



2025 ANNUAL REPORT

# MOMENTUM FROM STRENGTH

KONTOOR™

↑ 21%  
2025 TOTAL REVENUE

**\$3.15B**

**Scott H. Baxter**  
President,  
Chief Executive  
Officer & Chairman  
of the Board



# MOMENTUM FROM STRENGTH

As I reflect on 2025, I am filled with confidence about where we stand and excitement about where we are headed. This was a transformative year for Kontoor Brands — **a year defined by momentum from strength.**

Together, we have built a rock-solid foundation: operational excellence, strong brands and exceptional talent across our global organization. This foundation has enabled strategic execution and disciplined decision-making throughout 2025 and now positions us to accelerate growth and deliver long-term value for our shareholders. Our best-in-class balance sheet provides the financial strength to do both.

#### FINANCIAL STRENGTH

Marking our best year ever, we delivered revenue of \$3.15 billion, which increased 21 percent<sup>1</sup> compared to prior year. In addition, our laser focus on Total Shareholder Return remained evident as we returned more than \$141 million to shareholders and increased the quarterly dividend by 2 percent in the fourth quarter.

<sup>1</sup> 2025 included a 53<sup>rd</sup> week in the Company's fiscal calendar compared to 2024.

**\$100M+**

**PROJECTED GROSS ANNUAL SAVINGS IN 2026**

**CREATING MOMENTUM THROUGH OPERATIONAL EXCELLENCE**

Two years ago, we launched Project Jeanius, a global transformation program designed to position Kontoor Brands for accelerated growth and scale. The program centered on three strategic pillars: establishing a global multi-brand platform capable of supporting a much larger business and brand portfolio, transforming our supply chain to adapt to the future and optimizing our commercial operations to enable a faster, more agile approach that gets us closer to the consumer.

We tackled this transformation from a position of strength, strategically fortifying nearly every aspect of our business. The results speak for themselves. We are on track to deliver on our commitment of over \$100 million in gross annual savings from the program in 2026. These savings have created investment capacity, allowing us to reinvest in consumer insights, demand creation, talent, technology and product development at levels we could not reach before.

Project Jeanius also provided us with the flexibility to increase strategic investment in our brands

and mitigate external pressures like tariffs, all while delivering strong performance for our shareholders.

That success is not a stopping point—it is a foundation to build on. We refuse to rest on our laurels. We continuously evolve, prepare for what tomorrow demands and position the company to win. Operating from this position of strength has enabled Kontoor to build a proven multi-brand platform—one that moves with discipline and speed.

**MOMENTUM IN ACTION: THE HELLY HANSEN® ACQUISITION**

That platform enabled us to move decisively when the right opportunity emerged. *Helly Hansen* was that opportunity—and the integration has proven our platform works.

*Helly Hansen* presented significant growth potential, particularly in North America, where the brand remains underpenetrated. The brand's authentic heritage in technical outdoor and workwear, paired with its proven track record of innovation, made it an ideal

addition to our portfolio. But what made this acquisition right for us was something less tangible, but equally critical: the cultural fit.

With *Helly Hansen*, we found like-minded people who wanted to do great things. We have found incredible alignment in how we think about brands, people and the future. This cultural alignment has helped accelerate the integration and will drive our long-term success and create sustainable value for our shareholders.

Since the acquisition, we have made remarkable progress. We have leveraged Kontoor's global operating model to drive greater efficiency while maintaining our focus on growing the brand. Importantly, integration and growth are not sequential; they are parallel.

This parallel focus positions us to capitalize on the significant growth opportunity ahead. The brand's iconic platforms and award-winning product innovation provide a powerful foundation, and we see substantial opportunity to scale globally. The growth potential compounds as we activate multiple opportunities simultaneously: expanding distribution in underpenetrated markets, building direct-to-consumer (DTC) capabilities, deepening category penetration and investing strategically across

regions. These are not one-time initiatives; they are sustainable growth drivers that build on each other over time.

The acquisition of *Helly Hansen* demonstrates what is possible when you build from a position of strength. We had the financial capacity, the operational platform and the expertise to pursue this opportunity. The runway ahead for *Helly Hansen* is considerable. We see this brand delivering sustained high single- to low double-digit growth as we execute against the substantial opportunities ahead.

While *Helly Hansen* represents our newest growth opportunity, *Wrangle®* and *Lee®* continue to deliver.

**BUILDING STRENGTH  
ACROSS OUR ICONIC  
PORTFOLIO**

Wrangler continues to demonstrate the power of sustained momentum. In 2025, the brand marked its 15<sup>th</sup> consecutive quarter of market share gains. Our deliberate strategy to expand the brand is delivering results. Double-digit growth in female and Western, as well as expansion in DTC and non-denim categories, demonstrates that Wrangler's growth opportunity extends well beyond its most mature distribution channels. The brand's authentic heritage and trusted quality continue to drive meaningful connections with generations of brand fans, while simultaneously opening doors to new consumers and wear occasions globally.

For Lee, we remain encouraged by the progress we are making against our brand realignment. The launch of "Built Like Lee," our first brand equity campaign of this scale in years, is driving improvements in both brand equity and perception. While work remains and the turnaround will not be linear, we are committed to doing this right. Through activating iconic products, expanding distribution and enhancing brand positioning, we are building Lee back to growth.

**POWERED BY OUR PEOPLE  
AND CULTURE**

The progress we have made in 2025 is a direct result of the hard work, dedication and passion of our global team. We have assembled the strongest talent in the company's history. This incredible group's ambition

to win and commitment to excellence drives our success. But great talent alone is not enough. We are building a high-performance culture—one where operational excellence, continuous improvement and a drive to win define how we work. That culture is what pushes even our best to get better, enabling us to execute with discipline, move with speed and deliver results. It is what positions us to not just maintain our momentum, but to accelerate it.

**STRATEGIC FOCUS FOR  
SUSTAINED GROWTH**

Our strategic evolution over the past year has positioned us for continued growth. Our structure is now aligned to maximize the potential of our multi-brand portfolio, enabling faster decision-making and disciplined execution. We have proven our platform can successfully acquire and integrate new brands while growing our existing portfolio. With this foundation firmly established, we are laser-focused on growth. We are concentrating our time, resources and investments where we see the greatest potential to drive organic growth, strengthen our competitive position and create long-term value for our shareholders.

**LOOKING AHEAD WITH  
MOMENTUM**

I want to thank our global workforce for their dedication and commitment to excellence. I remain deeply grateful to our consumers and customers for choosing our brands, to our partners who are helping us shape the future and to our shareholders for your continued confidence in Kontoor.

I also want to acknowledge the guidance and partnership of our Board of Directors.

What makes me confident about the future is our proven ability to execute. We have demonstrated we can transform operations, integrate an acquisition and deliver results simultaneously. That capability, combined with our financial strength and operational platform, positions us for sustained growth and long-term value creation.

Thank you for your continued support. I am excited about the journey ahead.



**Scott H. Baxter**  
President,  
Chief Executive Officer  
& Chairman of the Board





Wrangler continues to harness our heritage as a driving force and competitive advantage. In 2025, this translated into 70 basis points of market share gains in the U.S., marking 15 consecutive quarters of market share gains in our largest market. We are expanding the brand into new categories, channels and consumer segments while maintaining our dominance as the authority in Western, proving that Wrangler has a significant runway for growth.

Our expansion is most evident in our female business, which grew double digits in 2025, demonstrating the substantial opportunity that exists when we pair authentic Western heritage with investment in product innovation and partnerships.

Wrangler Bespoke, our female innovation platform launched in 2024, has quickly become one of our top-selling collections—proof that delivering superior fit engineered specifically for the female form drives sustained consumer loyalty and repeat purchases.

Our multi-year collaboration with Grammy Award-winning country music superstar Lainey Wilson amplifies this momentum. The multi-season collaboration continues to exceed expectations, with strong global appeal supporting premium price points and expanding reach among new-to-brand consumers. Additional collections planned throughout 2026 will deepen the collaboration's impact.

Western has become a permanent category in the global wardrobe and Wrangler is positioned to continue to dominate. Our long-standing partnerships with the iconic George Strait and country music star Cody Johnson remain beacons of our cultural relevance in Western. Our legacy Wrangler Cowboy Cut® franchise has grown into a global bestseller, a staple item across our consumers. The message is clear: when you want relevant style rooted in credibility and quality, Wrangler is the only choice.

Our strength across categories has created a strong foundation for channel diversification. While wholesale remains a growth engine for the brand, growing more than 5 percent, we are building scale in DTC. Global DTC grew double-digits in 2025, strengthening our direct line of communication with our most loyal consumers.

Fueling our expansion is investment in demand creation platforms that bring the Wrangler spirit to life. Our "Good Mornings Make for Better Days" campaign captures the optimism and determination that define both our brand and the people who wear it. We are deploying this message across live sports, streaming platforms and social media, building momentum that extends through 2026.

We are equally committed to the athletes and organizations that keep us rooted in the Western community. Our decades-long partnership with the Professional Rodeo Cowboys Association reinforces our commitment to those who live and love the

lifestyle. We maintain our title sponsorship with the Wrangler National Finals Rodeo, the premier annual 10-day rodeo event in Las Vegas. We also continue to sponsor some of the most accomplished and respected rodeo athletes in the world and our Wrangler Network serves as the premier destination for Western lifestyle content. Our investment in culturally relevant storytelling drives growth with long-time brand fans while simultaneously expanding our reach to new audiences through brand heat moments.

Our collaboration with Stranger Things launched Wrangler into the Upside Down, tying the brand to one of Gen Z's most beloved cultural phenomena, while our partnership with Cherry—a modern Americana streetwear brand—reinterpreted our racing roots for today's style-conscious consumer willing to invest in authentic heritage. These elevated storytelling moments connect us with a new generation of consumers across female, fashion, lifestyle, music, sports and Western. Moving into 2026, our runway for broad-based growth is significant, with nearly 80 years of heritage serving as a springboard.

Through deliberate investment and disciplined execution, Wrangler is poised to sustain its position as a leader in the market while capturing new growth opportunities across the business.

**Wrangler**

The Lee brand is executing a deliberate, multi-year turnaround to realign the brand with its core strengths and position Lee for sustainable growth. Revenue declined 5 percent in 2025, reflecting proactive steps we took to improve marketplace health across the globe. Although progress will not be linear, we see early signs that the brand's health is improving, including 13 percent growth in U.S. digital. That progress reflects the strength of our foundation: Lee's 137-year heritage, an iconic product portfolio rooted in authentic American denim and a clear strategy to reinterpret that heritage in ways that resonate with the next generation of consumers.

The launch of "Built Like Lee," our first major equity campaign in years, marks an inflection point in bringing this strategy to life. The campaign celebrates Lee's iconic denim heritage and can-do optimism while evolving our voice to connect with contemporary consumers. Through increased investment in demand creation, we deployed "Built Like Lee" across the U.S. and Europe with a comprehensive digital-first approach, balancing high-impact placements with scale-driving channels. While it is early days, we are encouraged by initial results. We have seen measurable improvements in brand equity and consumer perception, validating our strategy to balance authentic brand storytelling with the need to attract new consumers. "Built Like Lee" provides a platform to build on as we continue to strengthen Lee's position in the marketplace.

