,			
	2023		2022	
	(in thousands, except percentages)			
North America ⁽¹⁾	\$ 922,230	48%	\$ 790,809	47%
Europe, the Middle East and Africa	759,405	39%	675,306	40%
Asia Pacific	148,502	8%	134,961	8%
South America	110,375	5%	90,616	5%
Total revenues	\$ 1,940,512	100%	\$ 1,691,692	100%

(1) Revenue for the United States was \$855.3 and \$734.5 in fiscal 2023 and fiscal 2022, respectively.

North America

Revenues in North America increased \$131.4 million, or 16.6%, from \$790.8 million in fiscal 2022 to \$922.2 million in fiscal 2023. The year-over-year increase was primarily due to increased revenue from Enterprise Technology products, partially offset by decreased revenue from Service Provider Technology products.

Europe, the Middle East, and Africa ("EMEA")

Revenues in EMEA increased \$84.1 million, or 12.5%, from \$675.3 million in fiscal 2022 to \$759.4 million in fiscal 2023. The year-over-year increase was due to increased revenues from Enterprise Technology products, partially offset by decreased revenue from Service Provider Technology products.

Asia Pacific

Revenues in the Asia Pacific region increased \$13.5 million, or 10.0%, from \$135.0 million in fiscal 2022 to \$148.5 million in fiscal 2023. The year-over-year increase was due to increased revenues from Enterprise Technology products, partially offset by decreased revenue from Service Provider Technology products.

South America

Revenues in South America increased \$19.8 million, or 21.8%, from \$90.6 million in fiscal 2022 to \$110.4 million in fiscal 2023. The year-over-year increase was due to increased revenues from Enterprise Technology products, partially offset by decreased revenue from Service Provider Technology products.

Gross Profit

Gross profit margin decreased to 39.2% in fiscal 2023 from 39.6% in fiscal 2022. The decline in gross profit margin for fiscal 2023 as compared to fiscal 2022 was primarily driven by changes in product mix and higher component costs, partially offset by lower shipping costs.

Operating Expenses

Research and Development

R&D expenses increased \$7.5 million, or 5.4%, from \$137.7 million in fiscal 2022 to \$145.2 million in fiscal 2023. As a percentage of revenues, R&D expenses decreased from 8% in fiscal 2022 to 7% in fiscal 2023. The increase in R&D expense for fiscal 2023 versus fiscal 2022 was primarily driven by higher employee-related expenses and facility costs.

Sales, General and Administrative

Sales, general and administrative (“SG&A”) expenses increased \$1.1 million, or 1.6%, from \$69.9 million in fiscal 2022 to \$71.0 million in fiscal 2023. As a percentage of revenues, SG&A expenses remained consistent at 4% for both fiscal 2022 and 2023. The increase in fiscal 2023 SG&A expenses as compared to fiscal 2022 was primarily driven by increased fees associated with webstore credit card processing, partially offset by lower professional fees and marketing expenses.

Interest Expense and Other, net

Interest expense and other, net (“I&O”) expenses increased \$40.4 million, or 226.8%, from \$17.8 million in fiscal 2022 to \$58.2 million in fiscal 2023. As a percentage of Revenue, I&O expense increased from 1% in fiscal 2022 to 3% in fiscal 2023. The increase in I&O expense for fiscal 2023 as compared to fiscal 2022 was primarily driven by higher interest expense due to incremental borrowings and increased interest rates.

Provision for Income Taxes

Our provision for income taxes increased 19.6% from \$65.8 million for fiscal 2022 to \$78.7 million for fiscal 2023. Our effective tax rate increased to 16.2% in fiscal 2023 as compared to 14.8% for fiscal 2022. The change in effective tax rates for fiscal 2023 as compared to fiscal 2022 was primarily driven by a change in the mix of the income earned in various jurisdictions as well as an increase in current U.S. taxes as a result of mandatory capitalization and amortization of R&D expenditures incurred in fiscal year 2023, as required by the Tax Cuts and Jobs Act of 2017 (“TCJA”), and its interplay with global intangible low-taxes income (“GILTI”). There is no offsetting deferred benefit due to our election to treat GILTI as a period cost.

Comparison of Year Ended June 30, 2022 and 2021

Pursuant to Regulation S-K item 303, a detailed review of our fiscal 2022 performance compared to our fiscal 2021 performance is set forth in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended June 30, 2022 under the caption “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, filed with the SEC on August 26, 2022.

Liquidity and Capital Resources

Sources and Uses of Cash

Our principal sources of liquidity are cash and cash equivalents, cash generated by operations, the availability of additional funds under the Facilities (as defined herein) and short-term investments. We had cash and cash equivalents of \$114.8 million and \$136.2 million at June 30, 2023 and 2022, respectively.

Consolidated Cash Flow Data

The following table sets forth the major components of our consolidated statements of cash flows data for the periods presented (in thousands):

	Year ended June 30,	
	2023	2022
Net cash (used in) provided by operating activities	\$ (145,428)	\$ 370,259
Net cash (used in) investing activities	(20,934)	(11,180)
Net cash provided by (used in) financing activities	144,964	(472,273)
Net increase (decrease) in cash and cash equivalents	<u>\$ (21,398)</u>	<u>\$ (113,194)</u>

Cash Flows from Operating Activities

For fiscal 2023 the net cash used in operating activities was \$145.4 million, primarily due to a significant increase in inventory and to a lesser extent, increases in vendor deposits and accounts receivable. The key uses of cash resulting in the net cash outflow from operations was a \$487.9 million increase in inventory, a \$39.5 million increase in vendor deposits and a \$48.2 million increase in accounts receivable, partially offset by \$407.6 million of net income. The increase in inventories is a result of the strategic decision to secure inventory while components were available in an effort to increase product availability. The increase in account receivable is a result of higher sales.

Net cash provided by operating activities in fiscal 2022 consisted primarily of net income of \$378.7 million, partially offset by changes in operating assets and liabilities that resulted in net cash outflows of \$38.1 million. This net change consisted primarily of \$29.6 million increase in inventory, \$79.0 million increase in vendor deposits, and a \$10.3 million decrease in taxes payable due to the timing of federal tax payments, offset by \$52.7 million decrease in accounts receivable due to lower revenue for the period, a \$1.8 million decrease in prepaid and other assets, and a \$29.9 million increase in accounts payable, accrued and other liabilities.

Cash Flows from Investing Activities

We used \$20.9 million of cash in investing activities during fiscal 2023. Our investing activities consisted primarily of \$20.9 million of capital expenditures and purchase of intangible assets.

We used \$11.2 million of cash in investing activities during fiscal 2022. Our investing activities consisted primarily of \$13.5 million of capital expenditures and purchase of intangible assets, offset by \$2.3 million net proceeds from sales and maturities of our available-for-sale securities.

Cash Flows from Financing Activities

We had cash inflows of \$145.0 million from financing activities during fiscal 2023. During fiscal 2023, in order to support the increase in inventories we borrowed a net of \$291.9 million under our facilities, we also paid \$145.0 million for dividends on our common stock and debt issuance costs of \$1.2 million. During fiscal 2023 we increased the size of our facility to include an additional \$250.0 million term loan. The proceeds from this new term loan were used to repay a portion of the outstanding revolver loans under the revolving facility. See *Note 7 – Debt* of the Notes to our Consolidated Financial Statements included in Part IV, Item 15 of this Annual Report on Form 10-K for additional information regarding the Facilities.

We used \$472.3 million of cash in financing activities during fiscal 2022. During fiscal 2022, we used \$618.1 million related to repurchase of common stock, \$148.1 million related to dividends paid on our common stock, and received net proceeds from our borrowings of \$295.0 million. See *Note 7 – Debt* of the Notes to our Consolidated Financial Statements included in Part IV, Item 15 of this Annual Report on Form 10-K for additional information regarding the Facilities.

Liquidity

We believe our existing cash and cash equivalents, in addition to the ability to draw cash under the Revolving Facility, if needed, will be sufficient to meet our near-term working capital requirements, future stock repurchases, dividends, and capital expenditure needs for the next twelve months, as well as long-term liquidity requirements in the event that the cash from operations is not adequate to meet our cash needs. A key objective for liquidity in the next twelve months is to reduce inventories and debt levels. However, this estimate is based on a number of assumptions that may prove to be wrong and we could exhaust our available cash and cash equivalents earlier than presently anticipated or need to rely more heavily on the Facilities or other sources of liquidity to

continue to meet our needs. Our future capital requirements may vary materially from those currently planned and will depend on many factors, including our rate of revenue growth, the timing and extent of spending to support development efforts, the timing of new product introductions, market acceptance of our products, the availability of additional funds under the Facilities and overall economic conditions. The COVID-19 pandemic and resulting global disruptions have caused and may continue to cause significant volatility in financial markets and the domestic and global economy. This disruption can contribute to potential payment delays or defaults in our accounts receivable, affect asset valuations resulting in impairment charges, and affect the availability of financing credit as well as other segments of the credit markets. For a further discussion of the uncertainties and business risks associated with the COVID-19 pandemic, refer to “Part I-Item 1A. Risk Factors – Risks Related to Our Business and Industry - Our contract manufacturers, logistics centers and certain administrative and research and development operations, as well as our customers and suppliers, are located in areas likely to be subject to natural disasters, public health problems, military conflicts and geopolitical tensions, which could adversely affect our business, results of operations and financial condition” for additional information. We expect to continue to maintain financing flexibility in the current market conditions. However, due to the rapidly evolving global situation, it is not possible to predict whether unanticipated consequences of the pandemic are reasonably likely to materially affect our liquidity and capital resources in the future.

Warranties and Indemnifications

Our products are generally accompanied by a twelve to twenty-four month warranty from date of purchase, which covers both parts and labor. Generally, the distributor is responsible for the freight costs associated with warranty returns, and we absorb the freight costs of replacing items under warranty. In accordance with the Financial Accounting Standards Board’s (“FASB’s”), Accounting Standards Codification (“ASC”), 450-20, Loss Contingencies, we record an accrual when we believe it is reasonably estimable and probable based upon historical experience. We record a provision for estimated future warranty work in cost of goods sold upon recognition of revenues, and we review the resulting accrual regularly and periodically adjust it to reflect changes in warranty estimates.

We have entered and may in the future enter into standard indemnification agreements with certain distributors as well as other business partners in the ordinary course of business. These agreements may include provisions for indemnifying the distributor, OEM or other business partner against any claim brought by a third-party to the extent any such claim alleges that a Ubiquiti product infringes a patent, copyright or trademark or violates any other proprietary rights of that third-party. The maximum amount of potential future indemnification is unlimited. The maximum potential amount of future payments we could be required to make under these indemnification agreements is not estimable.

We have agreed to indemnify our directors, officers and certain other employees for certain events or occurrences, subject to certain limits, while such persons are or were serving at our request in such capacity. We may terminate the indemnification agreements with these persons upon the termination of their services with us, but termination will not affect claims for indemnification related to events occurring prior to the effective date of termination. The maximum amount of potential future indemnification is unlimited. We have a Directors and Officers insurance policy that limits our potential exposure for our indemnification obligations to our directors, officers and certain other employees. We believe the fair value of these indemnification agreements is minimal. We have not recorded any liabilities for these agreements as of June 30, 2023 or 2022.

Based upon our historical experience and information known as of the date of this Annual Report on Form 10-K, we do not believe it is likely that we will have material liability for the above indemnities as of June 30, 2023.

Contractual Obligations and Off-Balance Sheet Arrangements

Our contractual obligations represent material expected or contractually committed future payment obligations. We believe that we will be able to fund these obligations through our existing cash and cash equivalents, cash generated from operations and the availability of additional funds under the Facilities.