Our repositioning strategy extends beyond messaging to

product. We are aligning our product portfolio with Lee's refreshed positioning, activating our iconic platforms—the heritage products that have defined Lee for generations—while introducing new fits and styles that resonate with today's consumers. The Lee Barrel, launched in spring 2025 under our iconic Lee Rider™ collection, represents this strategy in action. The new fit became a top seller in our premium channels, proof that our iconic platforms can drive growth when we introduce trend-relevant innovation rooted in authentic denim heritage.

Complementing our product work, strategic collaborations are playing a critical role in our repositioning efforts. These partnerships strengthen the brand by creating elevated storytelling moments, expanding our reach with new distribution partners and consumers and inspiring us to reimagine our iconic products in unexpected ways. As we build Lee back to growth, these partnerships will continue to play an important role in how we evolve the brand.

Our 2025 collaborations demonstrate this strategy in action. The collaboration with Crayola® became Lee's strongest partnership to date, underscoring that authentic, unexpected partnerships can drive both cultural relevance and commercial success. Our second collaboration with Buck Mason outperformed the initial launch, proof that we are selecting the right partners to build momentum. Importantly, in 2025, our collaborations attracted three times more millennial purchasers than previous efforts—

clear evidence that our strategy to expand Lee's reach with younger consumers is working.

Supporting our brand and product repositioning is disciplined work to ensure we are reaching the right consumers in the right channels. We are making deliberate choices to elevate our distribution footprint, expanding premium retail partnerships that align with Lee's repositioned brand identity. We are also embracing a digital-first mindset, with a focus on significantly growing our digital wholesale presence to ensure we are meeting consumers where they want to shop. Wholesale remains a critical profit engine for Lee and our focus on channel quality positions us to drive sustainable growth as the brand continues its evolution.

We are confident in our strategy and encouraged by the progress we are making, but we are realistic about the work that remains to return Lee to growth. The foundation is strong. Our actions in 2025, from launching "Built Like Lee" to strengthening our product portfolio and distribution, have positioned the brand for continued progress in 2026. As our strategy takes hold, we expect to see improvement and are focused on returning Lee to its position as a leading denim brand.

**Lee**





For nearly 150 years, *Helly Hansen* has enabled life-enhancing experiences connecting people and the power of nature, making professional-grade gear to help people stay and feel alive. Since joining Kontoor Brands in June 2025, early results confirm the significant potential ahead. Full-year revenue grew 8 percent, with broad-based growth in all regions across sport and workwear. The integration is progressing well, fueled by strong cultural alignment and shared ambition.

There is power in our integration. By leveraging Kontoor's operating model, we are driving greater efficiency that creates increased investment capacity to support our growth. We now have line of sight to greater than \$40 million in run-rate synergies, which will begin to meaningfully impact profitability in 2026 and into 2027. These synergies will help fund investments across product innovation, geographic and category expansion, demand creation, DTC, supply chain capabilities and our technology platform. Combined with gross margin expansion and SG&A benefits, we expect to grow operating margin from high single digits today to mid-teens over time.

Importantly, this work is happening in parallel—as we unlock efficiency and investment capacity, we are simultaneously deploying that investment to fuel growth.

Our product portfolio provides a powerful platform for that investment. Built on a legacy of uncompromising quality and constant innovation, product excellence is the foundation of our growth strategy. Our iconic platforms—Crew, Alpha, Legendary and Life® Merino—continue to differentiate the brand in the marketplace and generate strong consumer demand. These are scalable platforms designed to drive global growth for years to come.

2025 was a record year for product innovation. We won six Red Dot Design Awards, our most ever in a single year, recognizing products including the Odin Ultimate Infinity Jacket, the Arctic Patrol Down Parka and the Magni Evolution Jacket in workwear. With a clear plan to scale these platforms globally, product excellence will continue to drive growth.

That growth will be fueled by both sport and workwear—two distinct categories with significant runway ahead. Workwear represents a renewed growth opportunity under Kontoor ownership. *Helly Hansen* has a unique dual brand position: our connection to technical outdoor products worn by professionals on the mountain and on the water has made us a leader in pro-grade workwear in Europe. In the U.S., we are leading with footwear in regions where *Helly Hansen* sport has the strongest penetration, with plans to expand into our broader workwear apparel assortment over time.

The strength of our product portfolio positions us to pursue truly global growth. In North America, our largest untapped market, brand awareness currently stands at just 29 percent; yet since 2019, we have grown awareness by six points while more than doubling our revenue—proof that even modest gains in awareness translate directly to meaningful growth. We also see opportunities in new markets across Asia and in key European markets including Germany, Austria and Switzerland. We saw over 95 percent revenue growth in China in 2025, showing the power of our brand in underpenetrated markets.

Capturing this opportunity requires a deliberate, multi-faceted strategy. We are expanding into new and existing markets, building our DTC capabilities to deepen relationships with consumers and making targeted marketing investments to drive brand awareness and fuel demand. Together with our powerful product portfolio, these initiatives will create broad-based momentum, positioning the brand to deliver strong revenue and profit growth over time.

*Helly Hansen* enters 2026 firing on all cylinders. Proven product platforms. A global growth strategy already in motion. Significant untapped markets. And a team aligned and ready to build one of the world's great outdoor and workwear brands. We are confident the brand's best years lie ahead.



# BOARD OF DIRECTORS



**Scott H. Baxter**  
President, Chief Executive Officer  
& Chairman of the Board  
*Kontoor Brands, Inc.*

**Maryelizabeth R. Campbell**<sup>1,3</sup>  
Retired President  
*vCommerce Ventures of  
Qurate Retail, Inc.*

**Ashley D. Goldsmith**<sup>2,3</sup>  
Chief People Officer  
*Workday, Inc.*

**Robert M. Lynch**<sup>1</sup>  
Chief Executive Officer  
*Shake Shack, Inc.*

**Mark L. Schiller**<sup>1,2</sup>  
Retired President &  
Chief Executive Officer  
*The Hain Celestial Group, Inc.*

**Robert K. Shearer**<sup>1,3</sup>  
Lead Independent Director  
Retired Senior Vice President &  
Chief Financial Officer  
*VF Corporation*

**Shelley Stewart, Jr.**<sup>2,3</sup>  
Retired Chief Procurement Officer  
*E.I. du Pont de Nemours & Co.*

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## COMMITTEES OF THE BOARD

<sup>1</sup> Audit Committee

<sup>2</sup> Nominating and Governance Committee

<sup>3</sup> Talent and Compensation Committee



# EXECUTIVE LEADERSHIP TEAM

**Scott H. Baxter**  
President, Chief Executive Officer  
& Chairman of the Board

**Joseph A. Alkire**  
Executive Vice President, Chief  
Financial Officer & Global Head  
of Operations

**Jennifer H. Broyles**  
Executive Vice President,  
Chief Commercial Officer &  
Global Head of Brands

**Thomas L. Doerr, Jr.**  
Executive Vice President, Chief  
Legal Officer & Secretary

**Peter A. Kidd**  
Executive Vice President,  
Chief Human Resources Officer

**Ezio Garciamendez**  
Executive Vice President,  
Chief Supply Chain Officer

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

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended January 3, 2026

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-38854



**KONTOOR BRANDS, INC.**

*(Exact name of registrant as specified in its charter)*

**North Carolina**

*(State or other jurisdiction of incorporation or organization)*

**83-2680248**

*(I.R.S. employer identification number)*

**400 N. Elm Street**

**Greensboro, North Carolina 27401**

*(Address of principal executive offices)*

**(336) 332-3400**

*(Registrant's telephone number, including area code)*

Securities registered pursuant to Section 12(b) of the Act:		
Title of each class	Trading symbol(s)	Name of each exchange on which registered
<b>Common Stock, no par value</b>	<b>KTB</b>	<b>New York Stock Exchange</b>

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

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

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

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

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued 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 Exchange Act). Yes  No

The aggregate market value of Common Stock held by non-affiliates of the registrant on June 27, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$3,610,000,000 based on the closing price of the registrant's Common Stock on the New York Stock Exchange.

As of February 27, 2026, there were 55,254,141 shares of Common Stock of the registrant outstanding.

**Documents Incorporated By Reference:**

Portions of the definitive Proxy Statement for the Annual Meeting of Shareholders to be held on April 23, 2026 are incorporated by reference into Part III of this Annual Report on Form 10-K, which definitive Proxy Statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Annual Report on Form 10-K relates.

**KONTOOR BRANDS, INC.**  
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## PART I

### Special Note On Forward-Looking Statements

Kontoor Brands, Inc. ("Kontoor," the "Company," "we," "us," or "our") has made statements in this Annual Report on Form 10-K that are forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995). In some cases, you can identify these statements by forward-looking words such as "may," "might," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue," the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections, forecasts or assumptions of our future financial performance, our anticipated growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. Known or unknown risks, uncertainties and other factors that could cause the actual results of operations or financial condition of Kontoor to differ materially from those expressed or implied by such forward-looking statements include, but are not limited to, those described in Item 1A. Risk Factors of this Annual Report on Form 10-K, as such may be amended or supplemented in our subsequently filed Quarterly Reports on Form 10-Q, and the following: macroeconomic conditions, including inconsistent consumer demand despite recent declines in interest rates, fluctuating foreign currency exchange rates, moderating inflation and global supply chain issues, as well as the ongoing impact of tariffs and uncertainty regarding the outcome of trade negotiations, import/export regulations and tariff policies, continue to adversely impact global economic conditions and have had, and may continue to have, a negative impact on the Company's business, results of operations, financial condition and cash flows (including future uncertain impacts); the level of consumer demand for apparel; reliance on a small number of large customers; potential difficulty in integrating Helly Hansen and/or in achieving the expected growth, cost savings and/or synergies from the acquisition; supply chain and shipping disruptions, which could continue to result in shipping delays, an increase in transportation costs and increased product costs or lost sales; intense industry competition; the ability to accurately forecast demand for products; the Company's ability to gauge consumer preferences and product trends, and to respond to constantly changing markets; the Company's ability to maintain the images of its brands; disruption and volatility in the global capital and credit markets and its impact on the Company's ability to obtain short-term or long-term financing on favorable terms; the Company maintaining satisfactory credit ratings; restrictions on the Company's business relating to its debt obligations; increasing pressure on margins; e-commerce operations through the Company's direct-to-consumer business; the financial difficulty experienced by the retail industry; possible goodwill and other asset impairment; the ability to implement the Company's business strategy; the stability of manufacturing facilities and foreign suppliers; fluctuations in wage rates and the price, availability and quality of raw materials and contracted products, including as a result of tariffs and reciprocal tariffs; the reliance on a limited number of suppliers for raw material sourcing and the ability to obtain raw materials on a timely basis or in sufficient quantity or quality; disruption to distribution systems; seasonality; unseasonal or severe weather conditions; potential challenges with the Company's implementation of Project Jeanius; the Company's and its vendors' ability to maintain the strength and security of information technology systems; the risk that facilities and systems and those of third-party service providers may be vulnerable to and unable to anticipate or detect data security breaches and data or financial loss or maintain operational performance; ability to properly collect, use, manage and secure consumer and employee data; legal, regulatory, political and economic risks; the impact of climate change and related legislative and regulatory responses; stakeholder response to sustainability issues, including those related to climate change; compliance with anti-bribery, anti-corruption and anti-money laundering laws by the Company and third-party suppliers and manufacturers; changes in tax laws and liabilities; the costs of compliance with or the violation of national, state and local laws and regulations for environmental, consumer protection, employment, privacy, safety and other matters; continuity of members of management; labor relations; the ability to protect trademarks and other intellectual property rights; the ability of the Company's licensees to generate expected sales and maintain the value of the Company's brands; volatility in the price and trading volume of the Company's common stock; anti-takeover provisions in the Company's organizational documents; and fluctuations in the amount and frequency of our share repurchases. Many of the foregoing risks and uncertainties will be exacerbated by any worsening of the global business and economic environment.