Purchase Obligations

We subcontract with third parties to manufacture our products and supply key components. As of June 30, 2023 we had \$1,136.7 million of purchase commitments with these third parties. If we cancel all or part of the orders, we may still be liable to the contract manufacturers for the cost of the components purchased by the subcontractors to manufacture our products. There have been no significant liabilities for current or anticipated cancellations recorded as of June 30, 2023. Our consolidated financial position and results of operations could be negatively impacted if we were required to compensate these third parties. In addition, we may be subject to additional purchase obligations to our contract manufacturers for supply agreements and components ordered by them based on manufacturing forecasts we provide them each month. See *Note 9 – Commitments and Contingencies* of the Notes to our Consolidated Financial Statements, included in Part IV, Item 15, of this Annual Report on Form 10-K for future payment

commitments under purchase commitments as of June 30, 2023.

Transition Tax

We have obligations of \$67.5 million as of June 30, 2023, related to transition tax. Payment of these obligations are expected to be \$16.9 million for fiscal 2024, \$22.5 million for fiscal 2025 and \$28.1 million for fiscal 2026. These obligations are included within Income tax payable and Long-term taxes payable on our consolidated balance sheets.

Other Obligations

As of June 30, 2023, we have other obligations of \$5.9 million which consisted primarily of commitments related to research and development projects.

Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements, refer to Note 2 to the Consolidated Financial Statements.

Item 7A. *Quantitative and Qualitative Disclosures about Market Risk*

Interest Rate Sensitivity

We had cash and cash equivalents of \$114.8 million and \$136.2 million as of June 30, 2023 and 2022. Cash and cash equivalents includes securities that have a maturity of three months or less at the date of purchase. These amounts were held primarily in cash deposit accounts in U.S. dollars. The fair value of our cash and cash equivalents would not be significantly affected by either a 10% increase or decrease in interest rates due mainly to the short-term nature of these instruments.

Debt

We are exposed to interest rates risks primarily through borrowing under our credit facility. Interest on our borrowings is based on variable rates. Based on a sensitivity analysis, as of June 30, 2023, an instantaneous and sustained 200-basis-point increase in interest rates affecting our floating rate debt obligations, and assuming that we take no counteractive measures, would result in an incremental charge to our income before income taxes of approximately \$21.6 million over the next twelve months.

Foreign Currency Risk

Certain of our sales, labor and other costs included in costs of revenue and operating expenses are denominated in the currencies of the countries in which our operations are located and may be subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Chinese Yuan, Euro, and Taiwan Dollar. A 10% appreciation or depreciation in the value of the U.S. dollar relative to the other currencies in which our revenue and expenses are denominated would result in a charge or benefit to our income before income taxes of approximately \$7.2 million for fiscal year June 30, 2023.

Item 8. *Financial Statements and Supplementary Data*

The response to this Item is submitted as a separate section of this Form 10-K. See Item 15.

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

None.

Item 9A. *Controls and Procedures*

Evaluation of Disclosure Controls and Procedures

Management, with the participation of the Company's Chief Executive Officer and Chief Accounting and Finance Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2023. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the

time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives. Based on the evaluation of our disclosure controls and procedures as of June 30, 2023, our Chief Executive Officer and Chief Accounting and Finance Officer concluded that, as of such date, our disclosure controls and procedures were effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). A company's internal control over financial reporting is a process designed by, or under the supervision of, its Chief Executive Officer and Chief Accounting and Finance Officer, and effected by such company's board of directors, management and other personnel 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 and includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) 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
- (iii) 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.

Management, with the participation of our Chief Executive Officer and Chief Accounting and Finance Officer, has conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2023, based on the framework set forth in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has concluded that the Company maintained effective internal control over financial reporting as of June 30, 2023.

The effectiveness of our internal control over financial reporting as of June 30, 2023 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended June 30, 2023, that materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Not applicable.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors and Executive Officers and Corporate Governance

The information required by this Item 10 is incorporated by reference to our Proxy Statement for the 2023 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2023 fiscal year end) under the headings "Executive Officers," "Proposal One Election of Directors – Information Regarding Nominees," "Proposal One

Election of Directors - Information Regarding Continuing Directors," and "Corporate Governance."

Item 11. *Executive Compensation*

The information required by this Item 11 is incorporated by reference to our Proxy Statement for the 2023 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2023 fiscal year end) under the headings "Executive Compensation", "Proposal One Election of Directors – Directors' Compensation" and "Corporate Governance – Compensation Committee Interlocks and Insider Participation."

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information required by this Item 12 with respect to security ownership of certain beneficial owners and management is incorporated by reference to our Proxy Statement for the 2023 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2023 fiscal year end) under the headings "Security Ownership of Certain Beneficial Owners and Management Related Stockholder Matters," and "Equity Compensation Plan Information."

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

The information required by this Item 13 is incorporated by reference to our Proxy Statement for the 2023 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2023 fiscal year end) under the headings "Certain Relationships and Related Party Transactions" and "Corporate Governance—Committees of the Board of Directors."

Item 14. *Principal Accounting Fees and Services*

The information required by this Item 14 is incorporated by reference to our Proxy Statement for the 2023 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2023 fiscal year end) under the headings "Proposal Two Ratification of the Appointment of Independent Registered Public Accounting Firm—Audit and Non-Audit Fees" and "Audit Committee Pre-Approval Policies."

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements

The financial statements filed as part of this Annual Report on Form 10-K are identified in the Index to Consolidated Financial Statements on page 53 of this Annual Report on Form 10-K.

2. Financial Statement Schedules

See Item 15(c) below.

3. Exhibits

See Item 15(b) below.

(b) Exhibits

The following exhibits are filed herewith or are incorporated by reference to exhibits previously filed with the Securities and Exchange Commission. Ubiquiti Inc. (the “Registrant”) shall furnish copies of exhibits for a reasonable fee (covering the expense of furnishing copies) upon request.

Exhibit Number	Description	Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed	Filed Herewith
3.1	Third Amended and Restated Certificate of Incorporation of Ubiquiti Inc., as amended	10-K		August 21, 2019	
3.2	Amended and Restated Bylaws, as amended, as of December 17, 2020	8-K	3.1	December 18, 2020	
4.1	Specimen Common Stock Certificate of Ubiquiti Networks, Inc.	S-1	4.1	October 3, 2011	
4.2	Registration Agreement, dated March 2, 2010, between Ubiquiti Networks, Inc. and certain holders of Ubiquiti Networks, Inc.’s capital stock named therein.	S-1	4.2	June 17, 2011	
4.3	Investor Rights Agreement, dated as of March 2, 2010, between Ubiquiti Networks, Inc. and certain holders of Ubiquiti Networks, Inc.’s capital stock named therein.	S-1	4.3	June 17, 2011	
4.4	Descriptions of the Company’s Securities				X
10.1	Form of Indemnification Agreement between Ubiquiti Networks, Inc. and its directors and officers.	S-1	10.1	October 3, 2011	
10.2#	Amended and Restated 2010 Equity Incentive Plan and forms of agreement thereunder.	S-1	10.2	June 17, 2011	
10.3#	Ubiquiti Inc. 2020 Omnibus Incentive Plan	8-K	10.1	December 11, 2020	
10.4#	Employment Agreement, dated as of March 1, 2016, between Ubiquiti Networks, Inc. and Kevin Radigan.	10-K	10.6	August 22, 2016	
10.5	Jinyong Ji Investment Taiwan Lease, dated as of March 16, 2010, between Ubiquiti Networks, Inc. and Jinyong Ji Investment Co., Ltd.	S-1	10.1	June 17, 2011	

10.6	Taiwan Lease, dated as of July 20, 2011, between Jin Yeoung Ji Co., Ltd. and Ubiquiti Networks International Limited, Taiwan Branch.	10-Q	10.15	November 14, 2011	
10.7†	Amended Technology License Agreement, dated as of September 1, 2010, between Ubiquiti Networks, Inc. and Atheros Communications, Inc.	S-1	10.12	June 17, 2011	
10.8	Third Amended and Restated Credit Agreement, dated as of March 30, 2021, by and among Ubiquiti Inc. as borrower, certain domestic subsidiaries of the borrower, as guarantors, the lenders and other financial institutions party thereto and Wells Fargo Bank, National Association, as administrative agent.	8-K	10.1	April 5, 2021	
10.9	First Amendment to Third Amended and Restated Credit Agreement, dated as of April 3, 2023, by and among Ubiquiti Inc., as borrower, certain domestic subsidiaries of the borrower, as guarantors, the lenders and other financial institutions party thereto and Wells Fargo Bank, National Association, as administrative and collateral agent.	8-K	10.1	April 7, 2023	
21.1	List of subsidiaries of Ubiquiti Inc.				X
23.1	Consent of independent registered public accounting firm				X
31.1	Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.				X
31.2	Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.				X
32.1	Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.				X
101.INS	XBRL Instance Document				X
101.SCH	XBRL Taxonomy Schema Linkbase Document				X
101.CAL	XBRL Taxonomy Calculation Linkbase Document				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	XBRL Taxonomy Labels Linkbase Document				X
101.PRE	XBRL Taxonomy Presentation Linkbase Document				X
104	Cover Page Interactive Data File - (formatted as Inline XBRL and contained in Exhibit 101)				X

Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.

† Portions of the exhibit have been omitted pursuant to an order granted by the Securities and Exchange Commission for confidential treatment.

~ In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

(c) Financial Statement Schedules.

Schedules not listed above have been omitted because they are not applicable or required, or the information required to be set forth therein is included in the Consolidated Financial Statements or Notes thereto.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ubiquiti Inc.

Dated: August 25, 2023

By: /s/ Robert J. Pera

Robert J. Pera

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

Dated: August 25, 2023

By: /s/ Kevin Radigan

Kevin Radigan

*Chief Accounting and Finance Officer
(Principal Financial Officer and Principal Accounting Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Pera</u> Robert J. Pera	Chief Executive Officer and Director (Principal Executive Officer)	August 25, 2023
<u>/s/ Kevin Radigan</u> Kevin Radigan	Chief Accounting and Finance Officer (Principal Financial Officer and Principal Accounting Officer)	August 25, 2023
<u>/s/ Ronald A. Sege</u> Ronald A. Sege	Director	August 25, 2023
<u>/s/ Rafael Torres</u> Rafael Torres	Director	August 25, 2023
<u>/s/ Brandon Arrindell</u> Brandon Arrindell	Director	August 25, 2023

UBIQUITI INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
<u>Report of Independent Registered Public Accounting Firm (PCAOB ID 185)</u>	<u>54</u>
<u>Consolidated Balance Sheets</u>	<u>56</u>
<u>Consolidated Statements of Operations and Comprehensive Income</u>	<u>57</u>
<u>Consolidated Statements of Stockholders' Equity (Deficit)</u>	<u>58</u>
<u>Consolidated Statements of Cash Flows</u>	<u>59</u>
<u>Notes to Consolidated Financial Statements</u>	<u>60</u>

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Ubiquiti Inc.:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Ubiquiti Inc. and subsidiaries (the Company) as of June 30, 2023 and June 30, 2022, the related consolidated statements of operations and comprehensive income, stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended June 30, 2023, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of June 30, 2023, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2023 and June 30, 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended June 30, 2023, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2023, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audit of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated 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 consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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.

Critical Audit Matter

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

Excess and obsolete inventory

As discussed in Note 2 to the consolidated financial statements, the Company's inventories of \$737,121 thousand as of June 30, 2023 are stated at the lower of actual cost, computed using the first-in, first-out method, and net realizable value (NRV). The Company reduces the value of its inventory for estimated obsolescence or lack of marketability by the difference between the cost of the affected inventory and the NRV. The determination of excess or obsolete inventory is estimated based on a comparison of the quantity and cost of inventory on hand to the Company's forecast of customer demand, which is dependent on various factors and requires the Company to use judgment in forecasting future demand for its products.

We identified the assessment of the value of certain finished goods inventory as a critical audit matter. Subjective auditor judgement was required to evaluate the Company's estimates of forecasted customer demand, which can be affected by market and economic conditions outside the Company's control, including evaluating whether past consumption is indicative of future inventory demand.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's finished goods inventory valuation process. This included controls related to the development of estimates of forecasted customer demand of inventory. We evaluated current year estimates of forecasted customer demand used to determine the value of excess and obsolete inventory. We selected certain inventory items and compared the Company's prior year estimate of forecasted customer demand to actual sales results to assess the Company's ability to accurately forecast and evaluate whether past consumption was indicative of future inventory demand.