Our forward-looking statements are based on our beliefs and assumptions using information available at the time the statements are made. We caution the reader not to place undue reliance on our forward-looking statements as (i) these statements are neither a prediction nor a guarantee of future events or circumstances and (ii) the assumptions, beliefs, expectations and projections about future events may differ materially from actual results. We undertake no obligation to update any of these forward-looking statements after the date of this Annual Report on Form 10-K to conform our prior statements to actual results or revised expectations, except to the extent required by law.

### Where You Can Find More Information

All periodic and current reports, registration statements and other filings that Kontoor has filed or furnished to the Securities and Exchange Commission ("SEC"), including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available free of charge from the SEC's website ([www.sec.gov](http://www.sec.gov)). Our SEC filings are also available on our corporate website at [www.kontoorbrands.com](http://www.kontoorbrands.com) as soon as reasonably practicable after they are filed with or furnished to the SEC. Our website and the information contained therein or connected thereto is not incorporated in this Annual Report on Form 10-K.

The following corporate governance documents can be accessed on our corporate website: Corporate Governance Principles, Code of Business Conduct and the charters of our Audit Committee, Talent and Compensation Committee and Nominating and Governance Committee. Copies of these documents also may be obtained by any shareholder free of charge upon written request to the Secretary, Kontoor Brands Inc., 400 N. Elm Street, Greensboro, NC 27401.

After our 2026 Annual Meeting of Shareholders, we intend to file with the New York Stock Exchange ("NYSE") the certification regarding our compliance with the NYSE's corporate governance listing standards as required by NYSE Rule 303A.12. Last year, we filed this certification with the NYSE on April 28, 2025.

## ITEM 1. BUSINESS.

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### Overview

Kontoor Brands, Inc. (collectively with its subsidiaries, "Kontoor," the "Company," "we," "us" or "our") is a global lifestyle apparel company, with a portfolio led by three of the world's most iconic consumer brands: *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>. The Company designs, manufactures, procures, sells and licenses apparel, footwear and accessories, primarily under the brand names *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>. Our products are sold through wholesale and direct-to-consumer channels in the United States ("U.S.") and internationally, primarily in the Europe, Middle East and Africa ("EMEA"), Asia-Pacific ("APAC") and Non-U.S. Americas regions. We also license the use of our brands in certain regions.

Kontoor is headquartered in the U.S. with a presence in over 90 countries and is focused on leveraging its global platform, strategic sourcing model and supply chain to drive brand growth and deliver long-term value for its stakeholders. Our portfolio of brands has a rich history and heritage of delivering technical and innovative products in the denim, outdoor, workwear, footwear and accessory categories.

We focus on continuously improving the most important elements of our products, which include fit, fabric, finish, technical performance and overall construction, allowing us to engage with more consumers in more places. We leverage innovation and design advancements, as well as the unique heritage and authenticity of our brands to create products that meet our consumers' needs.

The Company operates and reports using a 52/53-week fiscal year ending on the Saturday closest to December 31 of each year. For presentation purposes herein, all references to years ended December 2025, December 2024 and December 2023 correspond to the 53-week fiscal year ended January 3, 2026, and the 52-week fiscal years ended December 28, 2024, and December 30, 2023, respectively. Accordingly, the year ended December 2025 included an extra week when compared to the year ended December 2024.

### Acquisition of Helly Hansen

On May 31, 2025, we completed the acquisition of a group of companies that own and operate the *Helly Hansen*<sup>®</sup> and *Musto*<sup>®</sup> brands, collectively referred to as "Helly Hansen," for initial cash consideration of \$1.3 billion Canadian dollars, equivalent to \$957.5 million U.S. dollars. The purchase price was funded by indebtedness and cash on hand. *Helly Hansen*<sup>®</sup> is a premium global outdoor and workwear brand, and *Musto*<sup>®</sup> is a premium sailing and outdoor brand. The acquisition of these brands scales Kontoor's penetration in the large and growing outdoor and workwear markets globally, and diversifies Kontoor's portfolio across geographies, categories, consumers and points of distribution. The results of operations of Helly Hansen have been included in the Company's consolidated financial statements since the completion of the acquisition. Refer to Note 2 to the Company's financial statements in this Form 10-K for additional information.

### Macroeconomic Environment

Global macroeconomic conditions that continued to impact the Company during 2025 included inconsistent consumer demand despite recent declines in interest rates, ongoing fluctuations in foreign currency exchange rates, moderating inflation and global supply chain issues. During 2025 and at the beginning of 2026, the U.S. government enacted and continues to enact significant changes to its tariff regime which increased rates on virtually all imports. The ongoing impact of increased tariff rates and uncertainty regarding the outcomes of trade negotiations is contributing to macroeconomic volatility. In addition, on February 20, 2026, the U.S. Supreme Court issued an opinion regarding certain tariffs imposed under the International Emergency Powers Act. It is unclear at this time what impact this decision will have on the Company's future financial results, including whether we will be able to obtain refunds of amounts previously collected for such tariffs or the level of replacement tariffs the current U.S. administration may impose through other means.

Inflationary and interest rate pressures have lessened in recent quarters. Despite reduced pressure, these rates have continued to impact us, along with recent increases in product costs and tariffs, as compared to 2024. In 2025, retailers continued to conservatively manage inventory levels as a result of this uncertain macroeconomic environment. The Company has responded to ongoing macroeconomic conditions by controlling expenses, instituting pricing adjustments for our products, investing in our brands and executing our Project Jeanius business transformation.

The increased tariff rates impacted gross margins during 2025 and are expected to continue to impact future periods. The Company continues to evaluate mitigating actions, including the transfer of production within our global supply chain, transformation of our supply chain capabilities, pricing adjustments for our products, supplier partnership initiatives and inventory management. While we anticipate continued uncertainty related to the macroeconomic environment during 2026, including the potential impact of further tariff increases, we believe we are appropriately positioned to successfully manage through operational challenges and cost pressures should they arise. We continue to closely monitor macroeconomic conditions, including consumer behavior and the impact of these factors on consumer demand.

#### **Other Recent Developments**

During the third quarter of 2025, the Company closed a portion of its manufacturing facilities. A reduction in our manufacturing facilities and diversification in our sourcing footprint, which is part of our ongoing supply chain transformation, will help to promote flexibility, balance costs, improve speed of service and enhance our sourcing capabilities.

#### **Corporate Information**

Our principal executive offices are located at 400 N. Elm Street, Greensboro, North Carolina 27401 and our telephone number is 336-332-3400. Our website is [www.kontoorbrands.com](http://www.kontoorbrands.com). Our website and the information contained therein or connected thereto is not incorporated in this Annual Report on Form 10-K.

#### **Our Competitive Strengths**

##### **• Iconic Brands With Significant Global Scale**

The *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> brands are steeped in rich heritage and authenticity, with 79 years, 137 years and 149 years of history, respectively, and have an established global presence in the apparel, outdoor, workwear, footwear and accessories markets across numerous categories and channels of distribution. Products bearing our brands are sold or licensed in more than 90 countries, and we believe they have strong consumer connectivity worldwide with approximately 150 million units sold in 2025. We market our brands and products to highlight their differentiated position and product attributes.

Our *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> brands offer lifestyle denim, apparel, footwear and accessories in the U.S., Canada, Mexico, EMEA and APAC through our wholesale and direct-to-consumer businesses and through licensing arrangements. Additionally, we enter into global and regional licensed collaborations to further elevate and support the brands' positioning and recognition. For example, in 2025, our *Wrangler*<sup>®</sup> brand, in support of its growing Western and female categories, launched global new collections with GRAMMY Award-winning country music superstar Lainey Wilson, and our *Lee*<sup>®</sup> brand partnered with Crayola<sup>®</sup> on a global apparel collection featuring retired crayon colors.

Our *Helly Hansen*<sup>®</sup> brand offers technical performance apparel, workwear, footwear and accessory products in the U.S., Canada, EMEA and through a joint venture arrangement in China. Many of the *Helly Hansen*<sup>®</sup> products are designed for winter sports, sailing, lifestyle outdoor activities and workwear engineered for demanding environments. We have partnered with organizations to reinforce the brand's heritage and global recognition including Alpine Canada, New York Yacht Club<sup>®</sup>, Norwegian Ski Federation, The Ocean Race<sup>®</sup> and Vail Resorts.

We strive to maximize our consumer reach by leveraging each brand's best practices to drive growth across product categories, increasing the brands' presence in key markets and expanding our overall net revenues and earnings profile.

##### **• Deep Relationships With Leading Brick-and-Mortar and E-Commerce Retailers**

The *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> brands have long-term relationships with many leading brick-and-mortar and e-commerce retailers, including Amazon, Boot Barn, Target, and Walmart, whom we believe rely on these iconic brands, leading product quality and innovation to address evolving consumer needs in our product categories. The acquisition of *Helly Hansen* further diversifies our relationships into leading U.S. and international retailers. The rich global heritage across the *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> brands also supports strong positions in growing markets, such as the denim, outdoor and workwear categories. By fostering these relationships, we have become an important vendor for many of our customers and have built leading category positions, which in turn supports the availability of our brands to consumers and our ability to introduce new products and categories. We use proprietary insights from our customers to strategically refine our products and adjust our go-to-market approach. We also endeavor to provide sophisticated logistics, consumer insights, planning and merchandising expertise to support our customers, which we believe enables a level of insight that builds more integrated customer relationships.

##### **• End-to-End Integrated Supply Chain Built to Support our Brands**

We operate a highly integrated supply network spanning product development, materials procurement, finished goods sourcing and manufacturing, distribution and logistics to serve our global customers and consumers. Through our Project Jeanius transformation initiatives, the supply network has gained additional focus on scale, standardization, flexibility, and productivity to drive improved product availability, cost and operational efficiencies, while maintaining superior quality and faster speed to market. These enhanced operational excellence capabilities are facilitating a rapid and seamless integration of *Helly Hansen* into our global operating model.

We leverage our global enterprise resource planning ("ERP") systems to plan and synchronize the supply network end-to-end, across multiple third-party suppliers and vendors, as well as Company-owned operations, thereby optimizing inventory and sourcing while providing flexibility and responsiveness to the markets that we serve.

- **Highly Experienced Management Team and Board of Directors**

We have a highly experienced senior management team and Board of Directors that continuously demonstrates an unwavering commitment to our employees, our shareholders and our business. Drawing on deep industry knowledge and diverse perspectives, they have helped navigate our business through unprecedented challenges while simultaneously evolving our strategies with agility and flexibility. As we continue our focus on catalyzing growth for our global brands, we believe our management team and Board of Directors will continue to drive the success of our company.

- **Resilient Business Model That Delivers Consistent Results**

Our business has historically generated consistent margins, strong cash flows and high returns on capital due to our global reach, leading market positions, deep customer relationships, and the flexibility of our supply chain. We believe we offer authentic branded products and quality to our consumers, who respond to our value proposition by consistently purchasing our products over time. Our strong margin profile combined with our diligent approach to operational excellence and capital management have produced strong cash flows. We believe our consistent financial results will provide us with the opportunity to invest in our business and deploy a multi-faceted capital allocation strategy. Despite the macroeconomic pressures faced by the Company in recent years, we have been resilient and agile in responding to shifting market conditions, and have continued to produce forward momentum by executing on our strategic vision discussed below, focusing on cash flow, capital allocation optionality, and revenue and margin growth to drive long-term acceleration of results.

#### **Our Strategies**

We are focused on delivering long-term value to our stakeholders, including our consumers, customers, shareholders, suppliers and communities around the world, by accelerating growth, expanding operating margin, increasing capital allocation optionality and establishing the Company as the employer of choice in the industry. Additionally, the integration of Helly Hansen is a strategic focus for the Company, with an emphasis on geographic and category expansion. The Company continues to execute on Project Jeanius, a multi-year comprehensive end-to-end business transformation focused on simplifying processes, optimizing systems and enhancing our global operating model with the goal of creating significant investment capacity through gross and operating margin expansion. We believe the following four areas will catalyze profitable revenue growth in the future.

- **Enhance and Accelerate Our Core U.S. Wholesale Business**

We are focused on continuing to enhance the strength of our brands, improve operating efficiency and increase the overall demand for our products. With our *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> brands, we are pursuing strategies to support and grow market share in existing distribution with leading U.S. retailers, drive business opportunities in new channels, such as premium, specialty and sporting goods, as well as accelerate key categories, including female, non-denim, Western and workwear. The acquisition of the *Helly Hansen*<sup>®</sup> brand allows us to leverage our expertise and relationships in the U.S. market to accelerate and more fully capture this wholesale growth opportunity. We also have opportunities to further grow our presence in workwear through both the *Helly Hansen*<sup>®</sup> and *Wrangler*<sup>®</sup> brands.

- **Diversify Our Product Mix Through Category Extensions**

We continue to enhance our existing product assortment, broaden our product offering and expand into adjacent product categories, with a focus on denim, outdoor and workwear. We see opportunities for the *Helly Hansen*<sup>®</sup> brand to expand through technical outdoor, footwear and workwear categories. Within workwear, we are leveraging our strong brand equity and innovation platforms to enter new markets and categories, including professional grade apparel with the addition of the *Helly Hansen*<sup>®</sup> brand. Our *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> brands continue to diversify their assortments, including product extensions such as non-denim bottoms, tops and female categories, particularly with western lifestyle apparel. In addition, our *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> brands license categories such as small leather goods, headwear, socks, home decor, luggage, and jewelry. Successful execution of our product expansion strategies should broaden the appeal of our brands and products to new consumers and ultimately drive the overall net revenues of the business.

- **Expand Our Reach Around the Globe**

We continue to pursue opportunities to evolve our business with new and existing customers and expand the international distribution of our brands and products into new markets. Our consumer insights highlight growth opportunities for the *Helly Hansen*<sup>®</sup> brand in key global markets, including the large and growing outdoor and workwear markets, which diversifies Kontoor's portfolio across geographies, categories, consumers and points of distribution. We continue to pursue opportunities to evolve our business with new and existing customers, including leveraging our relationships with licensees to broaden the distribution of our brands.

- **Elevate Our Direct Connection With Consumers**

We are leveraging our leading brand positions to increase our digital presence with our own e-commerce websites as well as major global retail partners. We also continue to focus on our brick-and-mortar strategy for each brand. We are identifying opportunities for the *Helly Hansen*<sup>®</sup> brand to expand its retail footprint in the U.S. and EMEA with both full-price stores and premium outlets. The *Wrangler*<sup>®</sup> brand is focused on identifying key locations which align with the brand's western heritage and its lifestyle denim apparel. In Asia, the *Lee*<sup>®</sup> brand continues to execute on its retail excellence initiative with reformatted stores, improved point-of-sale technologies and enhanced assortments. We continue to support these objectives through investments in advanced data analytics and unlocking insights and value through our global ERP infrastructure. In addition, we are stepping up our investment in accretive enablers, such as product and design, innovation, supply chain, consumer insights, talent and belonging, and demand creation.

#### **Our Business Segment Information**

Our three reportable segments are Wrangler, Lee and Helly Hansen, which primarily include sales and licensing of branded products, along with various sub-brands and collections. In addition, we present an Other category for purposes of reconciliation of reportable segment net revenues and profits to the Company's consolidated operating results, but the Other category is not considered a reportable segment. See below for additional information on the brands, channels of distribution and geographies included in each segment.

- **Wrangler**

*Wrangler*<sup>®</sup> is an iconic American heritage brand rooted in the western lifestyle, with 79 years of history offering denim, apparel, footwear and accessories. We offer multiple sub-brands, collections and product lines within the *Wrangler*<sup>®</sup> brand to target specific consumer demographics and consumer end-users, including: *20X*<sup>®</sup>, *Aura from the Women at Wrangler*<sup>®</sup>, *Cowboy Cut*<sup>®</sup>, *Premium Patch*<sup>®</sup>, *Riggs Workwear*<sup>®</sup>, *Rock 47*<sup>®</sup>, *Rustler*<sup>®</sup>, *Wrangler Retro*<sup>®</sup>, *Wrangler Rugged Wear*<sup>®</sup> and *Wrangler All Terrain Gear*<sup>®</sup>.

- **Lee**

*Lee*<sup>®</sup> is an iconic American brand offering denim, apparel, footwear and accessories, with 137 years of heritage and authenticity. The *Lee*<sup>®</sup> brand delivers trend-forward styles with exceptional fit and comfort through innovative fabric solutions and advanced design technology. The *Lee*<sup>®</sup> brand offers multiple sub-brands, collections and product lines, making it attractive for a broader consumer base, including: *Lee 101*<sup>®</sup>, *Riders*<sup>®</sup>, *Storm Rider*<sup>®</sup>, *Lee MVP*<sup>™</sup> and *Lee X*<sup>™</sup>.

- **Helly Hansen**

*Helly Hansen*<sup>®</sup> is a global technical outdoor and workwear brand headquartered in Oslo, Norway with 149 years of history, which operates a global wholesale and direct-to-consumer business across outdoor and workwear apparel, footwear, and accessories. The brand has a long heritage of developing professional-grade products in collaboration with professionals working in some of the world's most challenging conditions and is recognized for its leadership in innovative, technical products engineered for demanding outdoor environments. The *Helly Hansen*<sup>®</sup> brand product portfolio spans base layer, lifestyle, mountain, sailing, skiing, urban and workwear categories, delivering purpose-built solutions utilized by professionals and outdoor consumers worldwide.

- **Other**

Other includes sales and licensing of the *Musto*<sup>®</sup>, *Chic*<sup>®</sup> and *Rock & Republic*<sup>®</sup> brands, as well as other Company-owned brands and private label apparel. *Musto*<sup>®</sup> is a leader in specialized technical apparel in the sailing and adventure categories. We distribute the brand through our e-commerce relationships, specialty wholesale retailers, owned retail stores and our Company-operated website at [www.musto.com](http://www.musto.com). *Chic*<sup>®</sup> is a traditional apparel brand and is marketed to consumers as a classic comfort solution. We distribute the brand by leveraging our e-commerce relationships. *Rock & Republic*<sup>®</sup> is a premium apparel brand and is marketed to consumers as a modern and active lifestyle brand. We distribute the brand through our e-commerce relationships, retail stores and our Company-operated website at [www.rockandrepublik.com](http://www.rockandrepublik.com).

#### **Distribution Channels and Customers**

Our distribution channels include U.S. Wholesale, International Wholesale and Direct-to-Consumer.

- **U.S. Wholesale**

The U.S. Wholesale channel is our largest distribution channel and accounted for approximately 64% of our net revenues in 2025. Within this channel, our *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> branded products are marketed and sold by mass merchants, outdoor and sporting goods stores, specialty stores, department stores, Company-operated stores, business-to-business through our workwear and uniform businesses and online, including digital marketplaces. This channel also includes revenues related to *Musto*<sup>®</sup>, *Chic*<sup>®</sup> and *Rock & Republic*<sup>®</sup> products sold in the U.S. A portion of our U.S. Wholesale net revenue is attributable to digital sales from our wholesale partners' websites and third-party e-commerce platforms such as Amazon and other pure-play digital retailers.

Our mass merchant customers include national retailers such as Target and Walmart, as well as various regional retail partners. Our department store customers include national and regional retailers. The specialty store channel, which includes revenue from *Wrangler*<sup>®</sup> *Riggs Workwear*<sup>®</sup> and *Wrangler*<sup>®</sup> *Western* branded products, consists primarily of national accounts such as Boot Barn,

Cavender's and Tractor Supply Company as well as upscale modern specialty stores. The outdoor and sporting goods customers of the *Helly Hansen*<sup>®</sup> brand include independent specialty retailers, national ski resorts such as Vail Resorts and outdoor specialty retailers such as REI.

Our U.S. Wholesale channel also includes revenues from licensing arrangements where we receive royalties based on a percentage of the licensed products' net revenues. Most of the agreements provide for a minimum royalty requirement. See "Licensing Arrangements" herein for more information.

- **International Wholesale**

The International Wholesale channel accounted for approximately 21% of our net revenues in 2025. The addition of the *Helly Hansen*<sup>®</sup> brand has increased our international footprint, with deep long-standing relationships with wholesale customers in the outdoor and workwear businesses. Our products are available in Canada, Mexico, the United Kingdom, continental Europe, the Middle East and China, and through licensees or distributors in strategic regions across the globe. In China, our *Helly Hansen*<sup>®</sup> business is operated through a joint venture arrangement.

The majority of the International Wholesale business is located in EMEA and APAC, where we sell our products to outdoor and sporting goods stores, department store and specialty store wholesale customers, online, including digital marketplaces, as well as through our distribution and license relationships. In Canada and Mexico, our products are primarily marketed through mass merchants, department stores and specialty stores including outdoor and sporting goods stores. A portion of our International Wholesale net revenue is attributable to digital sales from our wholesale partners' websites, third-party e-commerce platforms, and other pure-play digital retailers. Similar to the U.S. Wholesale channel, we use proprietary insights from our wholesale customers to strategically refine our products and adjust our go-to-market approach.

Additionally, our International Wholesale channel includes sales in partnership stores located across EMEA, APAC and South America. Partnership stores are owned and operated by our licensees, distributors and other independent parties. They are retail locations selling our products that have the appearance of Kontoor-operated stores, and as such represent an important vehicle for presenting our brands to international consumers.