/s/ KPMG LLP

We have served as the Company's auditor since 2016.

New York, New York
August 25, 2023

UBIQUITI INC.
Consolidated Balance Sheets
(In thousands, except share and per share data)

	June 30,	
	2023	2022
Assets		
Current assets:		
Cash and cash equivalents	\$ 114,826	\$ 136,224
Investments — short-term	109	427
Accounts receivable, net of allowance for doubtful accounts of \$92 and \$52 at June 30, 2023 and 2022 respectively	167,787	119,627
Inventories	737,121	262,441
Vendor deposits	125,227	89,661
Prepaid expenses and other current assets	21,974	13,193
Total current assets	1,167,044	621,573
Property and equipment, net	86,845	80,232
Operating lease right-of-use assets, net	57,485	64,231
Deferred tax assets	23,701	6,618
Other long-term assets	71,324	72,058
Total assets	\$ 1,406,399	\$ 844,712
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 154,157	\$ 83,663
Income taxes payable	19,309	14,061
Debt — short-term	36,508	23,865
Other current liabilities	141,845	189,361
Total current liabilities	351,819	310,950
Income taxes payable — long-term	74,880	94,169
Operating lease liabilities — long-term	46,052	54,025
Debt — long-term	1,041,381	762,622
Deferred tax liability — long-term	226	—
Other long-term liabilities	7,774	5,822
Total liabilities	1,522,132	1,227,588
Commitments and contingencies (Note 9)		
Stockholders' deficit:		
Preferred stock—\$0.001 par value; 50,000,000 shares authorized; none issued	—	—
Common stock—\$0.001 par value; 500,000,000 shares authorized: 60,441,896 and 60,420,525 issued and outstanding at June 30, 2023 and 2022, respectively	60	60
Additional paid-in capital	4,721	650
Accumulated other comprehensive (loss)	—	(474)
Accumulated deficit	(120,514)	(383,112)
Total stockholders' (deficit)	(115,733)	(382,876)
Total liabilities and stockholders' deficit	\$ 1,406,399	\$ 844,712

See accompanying notes to consolidated financial statements.

UBIQUITI INC.

Consolidated Statements of Operations and Comprehensive Income
(In thousands, except per share amounts)

	Year ended June 30,		
	2023	2022	2021
Revenues	\$ 1,940,512	\$ 1,691,692	\$ 1,898,094
Cost of revenues	1,179,781	1,021,880	985,818
Gross profit	<u>760,731</u>	<u>669,812</u>	<u>912,276</u>
Operating expenses:			
Research and development	145,172	137,689	116,171
Sales, general and administrative	70,993	69,859	53,513
Total operating expenses	<u>216,165</u>	<u>207,548</u>	<u>169,684</u>
Income from operations	544,566	462,264	742,592
Interest expense and other, net	(58,224)	(17,815)	(14,938)
Income before income taxes	486,342	444,449	727,654
Provision for income taxes	78,701	65,792	111,070
Net income	<u>\$ 407,641</u>	<u>\$ 378,657</u>	<u>\$ 616,584</u>
Net income per share of common stock:			
Basic	\$ 6.75	\$ 6.14	\$ 9.79
Diluted	\$ 6.74	\$ 6.13	\$ 9.78
Weighted average shares used in computing net income per share of common stock:			
Basic	60,435	61,689	62,991
Diluted	60,451	61,723	63,052
Other comprehensive income:			
Unrealized losses on available-for-sale securities	—	(475)	(8)
Other comprehensive loss	—	(475)	(8)
Comprehensive income	<u>\$ 407,641</u>	<u>\$ 378,182</u>	<u>\$ 616,576</u>

See accompanying notes to consolidated financial statements.

UBIQUITI INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
In thousands, except share data

	Common Stock		Additional Paid-In Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Loss	Total Stockholders' Equity (Deficit)
	Shares	Amount				
Balance at June 30, 2020	63,687,891	\$ 64	\$ 447	\$ (295,978)	\$ 9	\$ (295,458)
Net Income	—	—	—	616,584	—	616,584
Other comprehensive income (loss)	—	—	—	—	(8)	(8)
Stock options exercised	11,734	—	125	—	—	125
Restricted stock units issued, net of tax withholdings	28,421	—	(998)	—	—	(998)
Repurchase of Common Stock	(1,145,188)	(1)	(2,603)	(217,158)	—	(219,762)
Share-based compensation expense	—	—	3,029	—	—	3,029
Dividends paid on Common Stock (\$1.60 per share)	—	—	—	(100,813)	—	(100,813)
Balance at June 30, 2021	62,582,858	\$ 63	\$ —	\$ 2,635	\$ 1	\$ 2,699
Net Income	—	—	—	378,657	—	378,657
Other comprehensive income (loss)	—	—	—	—	(475)	(475)
Stock options exercised	8,413	—	98	—	—	98
Restricted stock units issued, net of tax withholdings	23,107	—	(1,185)	—	—	(1,185)
Repurchase of Common Stock	(2,193,853)	(3)	(1,779)	(616,349)	—	(618,131)
Share-based compensation expense	—	—	3,516	—	—	3,516
Dividends paid on Common Stock (\$2.40 per share)	—	—	—	(148,055)	—	(148,055)
Balance at June 30, 2022	60,420,525	\$ 60	\$ 650	\$ (383,112)	\$ (474)	\$ (382,876)
Net Income	—	—	—	407,641	—	407,641
Reclassification adjustment for loss on investments included in net income	—	—	—	—	474	474
Stock options exercised	2,112	—	23	—	—	23
Restricted stock units issued, net of tax withholdings	19,259	—	(686)	—	—	(686)
Share-based compensation expense	—	—	4,734	—	—	4,734
Dividends paid on Common Stock (\$2.40 per share)	—	—	—	(145,043)	—	(145,043)
Balance at June 30, 2023	60,441,896	\$ 60	\$ 4,721	\$ (120,514)	\$ —	\$ (115,733)

See accompanying notes to consolidated financial statements.

UBIQUITI INC.
Consolidated Statements of Cash Flows
(In thousands)

	Years Ended June 30,		
	2023	2022	2021
Cash Flows from Operating Activities:			
Net income	\$ 407,641	\$ 378,657	\$ 616,584
Adjustments to reconcile net income to net cash (used in)/provided by operating activities:			
Depreciation and amortization	16,292	13,689	12,100
Amortization of debt issuance costs	1,405	1,319	1,791
Non-cash lease expense	362	1,142	251
Premium amortization and (discount accretion), net	—	88	16
Write off unamortized debt issuance costs	—	—	267
Provision for inventory obsolescence	13,391	2,413	(249)
Provision for loss on vendor deposits	(3,913)	8,907	10,712
Share-based compensation	4,734	3,516	3,029
Deferred taxes	(16,857)	(1,842)	(674)
Change in unrealized loss on available-for-sale securities	792	—	—
Provision for sales returns	553	1,004	—
Other, net	365	(555)	509
Changes in operating assets and liabilities:			
Accounts receivable	(48,200)	52,657	(30,136)
Inventories	(487,922)	(29,565)	52,890
Vendor deposits	(39,457)	(79,034)	(17,092)
Prepaid expenses and other assets	(10,252)	1,841	(30,543)
Accounts payable	69,730	(28,686)	(43,343)
Income taxes payable	(14,041)	(10,288)	(27,774)
Deferred revenues	(1,321)	(3,593)	7,463
Accrued and other liabilities	(38,730)	58,589	56,221
Net cash (used in) provided by operating activities	<u>(145,428)</u>	<u>370,259</u>	<u>612,022</u>
Cash Flows from Investing Activities:			
Purchase of property and equipment and other long-term assets	(20,934)	(13,468)	(18,325)
Purchase of investments	—	(1,479)	(1,863)
Proceeds from sale of investments	—	2,457	—
Proceeds from maturities of investments	—	1,310	922
Net cash (used in) investing activities	<u>(20,934)</u>	<u>(11,180)</u>	<u>(19,266)</u>
Cash Flows from Financing Activities:			
Proceeds from borrowing under the credit facility - Term	250,000	—	37,500
Proceeds from borrowing under the credit facility- Revolver	415,000	345,000	75,000
Repayment against credit facility- Revolver	(345,000)	(25,000)	(255,000)
Repayment against credit facility- Term	(28,125)	(25,000)	(18,750)
Debt issuance costs	(1,205)	—	(3,257)
Repurchases of common stock	—	(618,131)	(219,762)
Payment of common stock cash dividends	(145,043)	(148,055)	(100,813)
Proceeds from exercise of stock options	23	98	125
Tax withholdings related to net share settlements of restricted stock units	(686)	(1,185)	(998)
Net cash provided by (used in) financing activities	<u>144,964</u>	<u>(472,273)</u>	<u>(485,955)</u>
Net increase (decrease) in cash and cash equivalents	(21,398)	(113,194)	106,801
Cash and cash equivalents at beginning of period	136,224	249,418	142,617
Cash and cash equivalents at end of period	<u>\$ 114,826</u>	<u>\$ 136,224</u>	<u>\$ 249,418</u>
Supplemental Disclosure of Cash Flow Information:			
Income taxes paid, net of refunds	\$ 109,685	\$ 78,180	\$ 139,623
Interest paid	\$ 53,870	\$ 11,561	\$ 11,811
Non-Cash Investing and Financing Activities:			
Right-of-use asset recognized	\$ 7,201	\$ 34,516	\$ 24,281
Unpaid property and equipment and other long-term assets	\$ 1,274	\$ 511	\$ 233

See accompanying notes to consolidated financial statements.

UBIQUITI INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—BUSINESS AND BASIS OF PRESENTATION

Business— Ubiquiti Inc. and its wholly owned subsidiaries (collectively, “Ubiquiti” or the “Company”) develop high performance networking technology for service providers, enterprises and consumers globally.

The Company operates on a fiscal year ending June 30. In these notes, Ubiquiti refers to the fiscal years ended June 30, 2023, 2022 and 2021 as fiscal 2023, fiscal 2022 and fiscal 2021, respectively.

Basis of Presentation— The Company’s consolidated financial statements and accompanying notes are prepared in accordance with U.S. generally accepted accounting principle (“GAAP”) and include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated. The Company has reclassified certain amounts reported in the previous period to conform to the current period presentation.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Those estimates and assumptions include, but are not limited to, revenue recognition and deferred revenue; sales return reserves; inventory valuation and vendor deposits; accounting for income taxes, including the valuation allowance on deferred tax assets and reserves for uncertain tax positions. We evaluate our estimates and assumptions based on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ materially from those estimates.

Segments

Management has determined that it operates as one reportable and operating segment as the Company’s Chief Executive Officer, who is the Company’s chief operating decision maker, does not make decisions about resources to be allocated or assess performance on a disaggregated segment basis. Further information regarding Segments can be found in Note 13, to the consolidated financial statements.

Recognition of Revenues

Revenue consists of revenue from sales of hardware and the related essential software (“Products”) as well as related implied post-contract customer support (“PCS”). We recognize revenue when obligations under the terms of a contract with our customers are satisfied, generally, upon transfer of control of promised goods or services to customers, in an amount that reflects the consideration we expect to be entitled to receive in exchange for those goods or services. We apply the following five-step revenue recognition model:

- Identification of the contract, or contracts with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when, or as, we satisfy the performance obligation

Transfer of control to the customer for products generally occurs at the point in time when products have been shipped to our customer as this represents the point in time when the customer has a present obligation to pay and physical possession including title and risk of loss have been transferred to the customer. Revenue for PCS is recognized ratably over time over the estimated period for which implied PCS services will be delivered.

PCS is the right to receive, on a when-and-if available basis, future unspecified software upgrades and features relating to the product’s essential software as well as technical support and bug fixes.

The Company accounts for a contract with a customer when there is an approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of the consideration is probable. The Company’s distinct performance obligations consist mainly of transferring control of its products identified in the

contracts, purchase orders or invoices and implied PCS services.