Our International Wholesale channel also includes revenues from international licensing arrangements where we receive royalties based on a percentage of the licensed products' net revenues. Most of the agreements provide for a minimum royalty requirement. See "Licensing Arrangements" herein for more information.

- **Direct-to-Consumer**

Our Direct-to-Consumer channel accounted for approximately 15% of our net revenues in 2025 and represents sales of our products through our *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> branded full-price and outlet stores, online and international concession arrangements.

The Direct-to-Consumer channel allows us to achieve the fullest expression of our brands by displaying our product lines in a manner that supports the brands' positioning, providing an in-store and online user experience that enables us to address the needs and preferences of our consumers.

As of January 3, 2026, we had 60 Company-operated full-price *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup>, *Helly Hansen*<sup>®</sup> and *Musto*<sup>®</sup> branded retail stores, which are located in Asia, Canada, Europe and the U.S. They include mono-brand stores, which carry *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup>, *Helly Hansen*<sup>®</sup> or *Musto*<sup>®</sup> branded products, and dual-brand stores, which carry a mix of our *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> branded products. We also had 72 Company-operated premium outlet and clearance centers as of January 3, 2026, primarily in the U.S., as well as outlets in Canada, Europe and Mexico.

As of January 3, 2026, we had 208 concession retail and outlet stores in Europe and Asia. Under a typical concession arrangement, we have a dedicated sales area, pay a concession fee for use of the space based on a percentage of retail sales and, in many cases, manage staffing for operation of the sales area. The concession model provides dedicated sales areas for our brands and helps differentiate and enhance the presentation of our products, generally with lower overhead than opening a separate store.

We continue to prioritize serving our customers through digital platforms that enhance the user experience and drive customer interaction in digital and physical environments. Sales from our own websites represent a growing portion of our net revenues and help elevate the consumer connection with our brands. *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup>, *Helly Hansen*<sup>®</sup> and *Musto*<sup>®</sup> branded products are currently available through our own websites in 20 countries.

### Licensing Arrangements

We seek to maximize our brands' market penetration and consumer reach by entering into licensing agreements with strategically selected partners. Pursuant to these licensing agreements, we typically grant our licensing partner an exclusive or non-exclusive license to use one or more of our brands in connection with specific licensed categories of products in specific geographic regions. Our licensing partners leverage the strength of our brands and our customer relationships to sell products in their licensed categories and geographic regions. We currently have licensing agreements in categories including denim, apparel, footwear, accessories and home decor.

On May 31, 2025, as part of the Helly Hansen acquisition, the Company acquired a 50% noncontrolling financial interest in a joint venture that distributes *Helly Hansen*<sup>®</sup> products in China. The *Helly Hansen*<sup>®</sup> brand has a licensing arrangement with the joint venture where it receives royalties based on a percentage of the joint venture's net revenues.

We retain oversight and approvals of the design, quality control, advertising, marketing and distribution of licensed products to help maintain our brand and product quality standards. License agreements are for fixed terms, which are determined by the nature of the partner and the importance of the geographic region. Agreements typically vary in length from three to ten years. In addition to longer-term licensing arrangements, we also enter into strategically focused shorter-term collaboration agreements.

Each licensee pays royalties based on its sales of licensed products in accordance with the terms of the agreement. Licensing net revenue was \$57.7 million in 2025.

#### **Global Sourcing Strategy**

We manage our sourcing operations from hubs located in Hong Kong and Panama. To ensure product quality and responsible sourcing, these hubs coordinate material deliveries, manufacturing schedules and finished goods distribution across our third-party suppliers, contract manufacturers, and our owned manufacturing facilities in Mexico.

We continually evaluate and refine the performance of our sourcing configuration to maximize operational efficiency and mitigate current and emerging supply and trade risks.

#### **Product Innovation, Design, Sustainability and Development**

Consumer-centric product innovation, design, and development are fundamental to creating a unique product mix in support of business growth across our iconic *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> brands.

We leverage the extensive experience and expertise of our innovation centers in Greensboro, North Carolina, and Oslo, Norway to conduct advanced product technology research in our material science labs. Our technical development centers in Greensboro, China and Bangladesh are staffed with dedicated scientists and engineers who combine material technologies with consumer insights and market trends, creating new products and enhancing the attributes of existing ones to meet consumers' needs.

#### **Sourcing, Manufacturing and Distribution**

Our global supply chain organization is responsible for the operational planning, sourcing, manufacturing, and distribution of products to our customers. We believe we have developed a high degree of expertise in managing the complexities associated with a global supply chain. During 2025, we manufactured or sourced approximately 157 million units of finished goods inventory.

- **Material Procurement and Manufacturing**

We purchase fabric and trims from numerous U.S. and international suppliers to meet our production needs. Raw materials include products made from cotton, polyester, spandex, lycra and other man-made fibers. Trims include buttons, snaps and zippers. We rely on a broad base of suppliers, with the top three suppliers representing approximately 13% of total cost of goods sold. We source products from approximately 330 contract manufacturing facilities across 28 countries, which accounted for approximately 77% of the total units acquired during 2025. The remaining 23% of the units were supplied from our owned manufacturing facilities in Mexico. The combined sourcing approach provides flexibility, responsiveness and cost effectiveness, and is constantly evaluated to consider factors such as source of raw materials, production lead times, production costs, duties and tariffs, product complexity, and demand volatility.

- **Distribution and Logistics**

We utilize a network of Company-owned and third-party distribution centers and logistics carriers to support a highly reliable flow of materials to manufacturing facilities and finished goods to regional distribution centers. Our strategically located distribution network in the U.S., EMEA, APAC and Non-U.S. Americas regions is configured to provide speed and service to our customers, retail stores, and e-commerce consumers at the most efficient cost possible. Our long-term relationships with third-party suppliers ensure optimization of capacity, connectivity, responsiveness and global service coverage.

#### **Inventory Management**

Our regional planning control functions develop brand-specific demand requirements in close collaboration with the U.S., EMEA, APAC and Non-U.S. Americas markets, capturing channel-specific supply needs that feed into our ERP planning systems. We closely monitor changes in demand and supply, and synchronize operations to deliver optimized inventory levels while meeting customer requirements. We take timely action, as needed, to ensure optimal availability of inventory while balancing the cash flow needs for our business.

## Advertising and Customer Support

Our advertising and marketing efforts focus on differentiating our brands' positioning and highlighting our product qualities. We are focused on creating globally unified brand messages with appropriate regional nuances in order to maximize our brand recognition, and drive brand demand from initial end-consumer awareness to long-term loyalty. By utilizing global heads of marketing, we continue to develop integrated, multi-channel marketing strategies designed to effectively reach the target consumers of each of our brands. We pursue this strategy through our use of a variety of media channels and other public endorsements, including traditional media such as television, print and radio, as well as digital media channels such as display, online video, social media, live streaming, paid search, influencers and brand ambassadors. We leverage marketing analytics to optimize the impact of advertising and promotional spending, and to identify the types of spending that provide the greatest return on our marketing investments. Our strategy also includes collaborating with other influential brands, engaging in brand partnerships and sponsorships and developing new advertising campaigns that drive consumer awareness and brand equity.

We also participate in cooperative advertising on a shared cost basis with major retailers in print and digital media, radio and television. We generally provide our wholesale customers with point-of-sale fixtures and signage to enhance the presentation and brand image of our products. Our websites, [www.wrangler.com](http://www.wrangler.com), [www.lee.com](http://www.lee.com), [www.hellyhansen.com](http://www.hellyhansen.com), [www.musto.com](http://www.musto.com), [www.rockandpublic.com](http://www.rockandpublic.com) and corresponding regional websites, enhance consumer understanding of our brands and help consumers find and buy our products. We employ a support team for each brand that is responsible for customer service at the consumer level as well as a sales force that manages our customer relationships.

## Seasonality

Our operating results are generally subject to some variability due to seasonality, with net revenues typically being slightly higher during the fall/winter and holiday shopping seasons. This limited variation results primarily from the differences in seasonal influences on revenues among our segments. With changes in our mix of business and the growth of our direct-to-consumer operations, historical quarterly revenue and profit trends may not be indicative of future trends. Working capital requirements vary throughout the year. Working capital typically increases early in the year as inventory builds to support peak shipping periods and then moderates later in the year as those inventories are sold and accounts receivable are collected. Cash provided by operating activities is usually substantially higher in the second half of the year due to higher net income during that period and reduced working capital requirements.

## Competition

The apparel industry is highly competitive, highly fragmented and characterized by low barriers to entry with many local, regional and global competitors. We compete in the apparel and accessories sector by leveraging our brands, scale and ability to develop high-quality, innovative products at competitive prices that meet consumer needs.

Our primary branded competitors are large, globally focused apparel companies that also participate in a variety of categories, including, but not limited to, denim, athletic wear, exclusive or private labels, casual lifestyle apparel, outerwear and workwear. Some of the key brands we compete with include Arc'teryx, Ariat, Calvin Klein, Carhartt, Columbia, Dickies, Levi's, Patagonia, The North Face and Tommy Hilfiger. Additionally, we see an increasing reliance on private label apparel created for our largest retailer partners.

## Intellectual Property

Trademarks, trade names, patents and domain names, as well as related logos, designs and graphics, provide substantial value in the development and marketing of our products, and are important to our continued success. We have registered the intellectual property associated with our brands in the U.S. and other countries where our products are manufactured and/or sold, including trademark registrations for our three key brands, *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>. Although the laws vary by jurisdiction, in general, trademarks remain valid and enforceable provided that the marks are used in connection with the related products and services and the required registration renewals are filed. Typically, trademark registrations can be renewed indefinitely as long as the trademarks are in use. We also place high importance on product innovation and design, and a number of these innovations and designs are the subject of patents. However, we do not regard any segment of our business as being dependent upon any single patent or group of related patents.

## Human Capital

We understand that our greatest asset is our global employees. As of January 3, 2026, we had approximately 10,600 employees worldwide. Geographically, approximately 1,200 employees are located in APAC, approximately 1,500 are located in EMEA, approximately 5,000 are located in Latin America and Mexico, primarily supporting our manufacturing facilities, and approximately 2,900 are located in the U.S. and Canada. Approximately 4% of employees in international markets are covered by trade-sponsored or governmental bargaining arrangements.

Supported by a leadership team that fosters a culture of collaboration, performance and entrepreneurial spirit, our employees are dedicated to harnessing design, innovation and sustainable practices to create apparel that meets the needs of our customers today, while also igniting interest from the next generation of consumers. With pride in our rich heritage and an eye toward ongoing business success, we continue to develop a high-performance culture that makes Kontoor an employer of choice in the apparel industry. We believe in developing a culture of innovation, collaboration and growth where team members have a strong sense of belonging that fuels their passion for winning. We are dedicated to putting our purpose, mission and values at the forefront of everything we do.

Moving forward, we will continue to focus our efforts on: (i) attracting and retaining high-performing people who reflect our communities and consumers, (ii) providing career development and advancement opportunities and (iii) fostering belonging through an environment where employees feel welcomed, valued and heard.

We consider health and safety to be core values in all our operations. We do not jeopardize the well-being of our employees, contractors or supply chain partners to complete any tasks, projects or other priorities. We believe the people involved in the development of our products are our most important assets; therefore, we have created and implemented strong health and safety policies and procedures that go beyond governmental standards. Our operations have an Occupational Safety and Health Administration recordable incident rate ("RIR") significantly below the average RIR of our industry; however, we strive to reach zero injuries.

#### **Corporate Sustainability and Social Responsibility**

Corporate sustainability and social responsibility are top priorities for our Company and Board of Directors. We are focused on advancing worker well-being, sourcing products and materials from companies that share our values and limiting our negative impacts on the environment while adhering to the highest ethical standards. These principles align with the essence of our brands and represent the right course of action. The Board of Directors promotes responsible corporate citizenship and oversees compliance with Kontoor's standards. The Nominating and Governance Committee regularly reviews and evaluates the progress of sustainability, social and governance strategies, which fosters responsible growth.

At Kontoor, sustainability represents a dynamic process of continual improvement aligned with our strategic pillars of People, Product, Planet and Prosperity. We have established actions and goals for each pillar, including the preferred sourcing of raw materials for our products, reducing the use or generation of hazardous chemicals in the sourcing or manufacturing of our products, a science-based target related to our reduction of greenhouse gas emissions and savings in water consumption across our supply chain.

We articulate our corporate sustainability and social responsibility commitments in our Code of Conduct and in our 2024 Sustainability Progress Report which can be found on our website at [www.kontoorbrands.com](http://www.kontoorbrands.com). Our website and the information contained therein or connected thereto is not incorporated in this Annual Report on Form 10-K.

#### **Governmental Regulations**

We are subject to U.S. federal, state and local laws and regulations that could affect our business, including those promulgated under the Federal Trade Commission Act, the Occupational Safety and Health Act, the Consumer Product Safety Act, the Flammable Fabrics Act, the Textile Fiber Product Identification Act, the rules and regulations of the Consumer Products Safety Commission and various environmental laws and regulations, including laws and regulations relating to generating emissions, water discharges, waste, product and packaging content and workplace safety. Our international businesses are subject to similar laws and regulations in the countries in which they operate. Our business operations also are subject to various international trade agreements and regulations. These regulations may change or become more stringent, or unforeseen events may occur, any of which could have a material adverse effect on our financial position or results of operations.

### **ITEM 1A. RISK FACTORS.**

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*You should carefully consider each of the following risks and all of the other information contained in this Annual Report on Form 10-K in evaluating our business. Our business, prospects, results of operations, cash flows or financial condition could be materially and adversely affected by any of these risks, and, as a result, the trading price of our common stock could decline.*

#### **RISKS RELATING TO OUR BUSINESS AND INDUSTRY**

***Macroeconomic conditions, as well as geopolitical events, could have a material adverse impact on our business, results of operations, cash flows and financial condition.***

Global macroeconomic conditions, including inconsistent consumer demand despite recent declines in interest rates, fluctuating foreign currency exchange rates, moderating inflation and global supply chain issues, as well as the ongoing impact of increased tariff rates and uncertainty regarding the outcomes of trade negotiations, continue to adversely impact global economic conditions and have had, and may continue to have, a negative impact on our business, results of operations, cash flows and financial condition.

For instance, during 2025 and the beginning of 2026, the U.S. government enacted and continues to enact significant changes to its tariff regime that increased rates on virtually all imports, many of which have gone into effect. This not only contributed to macroeconomic volatility but also adversely impacted our gross margins during 2025 and is expected to continue to impact our gross margins in future periods. In addition, the macroeconomic factors discussed above, primarily tariffs, interest rates and inflation, along with recent increases in product costs, continued to result in retailer actions to conservatively manage inventory levels, which impacted retailers' and the Company's operations in 2025.

We anticipate continued uncertainty related to the macroeconomic environment during 2026, including the potential impact of future tariff increases, and we continue to closely monitor macroeconomic conditions, including consumer behavior and the impact of these factors on consumer demand. Continuing or worsening conditions may have a material adverse impact on our results of operations, cash flows and/or financial condition.

***Our revenues and profits depend on the level of consumer spending for apparel, which is sensitive to global economic conditions and other factors. A decline in consumer spending could have a material adverse effect on us.***

The success of our business depends on consumer spending on apparel, and there are a number of factors that influence consumer spending, including actual and perceived economic conditions, disposable consumer income, consumer discretionary spending patterns, tariffs and import/export regulations, interest rates, inflation, recessionary concerns, consumer credit availability and consumer debt levels, fuel and other energy costs, unemployment, stock market performance, weather conditions and tax rates in the international, national, regional and local markets where our products are sold.

The current global economic environment is unpredictable and volatile, and adverse economic trends or other factors could negatively impact the level of consumer spending, which could have a material adverse impact on us.

***A significant portion of our revenues and gross profit is derived from a small number of large customers. The loss of any of these customers or the inability of any of these customers to pay us could substantially reduce our revenues and profits.***

A small portion of our customers account for a significant portion of net revenues. Sales to our ten largest customers accounted for 53% of total net revenues in 2025, and our top customer, Walmart, accounted for 30% of our total net revenues in 2025, 2024 and 2023. We expect that these customers will continue to represent a significant portion of our net sales in the future. Sales to our wholesale customers are generally on a purchase order basis and not subject to long-term agreements. A decision by any of our major wholesale customers to significantly decrease the volume of products purchased from us, cease purchases from us, cancel orders, reduce advertising for our products or change the manner of doing business with us, whether motivated by economic conditions, financial difficulties, competitive conditions, or otherwise, could substantially reduce net revenues and have a material adverse effect on our results of operations, cash flows and financial condition. Our larger customers generally have the scale to develop supply chains that enable them to change their buying patterns, or develop and market their own private label and other economy brands that compete with some of our products. This ability also makes it easier for them to resist our efforts to increase prices, reduce inventory levels and, potentially, discontinue our products. Many of our largest customers have already developed significant private label brands under which they design and market apparel and accessories that compete directly with our products. These retailers have assumed an increasing degree of inventory risk in their private label products and, as a result, may first cancel advance orders with us in order to manage their own inventory levels downward during periods of unseasonable weather or weak economic cycles. In addition, if any of our customers devote less selling space to our categories of apparel, our sales to those customers could be reduced even if we maintain our share of their apparel business. Any such reduction in our categories of apparel selling space could result in lower sales, and our results of operations, cash flows and financial condition may be adversely affected.

Additionally, from time to time certain customers have experienced financial and operational difficulties. There can be no assurance that our wholesale or other customers have adequate financial resources and/or access to additional capital to withstand prolonged periods of adverse economic conditions. To the extent one or more of our largest customers experience significant financial difficulty, bankruptcy, insolvency or cease operations, this could have a material adverse effect on our sales, our ability to collect on receivables and our results of operations, cash flows and financial condition.

***Supply chain and shipping disruptions have resulted in shipping delays, an increase in transportation costs, and could increase product costs and result in lost sales, which may have a material adverse effect on our business, results of operations, cash flows and financial condition.***

We and our third-party manufacturing partners and other vendors have experienced, and may continue to experience, supply chain disruption and shipping disruptions. These disruptions impacted, and may continue to impact, our ability to receive materials or products from our third-party manufacturing partners and suppliers, and to distribute our products to our customers in a cost-effective and timely manner, increased (and may continue to increase) production lead times and raw material and product costs, and impacted (and may continue to impact) our ability to meet customer demand, all of which could have an adverse effect on our results of operations, cash flows and financial condition. For example, if we miss the delivery date requirements of our customers, they may cancel orders, refuse to accept deliveries, impose non-compliance charges, demand reduced prices, or reduce future orders, any of which could harm our results of operations, cash flows and financial condition. While we have taken steps to minimize the impact of these disruptions by working closely with our manufacturing partners, other vendors, and customers, there can be no assurances that further unforeseen events impacting the supply chain will not have a material adverse effect on us in the future. Additionally, the impacts that continuing supply chain disruptions have on our manufacturers and suppliers are not within our control.

***We may have difficulty in integrating Helly Hansen and/or in achieving the expected growth, cost savings and/or synergies from the acquisition.***

We completed the acquisition of Helly Hansen, the global outdoor and workwear brand on May 31, 2025. Even though we consummated the transaction, there can be no assurance that we will be able to successfully address inherent risks in a timely manner, or at all. These inherent risks include, among other things: failure to achieve all or any expected growth, cost savings, synergies or other anticipated benefits of the Helly Hansen acquisition; failure to successfully integrate the purchased operations and

maintain uniform standard controls, policies and procedures; substantial unanticipated integration costs; loss of key employees of the acquired business or attrition of management; diversion of management's attention from other business concerns; failure to retain the customers of the acquired business; additional debt and the assumption of known and potentially unknown liabilities; a potential write-off of goodwill, customer lists, other intangibles; and amortization of expenses. If we fail to successfully integrate Helly Hansen, we may not realize all or any of the anticipated benefits of the Helly Hansen acquisition, and our future results of operations could be adversely affected.

In addition, as part of the acquisition of Helly Hansen, we acquired a 50% ownership interest in a Chinese joint venture founded in 2021 to develop and sell Helly Hansen products in China. As with any joint venture, there are inherent risks including, among other things: (i) limited decision-making authority; (ii) differences in views with our joint venture partner may result in delayed decisions; (iii) reliance on our joint venture partner's financial condition; (iv) our joint venture partner may be unable or unwilling to fulfill its obligations; (v) our joint venture partner may take actions contrary to our requests or contrary to our policies or objectives, including actions that may violate applicable law or regulations; (vi) our joint venture partner may take actions that harm our reputation; (vii) our joint venture partner may have economic or business interests or objectives that are inconsistent with or contrary to ours; (viii) the risk of disputes with our joint venture partner; and (ix) the risk of failing to achieve profitability through such joint venture.

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

There can be no assurance that we will be able to successfully anticipate changing consumer preferences and product trends or economic conditions, and, as a result, we may not successfully manage inventory levels to meet our future order requirements. We often schedule internal production and place orders for products with independent manufacturers before our customers' orders are firm. If we fail to accurately forecast consumer demand, we may experience excess inventory levels or a shortage of product required to meet the demand. Inventory levels in excess of consumer demand may result in inventory write-downs, the sale of excess inventory at discounted prices or excess inventory held by our wholesale customers, which could have a negative impact on future sales, an adverse effect on the image and reputation of our brands and negatively impact profitability. On the other hand, if we underestimate demand for our products, our manufacturing facilities or third-party manufacturers may not be able to produce products to meet consumer requirements, and this could result in delays in the shipment of products and lost revenues, higher costs for expedited shipments, as well as damage to our reputation and relationships. These risks could have a material adverse effect on our brand image as well as our results of operations, cash flows and financial condition.

***The retail industry has experienced financial difficulty that could adversely affect our business.***

Historically, there have been consolidations, reorganizations, restructurings, bankruptcies and ownership changes in the retail industry. These events could have a material adverse effect on our business. These changes could impact our opportunities in the market and increase our reliance on a smaller number of large customers. In the future, retailers are likely to further consolidate, undergo restructurings, reorganizations or bankruptcies, realign their affiliations or reposition their stores' target markets. In addition, consumers have continued to transition away from traditional wholesale retailers to large online retailers. These developments could result in a reduction in the number of stores that carry our products, an increase in ownership concentration within the retail industry, an increase in credit exposure to us or an increase in leverage by our customers over their suppliers.