Our contracts with the majority of our distribution customers do not include provisions for cancellations, returns, inventory swaps, or refunds that materially impact recognized revenue. Internet or Web based sales include regulatory provisions which allow customers to return the goods, generally within 30 days. The Company records a provision for returns related to this variable consideration based upon its historical returns experience with these customers.

We record amounts billed for shipping and handling costs as revenues. We classify shipping and handling costs incurred by us as cost of revenue. Deposit payments received from distributors in advance of recognition of revenues are included in current liabilities of our balance sheet and are recognized as revenues when all the criteria for recognition of revenues are met.

Transaction price and allocation to performance obligations

Transaction prices are typically based on contracted rates. Although payment terms vary, payment is generally due from customers within 60 days of the invoice date and the contracts do not have significant financing components or include extended payment terms. The Company is directly responsible for fulfilling its performance obligations in contracts with customers and does not rely on another party to fulfill its promise. We use observable list prices to determine the stand-alone selling price of our performance obligation related to our products, and we utilize a cost-plus margin approach to estimate the stand-alone selling price of our implied PCS obligation. When our contracts contain multiple performance obligations, we allocate the transaction price based on the estimated standalone selling prices of the promised products or services underlying each performance obligation.

The expected costs associated with our base warranties continue to be recognized as an expense when the products are sold and are not considered a separate performance obligation.

Costs for research and development and sales and marketing are expensed as incurred. If the estimated life of the hardware product should change, the future rate of amortization of the revenues allocated to PCS could also change.

Key factors considered by the Company in developing the estimated cost in the cost plus margin approach for PCS includes reviewing the activities of specific employees engaged in support and software enhancements to determine the amount of time that is allocated to the development of the undelivered elements, determining the cost of the development effort, and then adding an appropriate level of gross profit to these costs. As of June 30, 2023 and 2022, the Company had deferred revenues of \$25.7 million and \$26.6 million, respectively.

Cash and Cash Equivalents

The Company considers investments purchased with a maturity period of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are stated at cost which approximates fair value. The Company deposits cash and cash equivalents with financial institutions that management believes are of high credit quality. The Company's cash and cash equivalents consist primarily of cash deposited in U.S. dollar denominated interest-bearing deposit accounts and money market funds. We maintain domestic cash deposits in Federal Deposit Insurance Corporation ("FDIC") insured banks that exceed the FDIC insurance limits. We also maintain cash deposits in foreign banks where we operate, some of which are not insured or are only partially insured by the FDIC or similar agencies. An immaterial portion of our cash balances are covered by FDIC insurance.

Concentration of Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents, marketable securities and accounts receivable. The Company limits its exposure by primarily placing its cash in interest-bearing deposit accounts and marketable securities with high credit quality financial institutions.

The Company derives its accounts receivable from revenues earned from customers located worldwide. The Company bases credit decisions primarily upon a customer's past credit history. If upfront deposits or prepayments are not required, customers then may be granted standard credit terms, which range from net 30 to 60 days.

The Company subcontracts with third parties to manufacture most of our products. The Company relies on the ability of these contract manufacturers to produce the products sold to its distributors. A significant portion of the Company's products are manufactured by a few contract manufacturers.

Inventory and Inventory Valuation

The Company's inventories are finished goods and raw materials. Inventories are stated at the lower of actual cost, computed using the first-in, first-out method, and net realizable value ("NRV"). NRV is based upon an estimated average selling price reduced by the estimated costs of disposal. The determination of net realizable value involves certain judgments including estimating average selling prices based on recent sales. Should actual market conditions differ from the Company's estimates, future results of operations could be materially affected. The Company reduces the value of its inventory for estimated obsolescence or lack of marketability by the difference between the cost of the affected inventory and the NRV. Write-downs are not reversed until the related inventory has been subsequently sold or scrapped.

The valuation of inventory also requires the Company to estimate excess and obsolete inventory. The determination of excess or obsolete inventory is estimated based on a comparison of the quantity and cost of inventory on hand to the Company's forecast of customer demand, which is dependent on various factors and requires the Company to use judgment in forecasting future demand for its products. The Company also considers the rate at which new products will be accepted in the marketplace and how quickly customers will transition from older products to newer products. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required, which would have a negative impact on the Company's gross margin. If the Company ultimately sells inventory that has been previously written down, the Company's gross margins in future periods would be positively impacted.

The Company capitalizes manufacturing overhead expenditures as part of inventory costs. Capitalized costs primarily include management's best estimate of the indirect labor, tariffs, shipping and logistics costs incurred related to inventory acquired or produced but not sold during the respective period. Manufacturing overhead costs are capitalized to inventory and are recognized as cost of revenues in the future periods based on when the inventory is sold or written-down.

Product Warranties

The Company offers warranties on certain products, generally for a period of one to two years, and records a liability for the estimated future costs associated with potential warranty claims. The warranty costs are reflected in the Company's consolidated statement of operations and comprehensive income within cost of revenues. The warranties are typically in effect for 12 to 24 months from the distributor's and webstore customer's purchase date of the product. The Company assesses the adequacy of its accrued warranty liabilities and adjusts the amounts as necessary based on historical experience factors and changes in future estimates. Historical factors include product failure rates, material usage and service delivery costs incurred in correcting product failures. In certain circumstances, the Company may have recourse from its contract manufacturers for the replacement cost of defective products, which it also factors into its warranty liability assessment.

Allowance for Doubtful Accounts

The Company records its allowance for doubtful accounts based on its assessment of various factors, including historical experience, age of the accounts receivable balances, credit quality of the Company's customers, current economic conditions and other factors that may affect the customers' abilities to pay.

In cases where the Company is aware of circumstances that may impair a specific customer's ability to meet its obligations to the Company, the Company records a specific allowance against amounts due from the customer, and thereby reduces the net recognized receivable to the amounts it reasonably believes will be collected.

The allowance for doubtful accounts activity was as follows (in thousands):

	Year ended June 30,		
	2023	2022	2021
Beginning balance	\$ 52	\$ 47	\$ 203
Charged to (released from) expenses	40	5	7
Bad debt write-offs	—	—	(163)
Ending balance	<u>\$ 92</u>	<u>\$ 52</u>	<u>\$ 47</u>

Long Lived Assets

In accordance with the authoritative guidance for impairment or disposal of long-lived assets (ASC 360), we assess potential impairments to our long-lived assets, including property and equipment, when there is evidence that events or changes in

circumstances indicate that the carrying value may not be recoverable. We recognize an impairment loss when the undiscounted cash flows expected to be generated by an asset or group of assets, are less than the asset's carrying value. Any required impairment loss would be measured as the amount by which the asset's carrying value exceeds its fair value, and would be recorded as a reduction in the carrying value of the related asset and charged to results of operations. The Company did not recognize any material impairment losses for fiscal years 2023, 2022 and 2021.

Property and Equipment

Furniture, fixtures and equipment are recorded at cost.

The Company computes depreciation or amortization using the straight-line method over estimated useful lives, as follows:

	Estimated Useful Life
Testing equipment	3 to 5 years
Computer and other equipment	3 to 5 years
Furniture and fixtures	3 to 5 years
Software	up to 3 years
Corporate aircraft	15 years
Leasehold improvements	shorter of lease term or useful life

Upon retirement or disposition, the asset cost and related accumulated depreciation are removed with any gain or loss recognized in the consolidated statement of operations. Expenditures for maintenance and repairs are charged to operations as incurred.

Intangible Assets

The Company's intangible assets consist primarily of domain name purchase and legal costs associated with application for and registration of the Company's trademarks, which are all included in other long-term assets. The Company amortizes all definite-lived intangible assets that are subject to amortization over the estimated useful life based on economic benefit. Domain names are amortized over 15 years, while other intangible assets are generally amortized over 5 years. All patent filing and defense costs are expensed as incurred, however, to date these costs have not been significant.

Leases

The Company enters into agreements under which we lease various real estate spaces, including warehouse facilities and office space, that are generally leased under noncancelable agreements and include various renewal options for additional periods and/or have options to early terminate. At contract inception, the Company determines if an arrangement is a lease, or contains a lease, of an identified asset for which the Company has the right to obtain substantially all of the economic benefits from its use and the right to direct its use. Right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term, while lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at lease commencement date based on the present value of lease payments over the lease term. The implicit discount rate in the Company's leases generally cannot readily be determined and therefore, the Company uses its incremental borrowing rate based on information available at lease commencement date in determining the present value of future payments. ROU assets are determined based upon the calculated lease liability, adjusted by unamortized initial direct costs, unamortized lease incentives received and cumulative deferred or prepaid lease payments. The Company has options to renew or terminate certain leases. These options are included in the determination of lease term when it is reasonably certain that the Company will exercise such options. The Company does not separate lease and non-lease components in determining ROU assets or lease liabilities for operating leases. Additionally, the Company does not recognize ROU assets or lease liabilities for leases with original terms or renewals of one year or less. Lease expense for our operating leases is recognized on a straight-line basis over the term of the lease.

Advertising Costs

Advertising costs are expensed as incurred and are included in selling, general and administrative expenses.

Income Taxes

The Company accounts for income taxes in accordance with accounting guidance which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in its financial statements or tax returns. Deferred tax assets and liabilities are determined based on the temporary difference between the financial statement carrying

amounts of existing assets and liabilities and their respective tax bases. Deferred 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. The Company establishes valuation allowances when necessary to reduce deferred tax assets to the amount it expects to realize. The assessment of whether or not a valuation allowance is required often requires significant judgment including current operating results, the forecast of future taxable income and ongoing prudent and feasible tax planning initiatives. The Company's calculation of its tax liabilities involves dealing with uncertainties in the application of complex tax regulations. The Company may be subject to income tax audits in all of the jurisdictions in which it operates and, as a result, must also assess exposures to any potential issues arising from current or future audits of current and prior years' tax returns. Accordingly, the Company must assess such potential exposures and, where necessary, provide a reserve to cover any expected loss. The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of GAAP and complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on the Company's financial condition and operating results. We reflect changes in recognition or measurement in the period in which our change in judgment occurs. The Company recognizes interest and penalties related to unrecognized tax benefits on the income tax expense line in the accompanying consolidated statement of operations. Accrued interest and penalties are included on the related tax liability line in the consolidated balance sheet.

Share-based Compensation

The Company measures share-based compensation cost at the grant date, based on the estimated fair value of the award, and recognizes expense for restricted stock units and stock options on a straight-line basis over the employee's requisite service period. The Company did not grant any stock options during fiscal 2023, fiscal 2022 or fiscal 2021. Restricted stock units are valued based on the fair value of the Company's common stock on the date of grant.

Commitments and Contingencies

The Company periodically evaluates all pending or threatened contingencies and any commitments, if any, that are reasonably likely to have a material adverse effect on its results of operations, financial position or cash flows. The Company assesses the probability of an adverse outcome and determines if it is remote, reasonably possible or probable. If information available prior to the issuance of the Company's financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the Company's financial statements, and the amount of the loss, or the range of probable loss can be reasonably estimated, then such loss is accrued and charged to operating expenses. If no accrual is made for a loss contingency because one or both of the conditions pursuant to the accounting guidance are not met, but the probability of an adverse outcome is at least reasonably possible, the Company discloses the nature of the contingency and provides an estimate of the possible loss or range of loss, or states that such an estimate cannot be made.

Foreign Currency Remeasurement

The functional currency of the Company and its subsidiaries is the U.S. dollar. For foreign operations, local currency denominated monetary assets and liabilities are remeasured at the period end exchange rates, and revenues, costs and expenses are remeasured at the average exchange rates during the fiscal year. Foreign exchange gains and losses have been immaterial to the Company's results of operations to date.

Research and Development Costs

Research and development expenses are expensed as incurred and consist primarily of payroll and payroll-related costs and facilities costs. Research and development expenses associated with software development are typically expensed as incurred as our software is usually released to end customers immediately after technological feasibility has been established. However, the Company capitalizes development costs when material costs are incurred subsequent to technological feasibility but prior to commercial release.

Earnings Per Share

The Company applies the treasury stock method for calculating and presenting earnings per share ("EPS"). Basic EPS is computed by dividing the net income available to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted EPS available to common stockholders is computed by dividing the amount of net income available to common stockholders by the weighted-average number of common shares outstanding, including potential dilutive common shares assuming the dilutive effect of outstanding stock options and restricted stock units using the treasury stock method.

Newly Adopted Accounting Standards

The Company did not adopt any new accounting standards in fiscal 2023 that were significant to the Company.

Recently Adopted Accounting Pronouncements

There have been no accounting pronouncements or changes in accounting pronouncements that are significant or potentially significant to the Company.

NOTE 3—REVENUES

Revenue is primarily generated from the sale of hardware as well as the related implied PCS.

Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods or providing services. Revenue is recognized when obligations under the terms of a contract with our customers are satisfied; generally, this occurs with the transfer of control of our products and PCS to our customers. Transfer of control to the customer for products generally occurs at the point in time when products have been shipped to our customer as this represents the point in time when the customer has a present obligation to pay and physical possession including title and risk of loss have been transferred to the customer. Revenue for PCS is recognized ratably over time over the estimated period for which implied PCS services will be delivered.

Disaggregation of Revenue

See Note 13 “Segment Information, Revenues by Geography and Significant Customers” for disaggregation of revenue by product category and geography.

Contract Balances

The timing of revenue recognition, billing and cash collections results in billed accounts receivable, deferred revenue primarily attributable to PCS and customer deposits on the Consolidated Balance Sheets. Accounts receivable are recognized in the period the Company’s right to the consideration is unconditional. Our contract liabilities consist of advance payments (customer deposits) as well as billing in excess of revenue recognized primarily related to deferred revenue. We classify customer deposits as a current liability, and deferred revenue as a current or non-current liability based on the timing of when we expect to fulfill these remaining performance obligations. The current portion of deferred revenue is included in other current liabilities and the non-current portion is included in other long-term liabilities in our consolidated balance sheets.

As of June 30, 2023 and 2022, the Company’s customer deposits were \$1.2 million and \$1.1 million, respectively.

As of June 30, 2023, the Company’s deferred revenue, included in other current liabilities and other long-term liabilities, was \$17.9 million and \$7.8 million, respectively.

As of June 30, 2022, the Company’s deferred revenue, included in other current liabilities and other long-term liabilities, was \$20.8 million and \$5.8 million, respectively.

We expect the deferred revenue to convert to revenue in two years. For fiscal years 2023 and 2022 we recognized revenues amounting to \$20.8 million and \$21.6 million, respectively from previous years' deferred revenue balances.

Variable Consideration

The Company provides for rights of return to certain customers on product sales and therefore records a provision for returns related to this variable consideration based upon its historical returns experience with these customers. The Company also provides certain customers with discounts that are recorded as a reduction of revenue in the period the related product revenue is recognized and are reflected as a reduction of outstanding accounts receivable. The Company’s contracts with customers generally do not contain other forms of variable consideration, however when additional variable consideration is included, the Company estimates the amount of variable consideration and determines what portion of that, if any, has a high probability of significant subsequent revenue reversal, and if so, that amount is excluded from the transaction price.

NOTE 4—EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share for the periods indicated (in thousands, except per share data):

	Year ended June 30,		
	2023	2022	2021
Numerator:			
Net income	\$ 407,641	\$ 378,657	\$ 616,584
Denominator:			
Weighted-average shares used in computing basic earnings per share	60,435	61,689	62,991
Add—dilutive potential common shares:			
Stock options	—	7	16
Restricted stock units	16	27	45
Weighted-average shares used in computing diluted earnings per share	60,451	61,723	63,052
Net income per share of common stock:			
Basic	\$ 6.75	\$ 6.14	\$ 9.79
Diluted	\$ 6.74	\$ 6.13	\$ 9.78

The Company excludes potentially dilutive securities from its diluted earnings per share calculation when their effect would be anti-dilutive to earnings per share amounts. The following table summarizes the total potential shares of common stock that were excluded from the diluted per share calculation, because to include them would have been anti-dilutive for the period (in thousands):

	Year ended June 30,		
	2023	2022	2021
Restricted stock units	2	8	5

NOTE 5—BALANCE SHEET COMPONENTS***Inventories***

Inventories consisted of the following (in thousands):

	June 30,	
	2023	2022
Finished goods	\$ 643,499	\$ 253,260
Raw materials	93,622	9,181
Total	\$ 737,121	\$ 262,441

Property and Equipment, Net

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

	June 30,	
	2023	2022
Testing equipment	\$ 18,265	\$ 16,999
Tooling equipment	22,687	18,398
Leasehold improvements	24,968	18,589
Computer and other equipment	10,860	11,078
Software	9,421	10,509
Furniture and fixtures	1,716	2,668
Corporate aircraft	65,807	65,807
Property and equipment, gross	153,724	144,048
Less: Accumulated depreciation and amortization	(66,879)	(63,816)
Property and equipment, net	\$ 86,845	\$ 80,232

The Company recorded depreciation and amortization expense of \$14.7 million, \$12.1 million and \$11.2 million in fiscal 2023, 2022 and 2021, respectively.

Other Long-term Assets

Other long-term assets consisted of the following (in thousands):

	June 30,	
	2023	2022
Hong Kong tax deposit ⁽¹⁾	\$ 60,106	\$ 59,992
Intangible assets, net ⁽²⁾	5,695	7,228
Other long-term assets	5,523	4,838
Total	\$ 71,324	\$ 72,058

(1) The Company expects the deposits made with Hong Kong Inland Revenue Department ("IRD") to be refunded upon completion of the audit. See Note 12 to the consolidated financial statements for additional details regarding this ongoing tax audit.

(2) Accumulated amortization was \$5.9 million and \$4.3 million for the periods ending June 30, 2023 and June 30, 2022, respectively.

Other Current Liabilities

Other current liabilities consisted of the following (in thousands):

	June 30,	
	2023	2022
Deferred revenue — short term	\$ 17,911	\$ 20,766
Accrued expenses	23,426	42,305
Lease liability — current	14,333	12,744
Warranty accrual	8,745	6,394
Accrued compensation and benefits	7,330	6,168
Customer deposits	1,211	1,059
Reserves for sales returns	4,999	4,297
Inventory received not billed	56,862	86,953
Other payables	7,028	8,675
Total	\$ 141,845	\$ 189,361

Other Long-Term Liabilities

	June 30,	
	2023	2022
Deferred revenue — long-term	\$ 7,774	\$ 5,822
Total	\$ 7,774	\$ 5,822

NOTE 6—ACCRUED WARRANTY

Warranty obligations, included in other current liabilities, were as follows (in thousands):

	June 30,	
	2023	2022
Beginning balance	\$ 6,394	\$ 4,812
Accruals for warranties issued during the period	11,325	8,384
Changes in liability for pre-existing warranties during the period	606	790
Settlements made during the period	(9,580)	(7,592)
Total	\$ 8,745	\$ 6,394

NOTE 7—DEBT

On March 30, 2021, the Company, as borrower and certain domestic subsidiaries, as guarantors (the "Domestic Guarantors"), entered into an amended and restated credit agreement (the "Third Amended and Restated Credit Agreement") with Wells Fargo Bank, National Association ("Wells Fargo"), the other financial institutions named as lenders therein, and Wells Fargo as administrative agent and collateral agent for the lenders, that extended the \$700 million senior secured revolving credit facility (the "Revolving Facility," together with the Term Loan Facilities, as defined below, the "Facilities") and provided a \$500 million senior secured term loan facility (the "Initial Term Loan Facility"), and extended the maturity of the Facilities to March 30, 2026. In addition, the Facilities include an option to request increases in the amounts of such credit facilities by up to an additional \$500 million in the aggregate.

On April 3, 2023, the Company as borrower and the Domestic Guarantors entered into a first amendment (the "First Amendment") to the Third Amended and Restated Credit Agreement (as amended, the "Amended Credit Agreement") with the financial institutions named as lenders therein and Wells Fargo. The First Amendment added a new term loan facility in an aggregate principal amount of \$250 million (the "First Amendment Term Loan Facility," together with the Initial Term Loan Facility, the "Term Loan Facilities") which is payable in quarterly installments equal to \$3.125 million, commencing with the quarter ended June 30, 2023, and has a maturity date of March 30, 2026. The obligations of the Company and certain domestic subsidiaries under the Amended Credit Agreement are required to be guaranteed by the Domestic Guarantors and are collateralized by substantially all assets (excluding intellectual property) of the Company and the Domestic Guarantors.

The Company's unamortized balance of debt issuance costs are \$2.7 million as at June 30, 2023, which are amortized as interest expense over the life of the Facilities.

Our debt consisted of the following (in thousands):

	June 30,	
	2023	2022
Initial Term Loan - short term	\$ 25,000	\$ 25,000
First Amendment Term Loan - short-term	12,500	—
Debt issuance costs, net	(992)	(1,135)
Total Debt - short term	36,508	23,865
Initial Term Loan - long term	418,750	443,750
First Amendment Term Loan - long-term	234,375	—
Revolver - long term	390,000	320,000
Debt issuance costs, net	(1,744)	(1,128)

Total Debt - long term

\$ 1,041,381

\$ 762,622

The Revolving Facility includes a sub-limit of \$25.0 million for letters of credit and a sub-limit of \$25.0 million for swingline loans. The Facilities are available for working capital and general corporate purposes that comply with the terms of the Amended Credit Agreement, including to finance the repurchase of the Company's common stock or to make dividends to the holders of the Company's common stock. Under the Amended Credit Agreement, revolving loans and swingline loans may be borrowed, repaid and reborrowed until March 30, 2026, at which time all amounts borrowed must be repaid. The loans under the Initial Term Loan Facility is payable in quarterly installments of \$6.25 million per quarter, commencing with the quarter ending June 30, 2021. Loans under the Facilities may be prepaid at any time without penalty.

The revolving loans and term loans under the Initial Term Loan Facility bear interest, at the Company's option, at either (i) a floating rate per annum equal to the Base Rate (as defined below) plus a margin of between 0.50% and 1.25%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter or (ii) a floating per annum rate equal to the Adjusted Term SOFR (as defined below) for a specified period, plus a margin of between 1.50% and 2.25%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter. Swingline loans bear interest at a floating rate per annum equal to the Base Rate plus a margin of between 0.50% and 1.25%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter. The loans under the First Amendment Term Loan Facility bear interest, at the Company's option, at either (i) a floating rate per annum equal to Base Rate plus a margin of between 1.00% and 1.75%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter or (ii) a floating per annum rate equal to the applicable Adjusted Term SOFR rate for a specified period, plus a margin between 2.00% and 2.75%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter. Base Rate is defined in the Amended Credit Agreement as the highest of (a) the Prime Rate (as defined in the Amended Credit Agreement), (b) the Federal Funds Rate (as defined in the Amended Credit Agreement) plus 0.50% and (c) Adjusted Term SOFR for a one-month tenor in effect on such day plus 1.00%; each change in the Base Rate shall take effect simultaneously with the corresponding change or changes in the Prime Rate, the Federal Funds Rate or Adjusted Term SOFR, as applicable (provided that clause (c) shall not be applicable during any period in which Adjusted Term SOFR is unavailable or unascertainable). The Base Rate shall not be less than 1.00%. Adjusted Term SOFR is Term SOFR (as defined in the Amended Credit Agreement) plus 0.10% per annum; provided that Adjusted Term SOFR shall in no event be less than 0.00%.

A default interest rate shall apply on all obligations during certain events of default under the Amended Credit Agreement at a rate per annum equal to 2.00% above the applicable interest rate. The Company will pay to each lender a facility fee on a quarterly basis based on the unused amount of each lender's commitment to make revolving loans, of between 0.20% and 0.35%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter. The Company will also pay to the applicable lenders on a quarterly basis certain fees based on the daily amount available to be drawn under each outstanding letter of credit, including aggregate letter of credit commissions of between 1.50% and 2.25%, depending on the Company's consolidated total leverage ratio as of the most recently ended fiscal quarter, and issuance fees of 0.125% per annum. The Company is also obligated to pay Wells Fargo, as agent, fees customary for a credit facility of this size and type.