Further, the global economy periodically experiences recessionary conditions with reduced availability of credit, increased savings rates, declines in real estate and securities values and rising unemployment. These recessionary conditions could have a negative impact on retail sales of apparel. The lower sales volumes, along with the possibility of restrictions on access to the credit markets, could result in our customers experiencing financial difficulties, including store closures, bankruptcies or liquidations. This could result in higher credit risk to us relating to receivables from our customers who are experiencing these financial difficulties. If these developments occur, our inability to shift sales to other customers or to collect on our trade accounts receivable could have a material adverse effect on our results of operations, cash flows and financial condition.

***The apparel industry is highly competitive, and our success depends on our ability to gauge consumer preferences and product trends, and to respond to constantly changing markets.***

We compete with numerous apparel brands and manufacturers. Competition is generally based upon brand name recognition, price, design, product quality, selection, service and purchasing convenience. Some of our competitors are larger and have more resources than us in certain product categories and regions. In addition, we compete directly with the private label brands of our wholesale customers. Our ability to compete within the apparel industry depends on our ability to:

- anticipate and respond to changing consumer preferences and product trends in a timely manner;
- develop attractive, innovative and high-quality products that meet consumer needs;
- maintain strong brand recognition;
- price products appropriately;
- provide best-in-class marketing support and intelligence;
- ensure product availability and optimize supply chain efficiencies;
- adapt to changes in technology, including successful utilization of data analytics, artificial intelligence and machine learning;
- produce or procure quality products on a consistent basis; and
- obtain sufficient retail store space and effectively present our products at retail.

Failure to compete effectively or to keep pace with rapidly changing consumer preferences, markets and product trends could have a material adverse effect on our results of operations, cash flows and financial condition. Moreover, there have been, and continue to be, significant shifts in the wholesale and direct-to-consumer (e-commerce and retail store) channels. We may not be able to manage our brands within and across channels sufficiently, which could have a material adverse effect on our results of operations, cash flows and financial condition.

***Our profitability may decline as a result of increasing pressure on margins.***

The apparel industry is subject to significant pricing pressure caused by many factors, including intense competition, consolidation in the retail industry, rising commodity and conversion costs, tariffs, pressure from retailers to reduce the costs of products, the impact of inflation, interest rates, changes in consumer demand and continued or accelerated shifting to online shopping and purchasing. Customers may increasingly seek markdown allowances, incentives and other forms of economic support. If these factors cause us to reduce our sales prices to retailers and consumers, and we fail to sufficiently reduce our product costs or operating expenses, our profitability will decline. This could have a material adverse effect on our results of operations, cash flows and financial condition.

***Our business and the success of our products could be harmed if we are unable to maintain the images of our brands.***

Our success to date has been due in large part to the growth of our brands' images and our customers' connection to our brands. If we are unable to timely and appropriately respond to changing consumer demand, including customers' desire for sustainable products, the names and images of our brands may be impaired. Even if we react appropriately to changes in consumer preferences, consumers may consider our brands' images to be outdated or associate our brands with styles that are no longer popular. In addition, brand value is based in part on consumer perceptions on a variety of qualities, including merchandise quality and corporate integrity. Negative claims or publicity regarding us, our brands or our products could adversely affect our reputation and sales regardless of whether such claims are accurate. Social media, which accelerates the dissemination of information, can increase the challenges of responding to negative claims. In the past, many apparel companies have experienced periods of rapid growth in sales and earnings followed by periods of declining sales and losses. Our businesses may be similarly affected in the future. In addition, we have sponsorship contracts with a number of athletes, musicians, celebrities and organizations and feature those individuals or organizations in our advertising and marketing efforts. Actions taken by those individuals or organizations associated with our products could harm their reputations, which could adversely affect the images of our brands.

***Our direct-to-consumer business includes risks that could have a material adverse effect on our results of operations.***

We sell merchandise direct-to-consumer through our retail stores and e-commerce sites. Our direct-to-consumer business is subject to numerous risks that could have a material adverse effect on our results. Risks include, but are not limited to, (i) U.S. or international resellers purchasing merchandise and reselling it overseas outside of our control, (ii) failure of the systems that operate the stores and websites, and their related support systems, including, but not limited to, computer viruses, theft of customer information, privacy concerns, telecommunication failures and electronic break-ins and similar disruptions, (iii) credit card and other payment fraud and (iv) risks related to our direct-to-consumer distribution centers and processes. Risks specific to our e-commerce business also include (i) diversion of sales from our wholesale customers, (ii) difficulty in recreating the in-store experience through direct channels, (iii) liability for online content, (iv) changing patterns of consumer behavior and (v) intense competition from online retailers. Our failure to successfully respond to these risks might adversely affect sales in our e-commerce business, as well as damage our reputation and brands.

***We may not succeed in our business strategy.***

One of our key strategic objectives is growth. We seek to grow organically and through acquisitions. We seek to grow by expanding our share with winning customers; stretching our brands to new regions, channels, and categories; managing costs; leveraging our supply chain across the Company; and expanding our direct-to-consumer business with emphasis on our e-commerce business. However, we may not be able to grow our existing businesses. For example:

- we may not be able to transform our model to be more consumer- and retail-centric;
- we may not be able to expand our market share with winning customers, or our wholesale customers may encounter financial difficulties and thus reduce their purchases of our products;
- we may not be able to expand our brands in Asia or other geographies, transform our business in certain regions or achieve the expected results from our supply chain initiatives;
- we may not be able to successfully achieve the expected growth or cost savings of our *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> brand platforms;
- we may have difficulty recruiting, developing or retaining qualified employees;
- we may not be able to achieve our direct-to-consumer expansion goals and manage our growth effectively;
- we may not be able to offset rising commodity or conversion costs in our product costs with pricing actions or efficiency improvements; and
- we may have difficulty completing potential acquisitions or dispositions, and we may not be able to successfully integrate a newly acquired business or achieve the expected growth, cost savings or synergies from such integration.

Failure to implement our strategic objectives may have a material adverse effect on our business.

***We continue to implement Project Jeanius, which seeks to simplify and transform our processes, systems and global operating model, and challenges with the implementation of this initiative may negatively impact our business and operations.***

We continue to execute on Project Jeanius, which seeks to simplify and transform our processes, systems and global operating model, with particular focus on enhancing and optimizing our supply chain, reducing operating complexity and integrating our business across global shared services. This initiative has involved, and will continue to involve, substantial expenditures. The continued implementation of Project Jeanius may prove to be more difficult, costly or time consuming than expected, and it is possible that the initiative will not yield the gross profit improvement and selling, general and administrative expense savings in the amounts or on the timeline originally anticipated. In addition, we may experience operational challenges such as delays or errors in implementation, security failures such as loss or corruption of data, reputational harm or other significant disruptions. Any disruptions, delays or deficiencies in the implementation of this initiative could negatively impact our operations and adversely affect our ability to operate our business. This could have a material adverse effect on our results of operations, cash flows and financial condition.

***We are subject to the risk that our licensees may not generate expected sales or maintain the value of our brands.***

Although we generally have significant control over our licensees' products and advertising, we rely on our licensees for, among other things, operational and financial controls over their businesses. Failure of our licensees to successfully market licensed products or our inability to replace existing licensees, if necessary, could adversely affect our net revenues, both directly from reduced royalties received and indirectly from reduced sales of our other products. Risks are also associated with a licensee's ability to:

- obtain capital;
- manage labor relations;
- maintain relationships with its suppliers;
- manage credit risk effectively;
- maintain relationships with its customers; and
- adhere to our global compliance principles.

In addition, we rely on our licensees to help preserve the value of our brands. Although we attempt to protect our brands through contractual approval rights over design, production processes, quality, packaging, merchandising, distribution, advertising and promotion of our licensed products, we cannot completely control the use of our licensed brands by our licensees. The misuse of a brand by a licensee, including through the marketing of products under one of our brand names that do not meet our quality standards, could have a material adverse effect on that brand and on us.

***Our revenues and cash requirements are affected by seasonality.***

Our business is typically affected by seasonal trends, with a higher proportion of net revenues and operating cash flows generated during the second half of the fiscal year, which typically includes the back-to-school and holiday selling seasons. Poor sales in the second half of the fiscal year would have a material adverse effect on our full-year operating results and cause higher inventories. In addition, fluctuations in sales and operating income in any fiscal quarter are affected by the timing of seasonal wholesale shipments and other events affecting retail sales.

***The loss of members of our executive management and other key employees could have a material adverse effect on our business.***

We depend on the services and management experience of our executive officers and business leaders who have substantial experience and expertise in our business. The unexpected loss of services of one or more of these individuals could have a material adverse effect on us. Our future success also depends on our ability to recruit, retain and engage our personnel sufficiently. Competition for experienced and well-qualified personnel is intense, and we may not be successful in attracting and retaining such personnel.

**PRODUCT, MANUFACTURING AND DISTRIBUTION-RELATED RISKS**

***We use third-party suppliers and manufacturing facilities worldwide for a substantial portion of our raw materials and finished products, which poses risks to our business operations.***

During 2025, approximately 77% of our units were purchased from independent manufacturers primarily located in Asia, with our largest number of units sourced from Bangladesh, and substantially all of the remainder produced by Company-owned and -operated manufacturing facilities located in Mexico. Any of the following could impact our ability to produce or deliver our products or our cost of producing or delivering products and, as a result, our profitability:

- political or labor instability in countries where our facilities, contractors and suppliers are located;
- changes in local economic conditions, including as a result of macroeconomic pressures or geopolitical events, in countries where our facilities, contractors and suppliers are located;
- imposition of tariffs, duties, taxes and other charges on imports;
- political or military conflict could cause a delay in the transportation of raw materials and products to us and an increase in transportation costs;
- disruption at domestic and foreign ports of entry or with shipping routes could cause delays in product availability and increase transportation times and costs;
- heightened terrorism or security concerns could subject imported or exported goods to additional, more frequent or lengthier inspections, leading to delays in deliveries or impoundment of goods for extended periods;
- decreased scrutiny by customs officials for counterfeit goods, leading to more counterfeit goods and reduced sales of our products, increased costs for our anti-counterfeiting measures and damage to the reputation of our brands;
- disruptions at suppliers and manufacturing or distribution facilities caused by natural and man-made disasters;
- epidemics or other public health crises have resulted and could in the future result in closed factories, reduced workforces, scarcity of raw materials and scrutiny or embargo of our goods produced in infected areas;
- imposition of regulations and quotas relating to imports and our ability to adjust timely to changes in trade regulations could limit our ability to produce products in cost-effective countries that have the required labor and expertise; and
- imposition or the repeal of laws that affect intellectual property rights.

Although no single supplier is critical to our overall production needs, if we were to lose a supplier it could result in interruption of finished goods shipments to us, cancellation of orders by customers and termination of relationships. This, along with the damage to our reputation, could have a material adverse effect on our net revenues and, consequently, our results of operations, cash flows and financial condition.