The Amended Credit Agreement requires the Company to maintain during the term of the Facilities a maximum consolidated total leverage ratio of 3.50 to 1.00 and a minimum consolidated interest coverage ratio of 3.50 to 1.00. In addition, the Amended Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict the ability of the Company and its subsidiaries to, among other things, grant liens or enter into agreements restricting their ability to grant liens on property, enter into mergers, dispose of assets, change their accounting or reporting policies, change their business and incur indebtedness, in each case subject to customary exceptions for a credit facility of this size and type. The Amended Credit Agreement includes customary events of default that include, among other things, non-payment of principal, interest or fees, inaccuracy of representations and warranties, violation of covenants, cross default to certain other indebtedness, bankruptcy and insolvency events, material judgments, change of control and certain ERISA events. The occurrence of an event of default could result in the acceleration of the obligations under the Amended Credit Agreement.

The Facilities

As of June 30, 2023, \$444 million was outstanding on the Initial Term Loan Facility, \$247 million was outstanding on the First Amendment Term Loan Facility, and \$390 million was outstanding on the Revolving Facility, leaving \$310 million available on the Revolving Facility.

Term Facility:

During fiscal year 2023, the Company made aggregate payments of \$57.2 million under the Term Loan Facilities, of which \$28.1 million was a repayment of principal and \$29.1 million was a payment of interest.

Revolving Facility:

During fiscal year 2023, the Company made aggregate payments of \$369.8 million under the Revolving Facility, of which \$345.0 million was a repayment of principal and \$24.8 million was a payment of interest.

The following table summarizes our estimated debt and interest payment obligations as of June 30, 2023, for fiscal 2024 and future fiscal years (in thousands):

Fiscal Year	2024	2025	2026	2027	2028	Thereafter	Total
Debt payment obligations	\$ 37,500	\$ 37,500	\$ 1,005,625	\$ —	\$ —	\$ —	\$ 1,080,625
Interest and other payments on debt payment obligations ⁽¹⁾	78,288	75,337	54,556	—	—	—	208,181
Total	\$ 115,788	\$ 112,837	\$ 1,060,181	\$ —	\$ —	\$ —	\$ 1,288,806

(1) - Interest payments are calculated based on the applicable rates and payment dates as of June 30, 2023. Although our interest rates on our debt obligations may vary, we have assumed the most recent available interest rates for all periods presented.

NOTE 8—LEASES

The Company has entered into agreements under which we lease various real estate spaces in North America, Europe and Asia Pacific, under non-cancellable leases that expire on various dates through fiscal 2036. Some of our leases include options to extend the term of such leases for a period from 12 months to 60 months, and/or have options to early terminate the lease. As of June 30, 2023, we included such options in determining the lease terms for certain of our leases as we were reasonably certain that we would exercise those options. Most of our leases require us to pay certain operating expenses in addition to base rent, such as taxes, insurance and maintenance costs.

The following table summarizes our lease costs for fiscal years ended June 30, 2023 and 2022 (in thousands):

		June 30,	
		2023	2022
<i>Operating lease costs:</i>	<i>Financial Statement Classification</i>		
Fixed lease costs	Operating expenses	\$ 11,199	\$ 9,447
Fixed lease costs	Cost of revenues	4,030	4,352
Variable lease costs	Operating expenses	548	811
Variable lease costs	Cost of revenues	555	905
Total lease costs		<u>\$ 16,332</u>	<u>\$ 15,515</u>

The operating lease costs in the table above include costs for long-term and short-term leases. Total short-term costs for fiscal years June 30, 2023 and 2022 were \$0.6 million and \$0.5 million, respectively. Variable lease costs primarily include maintenance, utilities and operating expenses that are incremental to the fixed base rent payments and are excluded from the calculation of operating lease liabilities and ROU assets. For fiscal years June 30, 2023 and 2022, the cash paid for amounts associated with our operating lease liabilities were approximately \$16.1 million and \$14.4 million, respectively. Cash paid for amounts associated with the Company's operating lease liabilities were classified as operating activities in the consolidated statement of cash flows.

[Table of Contents](#)

The following table shows our undiscounted future fixed payment obligations under our recognized operating leases and a reconciliation to the operating lease liabilities as of June 30, 2023:

Fiscal 2024	\$	15,714
Fiscal 2025		14,402
Fiscal 2026		10,120
Fiscal 2027		5,745
Fiscal 2028		3,809
Thereafter		15,079
Total future fixed operating lease payments	\$	64,870
Less: Imputed interest	\$	4,485
Total operating lease liabilities	\$	60,385
Weighted-average remaining lease term - operating leases		Seven years
Weighted-average discount rate - operating leases		2.7 %

NOTE 9—COMMITMENTS AND CONTINGENCIES***Operating Leases***

See Note 8 – Leases for future minimum lease payments under non-cancelable operating leases as of June 30, 2023.

Purchase Obligations

We subcontract with third parties to manufacture our products and supply key components. As of June 30, 2023 we had \$1,136.7 million of purchase commitments with these third parties. If we cancel all or part of the orders, we may still be liable to the contract manufacturers for the cost of the components purchased by the subcontractors to manufacture our products. There have been no significant liabilities for current or anticipated cancellations recorded as of June 30, 2023. Our consolidated financial position and results of operations could be negatively impacted if we were required to compensate these third parties. In addition, we may be subject to additional purchase obligations to our contract manufacturers for supply agreements and components ordered by them based on manufacturing forecasts we provide them each month.

Transition Tax

The Company has obligations of \$67.5 million as of June 30, 2023, related to transition tax. Payment of these obligations are expected to be \$16.9 million for fiscal 2024, \$22.5 million for fiscal 2025, and \$28.1 million for fiscal 2026. These obligations are included within Income tax payable and Long-term taxes payable on the consolidated balance sheets.

Other Obligations

As of June 30, 2023, the Company has other obligations of \$5.9 million which consisted primarily of commitments related to research and development projects.

Indemnification Obligations

The Company enters into standard indemnification agreements with many of its business partners in the ordinary course of business. These agreements include provisions for indemnifying the business partner against any claim brought by a third-party to the extent any such claim alleges that a Company product infringes a patent, copyright or trademark, or violates any other proprietary rights of that third-party. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is not estimable and the Company has not incurred any material costs to defend lawsuits or settle claims related to these indemnification agreements to date.

Legal Matters

The Company may be involved, from time to time, in a variety of claims, lawsuits, investigations, and proceedings relating to contractual disputes, intellectual property rights, employment matters, regulatory compliance matters and other litigation matters relating to various claims that arise in the normal course of business. The Company determines whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. The Company assesses its potential liability by analyzing specific litigation and regulatory matters using available information. The Company develops its views on estimated losses in consultation with inside and outside counsel, which involves a subjective analysis of potential results and outcomes, assuming various combinations of appropriate litigation and settlement strategies. Taking all of the above factors into account, the Company records an amount where it is probable that the Company will incur a loss and where that loss can be reasonably estimated. However, the Company's estimates may be incorrect and the Company could ultimately incur more or less than the amounts initially recorded. The Company may also incur significant legal fees, which are expensed as incurred, in defending against these claims. The Company is not currently aware of any pending or threatened litigation that would have a material adverse effect on the Company's financial statements.

Vivato/XR

On April 19, 2017, XR Communications, LLC, d/b/a Vivato Technologies ("Vivato"), filed a complaint against the Company in the United States District Court for the Central District of California, alleging that at least one of the Company's products infringes United States Patent Numbers 7,062,296 (the "296 Patent"), 7,729,728 (the "728 Patent"), and 6,611,231 (the "231 Patent" and, collectively, the "Patents-in-Suit"). (the "Original Action"). On April 11, 2018, the Court stayed the Original Action pending completion of certain inter partes review ("IPR") proceedings before the Patent Trial and Appeal Board ("PTO"). The PTO invalidated asserted claims of two of the three Patents-in-Suit.

On June 16, 2021, Vivato filed a new suit against the Company in the Central District of California, alleging that various Company products infringe some of the non-invalidated claims of the '728 Patent and U.S. Patent No. 10,594,376 (the "New Action"). On November 24, 2021, the Company and the remaining defendants in the Original Action filed a motion for judgment on the pleadings regarding the '231 Patent. On January 4, 2022, the Court granted defendants' motion and dismissed Vivato's claims based on the '231 Patent. The Federal Circuit Court of Appeals affirmed the invalidity of the '231 Patent on May 18, 2023. That ruling is now on appeal. All claims asserted against the Company in the Original Action have been dismissed.

On July 28, 2022, Vivato voluntarily dismissed, with prejudice, its remaining claims related to the '728 patent, as well as claims 22-31 of the '376 Patent. On October 20, 2022, an IPR was instituted with respect to the asserted claims of the '376 Patent. On October 26, 2022, the court stayed the case pending completion of the IPR.

The Company plans to vigorously defend itself against these claims; however, there can be no assurance that the Company will prevail in the lawsuit. The Company cannot currently estimate the possible loss or range of losses, if any, that it may experience in connection with this litigation.

NOTE 10—COMMON STOCK AND TREASURY STOCK*Common Stock Repurchases*

On May 3, 2022, the Board of Directors of the Company approved a \$200 million stock repurchase program (the "2022 May Program"). Under the 2022 May Program, the Company is authorized to repurchase up to \$200 million of common stock. The 2022 May Program expires on September 30, 2023. The Company did not make any repurchases under the 2022 May Program during the twelve months ended June 30, 2023. As of June 30, 2023, the Company has \$200 million available for share purchase under the 2022 May Program.

The following table summarizes total activity related to our stock repurchase programs for the fiscal year end as indicated (in millions, except average price per share):

	June 30,		
	2023	2022	2021
Number of shares repurchased and retired	—	2.2	1.1
Average price per share	N/A \$	281.75 \$	191.90
Aggregate purchase price	N/A \$	618.1 \$	219.8

NOTE 11—SHARE-BASED COMPENSATION***Share-Based Compensation Plans******2010 Equity Incentive Plan***

In March 2010, the Company’s Board of Directors and stockholders approved the 2010 Equity Incentive Plan (the “2010 Plan”). Under the terms of the 2010 Plan, non-statutory stock options, stock appreciation rights, restricted stock, and restricted stock units (“RSUs”) may be granted to employees or non-employee service providers. Incentive stock options may be granted only to employees.

2020 Equity Incentive Plan

In December 2020, the Company's stockholders approved the Ubiquiti Inc. 2020 Omnibus Incentive Plan (the “2020 Equity Plan”) that replaced the 2010 Plan, and no additional awards will be granted under the 2010 Plan. Under the terms of the 2020 Equity Plan, the Company is authorized to grant awards for up to five million shares of common stock over the term of the 2020 Equity Plan. Outstanding awards under the 2010 Plan remain in effect pursuant to the terms of the 2010 Plan.

The 2020 Equity Plan and the 2010 Plan are each administered by the Company’s Board of Directors or a committee of the Company’s Board of Directors. Subject to the terms and conditions of the 2020 Equity Plan and the 2010 Plan, the administrator has the authority to select the persons to whom awards are to be made, to determine the number of shares to be subject to awards and the terms and conditions of awards, and to make all other determinations and to take all other actions necessary or advisable for the administration of the 2020 Equity Plan and the 2010 Plan. The administrator is also authorized to adopt, amend or rescind rules relating to administration of the 2020 Equity Plan and the 2010 Plan. Options and RSUs generally vest over a four-year period from the date of grant and generally expire 10 years from the date of grant. The terms of the 2020 Equity Plan and the 2010 Plan provide that an option price shall not be less than 100% of fair market value on the date of grant.

As of June 30, 2023, the Company had 4,937,512 authorized shares available for future issuance under all of its stock incentive plans.

Share-based Compensation

The following table shows total share-based compensation expense included in the Consolidated Statements of Operations for fiscal 2023, 2022 and 2021 (in thousands):

	Year ended June 30,		
	2023	2022	2021
Cost of revenues	\$ 73	\$ 74	\$ 102
Research and development	3,541	2,541	2,114
Sales, general and administrative	1,120	901	813
	<u>\$ 4,734</u>	<u>\$ 3,516</u>	<u>\$ 3,029</u>

Stock Options

The following is a summary of option activity for the Company's stock incentive plans for fiscal 2023:

	Common Stock Options Outstanding			
	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In thousands)
Balance, June 30, 2022	2,112	\$ 10.77	0.37	\$ 584,982
Exercised	(2,112)	\$ 10.77		
Balance, June 30, 2023	—	\$ —	0	\$ —
Vested as of June 30, 2023	—	\$ —	0	\$ —
Vested and exercisable as of June 30, 2023	—	\$ —	0	\$ —

During fiscal 2023, 2022 and 2021, the aggregate intrinsic value of options exercised under the Company's stock incentive plans was \$0.6 million, \$2.3 million, and \$3.1 million, respectively, as determined as of the date of option exercise.

As of June 30, 2023, the Company had no unrecognized compensation cost related to stock options.

The Company did not grant any stock options during fiscal 2023, fiscal 2022, or fiscal 2021.

Forfeiture rate

The Company estimates its forfeiture rate based on an analysis of its actual forfeitures and will continue to evaluate the adequacy of the forfeiture rate based on actual forfeiture experience, analysis of employee turnover behavior and other factors. The impact from a forfeiture rate adjustment will be recognized in full in the period of adjustment, and if the actual number of future forfeitures differs from that estimated, the Company may be required to record adjustments to share-based compensation expense in future periods.

Restricted Stock Units ("RSUs")

The following table summarizes the activity of the RSUs made by the Company:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested RSUs, June 30, 2022	53,374	\$ 222.24
RSUs granted	32,843	\$ 264.52
RSUs vested	(21,991)	\$ 183.17
RSUs forfeited	(1,278)	\$ 279.64
Non-vested RSUs, June 30, 2023	62,948	\$ 256.78

The intrinsic value of RSUs vested in fiscal 2023, 2022, and 2021 was \$5.8 million, \$8.2 million and \$7.7 million, respectively. The total intrinsic value of all outstanding RSUs was \$11.1 million as of June 30, 2023.

As of June 30, 2023, there was unrecognized compensation costs related to RSUs of \$11.4 million which the Company expects to recognize over a weighted average period of 3.2 years.

NOTE 12—INCOME TAXES

The components of income before provision for income taxes were as follows (in thousands):

	Year ended June 30,		
	2023	2022	2021
Domestic	\$ 102,930	\$ 102,145	\$ 225,224
Foreign	383,412	342,304	502,430
	<u>\$ 486,342</u>	<u>\$ 444,449</u>	<u>\$ 727,654</u>

The provision for income taxes consisted of the following (in thousands):

	Year ended June 30,		
	2023	2022	2021
Current			
Federal	\$ 78,774	\$ 55,259	\$ 93,639
State	9,443	6,814	14,390
Foreign	7,341	5,561	3,715
Current tax expense	<u>95,558</u>	<u>67,634</u>	<u>111,744</u>
Deferred			
Federal	(15,338)	(882)	(1,465)
State	(1,745)	(960)	791
Foreign	226	—	—
Deferred tax benefit (expense)	<u>(16,857)</u>	<u>(1,842)</u>	<u>(674)</u>
Provision for income taxes	<u>\$ 78,701</u>	<u>\$ 65,792</u>	<u>\$ 111,070</u>

For tax years beginning after December 31, 2021, the Tax Cuts and Jobs Act of 2017 ("TCJA") eliminates the right to deduct research and development expenditures for tax purposes in the period the expenses were incurred and instead requires all U.S. and foreign research and development expenditures to be amortized over five and fifteen tax years, respectively. Congress has considered legislation that would defer the amortization requirement to later years, but as of June 30, 2023, the requirement has not been modified. Accordingly, we have capitalized our research and development expenses for tax purposes, resulting in higher cash paid for taxes as compared to prior years.

The reconciliation of federal statutory income tax to the Company's provision for income taxes is as follows:

	Year ended June 30,		
	2023	2022	2021
Statutory rate	21.0 %	21.0 %	21.0 %
Effect of foreign operations	(6.8)	(8.0)	(7.6)
State tax expense	1.3	1.0	1.7
Share-based compensation	0.1	(0.1)	—
Subpart F income	1.1	1.0	0.6
Other permanent items	(0.5)	(0.1)	(0.4)
Effective tax rate	<u>16.2 %</u>	<u>14.8 %</u>	<u>15.3 %</u>

The Company's effective tax rate increased 1.4% to 16.2% in fiscal 2023 from 14.8% in fiscal 2022. The Company recorded tax provisions of \$78.7 million for fiscal 2023 as compared to \$65.8 million for fiscal 2022. Our effective tax rate and resulting provision for income taxes for fiscal years 2023 and 2022 reflect the full impact of the TCJA, which resulted in a reduction in the U.S. statutory rate to 21% which is partially offset by a reduced tax benefit from foreign operations.

Significant components of the Company's deferred tax assets and liabilities as of June 30, 2023 are as follows (in thousands):

	June 30,	
	2023	2022
Deferred tax assets		
Reserves and allowances	\$ 11,041	\$ 9,396
Share-based compensation	380	329
Accrued expenses	703	738
Capitalized research expenditures	15,617	—
State tax	1,504	1,260
Investments	1,296	1,086
Lease liabilities	5,581	5,873
Other	11,945	3,755
Total deferred tax assets	<u>48,067</u>	<u>22,437</u>
Deferred tax liabilities		
Property and equipment	(6,558)	(4,898)
Right of use assets	(5,304)	(5,647)
Other liabilities	(11,434)	(4,188)
Total deferred tax liabilities	<u>(23,296)</u>	<u>(14,733)</u>
Valuation allowance	(1,296)	(1,086)
Net deferred tax assets	<u>\$ 23,475</u>	<u>\$ 6,618</u>

A reconciliation of the beginning and ending balances of the unrecognized tax benefits during the years ended June 30, 2023, 2022, and 2021 consists of the following (in thousands):

	Year ended June 30,		
	2023	2022	2021
Unrecognized benefit—beginning of year	\$ 32,685	\$ 32,092	\$ 31,350
Gross increases—current year tax positions	5,361	4,629	6,855
Gross decreases—prior year tax positions due to statute lapse	(5,664)	(4,036)	(6,113)
Unrecognized benefit—end of year	<u>\$ 32,382</u>	<u>\$ 32,685</u>	<u>\$ 32,092</u>

As of June 30, 2023, the Company had approximately \$32.4 million of unrecognized tax benefits, substantially all of which would, if recognized, affect its tax expense. The Company recognizes interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying Consolidated Statements of Operations and Comprehensive Income. Accrued interest and penalties are included within the related tax liability line in the Consolidated Balance Sheets. As of June 30, 2023, the Company had \$2.9 million accrued interest related to uncertain tax matters.

The Company and one or more of its subsidiaries, file income tax returns in the United States federal jurisdiction, and various state, local, and foreign jurisdictions and is currently undergoing income tax examinations by the U.S. Internal Revenue Service (“IRS”) and the IRD. All material consolidated federal, state and local income tax matters have been concluded for years through 2014. The majority of the Company's foreign jurisdictions have been concluded through 2014, with the exception of Hong Kong which has been reviewed through 2009 and is currently under audit for the 2010-2017 tax years.

In July 2018, the Company received a draft Notice of Proposed Adjustment (“Draft NOPA”) from the IRS proposing an adjustment to income for the fiscal 2015 and fiscal 2016 tax years based on its interpretation of certain obligations of the non-US entities under the 2015 and 2016 credit facility. This Draft NOPA was superseded by an Acknowledgement of Facts (“AOF”) issued to the Company by the IRS on January 17, 2020. The IRS in its AOF continued to propose an adjustment to the Company’s income for its fiscal 2015 and fiscal 2016 tax years based on the IRS’ interpretation of certain obligations of the Company’s foreign subsidiaries under the Company’s credit facilities. On May 12, 2020, the IRS issued a final Notice of Proposed Adjustment to the Company with respect to the 2015/2016 tax years. The Company formally protested the adjustment and the case was moved from the Examination Division to the IRS Appeals Division where a formal review of the facts and the applicable law took place on May 9, 2022. The Appeals Officer issued a Notice of Deficiency on August 3, 2022, which upheld the position of the Examination Division. The

Company filed a petition with the United States Tax Court seeking to have the Notice of Deficiency reversed. The Company strongly believes the position of the IRS with regard to this matter is without merit. However, there can be no assurance that this matter will be resolved in the Company's favor. Regardless of whether the matter is resolved in the Company's favor, the final resolution of this matter could be expensive and time-consuming to defend and/or settle. We estimate the incremental tax liability associated with the income adjustment proposed in the AOF would be approximately \$50.0 million, excluding potential interest and penalties, after adjusting for the impact of an adjustment on the amount of transition tax payable in future years by the Company. As the Company believes that the tax originally paid in fiscal 2015 and fiscal 2016 is correct and that this matter will more likely than not be sustained based on its technical merits, it has not provided a reserve for this tax uncertainty. However, an adverse outcome may have a material and adverse effect on the Company's results of operations and financial condition.

During fiscal years 2022, 2021, 2020, 2019 and 2018, the Company made a total of \$3.0 million, \$21.9 million, \$15.5 million, \$13.4 million, and \$6.6 million, respectively, of deposits with the Hong Kong IRD in connection with extending the statute of limitation for income tax examinations currently under audit for 2010-2016 tax years. On March 30, 2023, the Company received notification that the Hong Kong IRD is seeking an additional \$0.3 million deposit covering the 2017 tax year. The Company filed a formal protest in response to this notice and the Assessor's office agreed to a reduced deposit of under \$0.1 million, which was remitted on May 18, 2023. The refundable deposits are included within other long-term assets on our Consolidated Balance Sheets. The IRD is examining the Company's claims that its revenue is generated through activities performed wholly outside of the Hong Kong tax jurisdiction and are therefore exempt from Hong Kong tax. The Company is fully cooperating with the examination including submitting documentation in support of its position. The Company continues to believe that its tax positions filed with IRD are more likely than not to be sustained based on their technical merits and therefore no reserve has been provided for this tax uncertainty and we expect the \$60.1 million (net of foreign currency impact) of deposits made with IRD to be refunded upon completion of the audit. However, there can be no assurance that this matter will be resolved in the Company's favor and therefore it's possible that an adverse outcome of the matter could have a material effect on the Company's results of operations and financial condition.

NOTE 13—SEGMENT INFORMATION, REVENUES BY GEOGRAPHY AND SIGNIFICANT CUSTOMERS

Management has determined that the Company operates as one reportable and operating segment as the Company's Chief Executive Officer, who is the Company's chief operating decision maker, does not make decisions about resources to be allocated or assess performance on a segment basis. Furthermore, the Company does not organize or report its costs on a segment basis. The Company presents its revenue by product type in two primary categories: Service Provider Technology and Enterprise Technology.

Revenue

Revenues by product type were as follows (in thousands, except percentages):

	Year ended June 30,					
	2023		2022		2021	
Enterprise Technology	\$ 1,621,426	84 %	\$ 1,316,685	78 %	\$ 1,274,931	67 %
Service Provider Technology	319,086	16 %	375,007	22 %	623,163	33 %
Total revenues	\$ 1,940,512	100 %	\$ 1,691,692	100 %	\$ 1,898,094	100 %

Revenues by geography based on customer's ship-to destinations were as follows (in thousands, except percentages):

	Year ended June 30,					
	2023		2022		2021	
North America ⁽¹⁾	\$ 922,230	48 %	\$ 790,809	47 %	\$ 836,032	44 %
Europe, the Middle East and Africa	759,405	39 %	675,306	40 %	785,288	41 %
Asia Pacific	148,502	8 %	134,961	8 %	154,536	8 %
South America	110,375	5 %	90,616	5 %	122,238	7 %
Total revenues	\$ 1,940,512	100 %	\$ 1,691,692	100 %	\$ 1,898,094	100 %

(1) Revenue for the United States was \$855.3 million, \$734.5 million and \$774.3 million for fiscal 2023, 2022, and 2021, respectively.

Customers with an accounts receivable balance of 10% or greater of total accounts receivable and customers with net revenues of 10% or greater of total revenues are presented below for the periods indicated:

	Percentage of Revenues			Percentage of Accounts Receivable	
	Year ended June 30,			June 30,	
	2023	2022	2021	2023	2022
Customer A	*	*	*	*	11 %

* denotes less than 10%

NOTE 14—SUBSEQUENT EVENTS

Dividends

On August 25, 2023, the Company announced that its Board of Directors had approved a quarterly cash dividend of \$0.60 per share payable on September 11, 2023 to shareholders of record at the close of business on September 5, 2023. Any future dividends will be subject to the approval of the Company's Board of Directors.

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES
EXCHANGE ACT OF 1934**

As of June 30, 2023, Ubiquiti Inc. (“we”, “our”, “us” or the “Company”) has its common stock, \$0.001 par value per share (“common stock”) registered under Section 12 of the Securities Exchange Act of 1934, as amended.

The following description of our common stock, which is not complete and is subject to, and qualified in its entirety by reference to, our third amended and restated certificate of incorporation and amended and restated bylaws, each of which is filed or incorporated by reference as an exhibit to our Annual Report on Form 10-K of which this Exhibit is a part, and the Delaware General Corporation Law (“DGCL”). You should read our third amended and restated certificate of incorporation and amended and restated bylaws and the applicable provisions of the DGCL for a complete statement of the provisions described under the caption “Common Stock” and for other provisions that may be important to you.

Common Stock

Our authorized capital stock under our third amended and restated certificate of incorporation consists of 500,000,000 shares of common stock, par value \$0.001 per share. As of August 24, 2023, there were 60,446,854 shares of our common stock outstanding. As of such date, there were 73,524 shares of common stock subject to outstanding RSUs.

Holders of our common stock are entitled to one vote for each share of common stock held of record for the election of directors and on all matters submitted to a vote of stockholders. Holders of our common stock are entitled to receive dividends ratably, if any, as may be declared by our board of directors out of legally available funds, subject to any preferential dividend rights of any preferred stock then outstanding. Upon our dissolution, liquidation or winding up, holders of our common stock are entitled to share ratably in our net assets legally available after the payment of all our debts and other liabilities, subject to the preferential rights of any preferred stock then outstanding. Holders of our common stock have no preemptive, subscription, redemption or conversion rights. The rights, preferences and privileges of holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future. All of our outstanding shares of common stock are fully paid and nonassessable.

Preferred Stock

Our authorized capital stock consists of 50,000,000 shares of preferred stock, par value \$0.001 per share. As of August 24, 2023, there were no shares of our preferred stock outstanding. Our board of directors has the authority, without further vote or action by the stockholders, to issue from time to time shares of preferred stock in one or more series and to fix or alter the designations, powers, preferences and rights, and the qualifications, limitations or restrictions of the shares of each such series of preferred stock, including the dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, liquidation preferences and the number of shares constituting any series or designations of such series, any or all of which may be greater than the rights of common stock. The issuance of preferred stock could adversely affect the voting power of holders of our common stock and the likelihood that holders of our common stock will receive dividend payments and payments upon liquidation and could have the effect of delaying, deferring or preventing a change in control.

Registration Rights

Certain holders of shares of our common stock, including but not limited to 56,278,181 shares of our common stock held by our chief executive officer, have the registration rights set forth below with respect to registration of the resale of such shares under the Securities Act of 1933, as amended (the “Securities Act”) pursuant to a registration agreement by and among us and certain of our stockholders. As applicable, we refer to these shares collectively as “registrable securities.”

Long-form demand registration rights. At any time the holders of at least a majority of the outstanding registrable securities that were issued upon conversion of our Series A preferred stock in our initial public offering may demand that we effect a registration under the Securities Act on Form S-1 covering the public offering and sale of all or part of the registrable securities held by such stockholders, provided that the value of the registrable securities that such holders propose to sell in such offering is at least \$25.0 million. Upon any such demand, we must use our commercially reasonable efforts to effect the registration of the registrable securities which we have been requested to register together with all other registrable securities that we may have been requested to register by other stockholders pursuant to the incidental registration rights described below. We are only obligated to effect two registrations in response to these demand registration rights for the holders of the registrable securities.

We may defer any such registration for up to 120 days if our board of directors reasonably determines such registration would reasonably be expected to have a material adverse effect on a transaction we plan or propose to engage in.

Short form registration rights. At any time after we qualified to file a registration statement on Form S-3, the holders of a majority of the outstanding registrable securities that were issued upon conversion of our Series A preferred stock in our initial public offering may request in writing that we effect a registration on Form S-3, provided that the value of the registrable securities that such holders propose to sell in such offering is at least \$5.0 million, subject to certain exceptions. We are obligated to file up to two registration statements on Form S-3 in any 12-month period.

Incidental registration rights. If we register any of our securities for public sale, including pursuant to any stockholder initiated demand registration, holders of the registrable securities will have the right to include their shares in the registration statement, subject to certain exceptions relating to employee benefit plans and mergers and acquisitions. The underwriters of any underwritten offering will have the right to limit the number of registrable securities to be included in the registration statement on a pro rata basis, subject to certain restrictions.

Expenses of registration. We will pay all registration expenses related to any long-form demand, short-form demand or incidental registration other than underwriting discounts and selling commissions which will be borne by the holders of the registrable securities.

Indemnification. The registration agreement contains indemnification provisions pursuant to which we are obligated to indemnify the selling stockholders, underwriters and certain of their affiliates in the event of material misstatements or omissions in the registration statement or related violations of federal and state securities law by us. As a condition to including their securities in any registration statement filed pursuant to demand or incidental registration rights, we may require the selling stockholders to agree to indemnify us for misstatements or omissions attributable to them.

Anti-takeover Effects of Delaware Law and our Certificate of Incorporation and Bylaws

Our third amended and restated certificate of incorporation and our amended and restated bylaws contain certain provisions that could have the effect of delaying, deferring or discouraging another party from acquiring control of us. We expect these provisions and certain provisions of Delaware law, which are summarized below, to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed, in part, to encourage persons seeking to acquire control of us to negotiate first with our board of directors. We believe that the benefits of increased protection of our potential ability to negotiate more favorable terms with an unfriendly or unsolicited acquirer outweigh the disadvantages of discouraging a proposal to acquire us.

Undesignated preferred stock. As discussed above, our board of directors has the ability to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us. These and other provisions may have the effect of deterring hostile takeovers or delaying changes in control or management of our company.

Limits on the ability of stockholders to act by written consent or call a special meeting. Our third amended and restated certificate of incorporation provides that our stockholders may not act by written consent, which may lengthen the amount of time required to take stockholder actions. As a result, a holder controlling a majority of our capital stock would not be able to amend our certificate of incorporation or bylaws or remove directors without holding a meeting of our stockholders called in accordance with our bylaws.

In addition, our third amended and restated certificate of incorporation and amended and restated bylaws provide that special meetings of the stockholders may be called only by the board of directors acting pursuant to a resolution adopted by a majority of the total authorized directors, the chairperson of our board of directors, our chief executive officer (or in the absence of the chief executive officer, the president) or a majority of our board of directors. Stockholders may not call a special meeting, which may delay the ability of our stockholders to force consideration of a proposal or for holders controlling a majority of our capital stock to take any action, including the removal of directors.

Requirements for advance notification of stockholder nominations and proposals. Our amended and restated bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of our board of directors. These provisions may have the effect of precluding the conduct of certain business at a meeting if the proper procedures are not followed. These provisions may also discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of our company.

Board classification. Our third amended and restated certificate of incorporation provides that our board of directors will be divided into three classes, one class of which is elected each year by our stockholders. The directors in each class will serve for a three-year term. Our classified board of directors may discourage a third party from making a tender offer or otherwise attempting to obtain control of us, because it generally makes it more difficult for stockholders to replace a majority of the directors.

Election and removal of directors. Our third amended and restated certificate of incorporation and amended and restated bylaws contain provisions that establish specific procedures for appointing and removing members of our board of directors. Under our third amended and restated certificate of incorporation and amended and restated bylaws, vacancies and newly created directorships on our board of directors may be filled only by a majority of the directors then serving on the board of directors. Under our third amended and restated certificate of incorporation and amended and restated bylaws, directors may be removed only for cause.

No cumulative voting. The Delaware General Corporation Law provides that stockholders are not entitled to the right to cumulate votes in the election of directors unless our restated certificate of incorporation provides otherwise. Our third amended and restated certificate of incorporation and amended and restated bylaws do not expressly provide for cumulative voting. Without cumulative voting, a minority stockholder may not be able to gain as many seats on our board of directors as the stockholder would be able to gain if cumulative voting were permitted. The absence of cumulative voting makes it more difficult for a minority stockholder to gain a seat on our board of directors to influence our board of directors' decision regarding a takeover.

Delaware anti-takeover statute. We are subject to the provisions of Section 203 of the Delaware General Corporation Law regulating corporate takeovers. In general, Section 203 prohibits a publicly held Delaware corporation from engaging, under certain circumstances, in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder unless:

- prior to the date of the transaction, our board of directors approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;
- upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, calculated as provided under Section 203; or
- at or subsequent to the date of the transaction, the business combination is approved by our board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least two-thirds of the outstanding voting stock which is not owned by the interested stockholder.

Generally, a business combination includes a merger, asset or stock sale or other transaction resulting in a financial benefit to the interested stockholder. An interested stockholder is a person who, together with affiliates and associates, owns or, within three years prior to the determination of interested stockholder status, did own 15% or more of a corporation's outstanding voting stock. We expect the existence of this provision to have an anti-takeover effect with respect to transactions our board of directors does not approve in advance. We also anticipate that Section 203 may discourage attempts that might result in a premium over the market price for the shares of common stock held by stockholders.

The provisions of Delaware law and the provisions of our third amended and restated certificate of incorporation and amended and restated bylaws, could have the effect of discouraging others from attempting hostile takeovers and, as a consequence, they might also inhibit temporary fluctuations in the market price of our common stock that often result from actual or rumored hostile takeover attempts. These provisions might also have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish transactions that stockholders might otherwise deem to be in their best interests.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Co., N.A. The transfer agent's address is 150 Royall Street, Suite 101, Canton, MA 02021.

Listing

Our common stock is listed on the New York Stock Exchange under the trading symbol "UI".

Subsidiaries of Ubiquiti Inc.*

UI Limited

Taiwan

Ubiquiti (Taiwan) Sales Limited

Taiwan

Ubiquiti (Singapore) PTE. Ltd.

Singapore

Ubiquiti International Holding B.V.

Netherlands

*Pursuant to Item 601(b)(21)(ii) of Regulation S-K, the names of other subsidiaries of Ubiquiti Inc. are omitted because, considered in the aggregate, they would not constitute a significant subsidiary as of the end of the year covered by this report.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the registration statements (Nos. 333-251503, 333-193793, 333-185958 and 333-177310) on Form S-8 of our report dated August 25, 2023, with respect to the consolidated financial statements of Ubiquiti Inc. and subsidiaries and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP
New York, New York
August 25, 2023

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO
EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert J. Pera, certify that:

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

Date: August 25, 2023

/s/ Robert J. Pera

Robert J. Pera
Chief Executive Officer and Director
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kevin Radigan, certify that:

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

Date: August 25, 2023

/s/ Kevin Radigan

Kevin Radigan
Chief Accounting and Finance Officer
(Principal Financial Officer and Principal Accounting Officer)