In addition, although we audit our third-party material suppliers and contracted manufacturing facilities and set strict compliance standards, actions by a third-party supplier or manufacturer that fail to comply could expose us to claims for damages, financial penalties and reputational harm, any of which could have a material adverse effect on our business and operations.

***If we encounter problems with our distribution system, our ability to deliver our products to the market could be adversely affected.***

We rely on owned or independently-operated distribution facilities to warehouse and ship product to our customers. Our distribution system includes computer-controlled and automated equipment, which may be subject to a number of risks related to security or computer viruses, the proper operation of software and hardware, power interruptions or other system failures. Because substantially all of our products are distributed from a relatively small number of locations, our operations could also be interrupted by public health crises or natural or man-made disasters like earthquakes, floods or fires affecting our distribution centers. We maintain business interruption insurance, but it may not adequately protect us from the adverse effects that could be caused by significant disruptions in our distribution facilities, such as the long-term loss of customers or an erosion of brand image. In addition, our distribution capacity is dependent on the timely performance of services by third parties, including the transportation of product to and from our distribution facilities. Transportation of our products may be interrupted due to events such as marine disasters, bad weather or natural disasters, mechanical or electrical failures, public health crises, grounding, capsizing, fire, explosions and collisions, theft, piracy, cyber-attacks, human error and war and terrorism resulting in delays, damages or losses. If we encounter problems with our distribution system, our ability to meet customer expectations, manage inventory, complete sales and achieve operating efficiencies could be materially adversely affected.

***We rely on a limited number of North American mills for raw material sourcing, and we may not be able to obtain raw materials on a timely basis or in sufficient quantity or quality.***

We rely on a limited number of North American third-party suppliers for raw materials. Such products may be available, in the short-term, from only one or a very limited number of sources. In 2025, approximately 46% of our raw materials were provided by our top three suppliers in North America. We have no long-term contracts with our suppliers or manufacturing sources, and we compete with other companies for raw materials, production and quota capacity. We may experience a significant disruption in the supply of raw materials from current sources, or in the event of a disruption, we may be unable to locate alternative materials suppliers of comparable quality at an acceptable price or at all. In addition, if we experience significant increased demand, or if we need to replace an existing supplier or manufacturer due to consolidation, closure or otherwise, we may be unable to locate additional supplies of raw materials or additional manufacturing capacity on terms that are acceptable to us, or at all, or we may be unable to locate any supplier or manufacturer with sufficient capacity to meet our requirements or to fill our orders in a timely manner. Identifying a suitable supplier is an involved process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labor and other ethical practices. Even if we are able to expand existing or find new manufacturing sources, we may encounter delays in production and added costs as a result of the time it takes to train our suppliers and manufacturers in our methods, products and quality control standards. Delays related to supplier changes could also arise due to an increase in shipping times if new suppliers are located farther away from our markets or from other participants in our supply chain. Any delays, interruption or increased costs in the supply of raw materials or manufacture of our products could have a material adverse effect on our ability to meet customer demand for our products and could result in lower net revenue and income from operations both in the short and long term.

***We may be adversely affected by unseasonal or severe weather conditions.***

Our business may be adversely affected by unseasonal or severe weather conditions. Periods of unseasonably warm weather in the fall or winter, or periods of unseasonably cool and wet weather in the spring or summer, can negatively impact retail traffic and consumer spending. In addition, severe weather events such as snowstorms or hurricanes typically lead to temporarily reduced retail traffic. Physical risks from climate change may result in these weather events occurring more often and more acutely. Any of these conditions could result in negative point-of-sale trends for our merchandise and reduced replenishment shipments to our wholesale customers.

#### **INFORMATION TECHNOLOGY RISKS**

***We rely significantly on information technology. Any inadequacy, interruption, integration failure or security failure of this technology could harm our ability to effectively operate our business or report our financial results accurately or timely.***

Our ability to effectively manage and operate our business and report our financial results accurately and timely depends significantly on information technology systems. We rely heavily on information technology to track sales and inventory, manage our supply chain and support our accounting and financial reporting processes. We are also dependent on information technology, including the internet, for our direct-to-consumer sales, including our e-commerce operations and retail business credit card transaction authorizations. Despite our preventative efforts, our systems and those of our third-party service providers may be vulnerable to damage, failure or interruption due to viruses, data security incidents, technical malfunctions, natural disasters or other causes, or in connection with upgrades to our systems or the implementation of new systems. The failure of these systems to operate effectively, improper design or configuration, problems with transitioning to upgraded or replacement systems, our inability to keep up with rapid technological change (including the successful utilization of data analytics, artificial intelligence and machine learning), difficulty in integrating new systems or systems of acquired businesses or a breach in security of these systems could adversely impact the operations of our business, including management of inventory, ordering and replenishment of products, manufacturing and distribution of products, e-commerce operations, retail business credit card transaction authorization and processing, tracking and recording of accounting transactions, corporate email communications and our interaction with the public on social media.

***We are subject to data security and privacy risks that could negatively affect our business operations, results of operations or reputation.***

In the normal course of business, we collect, store, use, process, disclose and transmit ("Process") certain sensitive, personal, regulated and/or confidential employee and customer information, including credit card and other payment information, over public networks. There is a significant concern by consumers and employees over the security of personal information, including with respect to identity theft and user privacy. Cyber-attacks, including phishing and other forms of social engineering, denial-of-service attacks and the deployment of ransomware and other malware, are increasingly sophisticated and may utilize artificial intelligence. If unauthorized parties gain access to our networks or databases, or those of our third-party service providers, they may be able to steal, access, publish, use, delete or modify confidential and sensitive information, including credit card information and personal information, that we have obligations to protect. Despite the security measures we currently have in place and our commitment to risk management practices, our facilities and systems and those of our third-party service providers may be vulnerable to, and unable to anticipate, detect or mitigate, data security breaches and other cybersecurity incidents. In addition, employees or third-party service providers may intentionally or inadvertently cause data security breaches, through failing to follow policies or otherwise, that result in the unauthorized access to or release or use of personal, sensitive or confidential information. We take, and require our third-party service providers that process personal, confidential or sensitive information on our behalf to take, measures designed to protect such information and comply with applicable laws, regulations and industry standards related to information security and privacy. However, we cannot control the efforts of third-party service providers and cannot guarantee the compliance of their systems and processes. We and our customers could suffer harm if valuable business data or employee, customer and proprietary information were corrupted, lost, accessed or misappropriated by third parties due to a security failure in our systems or one of our third-party service providers. It could require significant expenditures to remediate any such failure or breach, severely damage our reputation and our relationships with customers, result in unwanted media attention and lost sales and expose us to risks of litigation and liability. In addition, as a result of security breaches at a number of prominent retailers, the media and public scrutiny of information security and privacy has become more intense and the regulatory environment has become increasingly uncertain, rigorous and complex. As a result, we may incur significant costs to comply with current and future state, federal and international laws regarding the protection and unauthorized disclosure of personal and other sensitive information such as the General Data Protection Regulation in the European Union, the United Kingdom General Data Protection Regulation, and state laws in the U.S. related to information security and privacy such as the California Consumer Privacy Act and China's Personal Information Protection Law. As the regulatory environment relating to information security and privacy becomes increasingly more demanding with many new requirements surrounding the processing and protection of personal, confidential and sensitive information, the increased complexity in these types of laws and inherent conflicts between jurisdictions may result in our inability or failure to comply with applicable requirements, despite our focus and efforts. Any failure to comply with the laws and regulations surrounding the protection of personal information could subject us to legal and reputational risks, including significant fines for non-compliance, any of which could have a negative impact on revenues and profits.

#### **LEGAL, COMPLIANCE, AND SUSTAINABILITY RISKS**

***Changes to trade policy, including tariff and import/export regulations, have had, and may continue to have, an adverse effect on our results of operations, cash flows and financial condition.***

Changes in policies governing foreign trade and manufacturing in the countries where we currently sell our products or conduct our business have in the past and could in the future adversely affect our business. The U.S. government has instituted and proposed changes in trade policies that include the imposition of higher tariffs on imports into the U.S., the negotiation or termination of trade agreements, economic sanctions on individuals, corporations or countries, and other government regulations affecting trade between the U.S. and other countries where we conduct our business. These changes in policy, along with the recent U.S. Supreme Court decision to strike down certain tariffs imposed under the International Emergency Economic Powers Act have created uncertainty as to the scale and short and long-term effects these tariffs may have and it may be time-consuming and expensive for us to alter our operations in order to adapt to or comply with any such changes.

Tariffs and other changes in U.S. trade policy have in the past and could continue to trigger retaliatory actions by affected countries, and certain foreign governments have instituted or are considering imposing retaliatory measures on certain U.S. goods. We do a significant amount of business that would be impacted by changes to the trade policies of the U.S. and foreign countries (including governmental action related to tariffs, international trade agreements, or economic sanctions). Such changes have the potential to adversely impact the U.S. economy or certain sectors thereof, our industry and the global demand for our products, and as a result, could have a material adverse effect on our results of operations, cash flows and financial condition.

***Our operations and earnings may be affected by legal, regulatory, political and economic risks.***

Our ability to maintain the current level of operations in our existing markets and to capitalize on growth in existing and new markets is subject to legal, regulatory, political and economic risks. These include proximity to countries in turmoil, shifts in local societal/cultural climates, change in local perceptions of foreign operators and uncertainty ahead of elections or regime changes, the burdens of complying with U.S. and international laws and regulations, changes in regulatory requirements and the economic uncertainty associated with political developments. In addition, shocks to the economy of a country where we operate and/or critical residual shocks to the apparel/garment sector industry as a whole can have an outside impact. Changes in regulatory, geopolitical policies or conditions and other factors may adversely affect our business or may require us to modify our current business practices. While enactment of any such change is not certain, if such changes were adopted, our costs could increase, which could have a material adverse effect on our results of operations, cash flows and financial condition.

***Changes in tax laws could increase our worldwide tax rate and materially affect our financial position and results of operations.***

As a global business, we are subject to taxation in the U.S. and numerous foreign jurisdictions. Many jurisdictions in which we operate are discussing potential changes to their respective taxation regimes, have issued proposed regulations or are adopting additional regulations. Any changes in tax laws in one or more of these jurisdictions could adversely impact our business and financial results.

The Organisation for Economic Co-operation and Development ("OECD") in a joint initiative with G20, has developed a two-pillar framework on Base Erosion and Profit Shifting ("BEPS"). Pillar One contains revised profit allocation and nexus rules while Pillar Two provides proposed global anti-base erosion ("GloBE") rules. The GloBE rules implement a new global minimum tax of 15% on all large multinational corporations with revenues above certain thresholds. Under Pillar Two, adopting countries have the right to impose "top-up taxes" on low-taxed foreign income earned by multinational companies to which they have a connection, up to the agreed 15%. These new global minimum tax rules began taking place in 2024. Certain countries in which we operate have adopted legislation or are in the process of introducing legislation to implement Pillar Two. In particular, further to the statement released by the G7 on June 28, 2025 which confirmed that agreement has been reached concerning the operation of a "side-by-side" solution to the application of Pillar Two to U.S. parented groups, we will evaluate the Administrative Guidance published by the OECD on January 5, 2026 in relation to the side-by-side package and other matters (including safe harbors and other simplification measures). We are currently monitoring the developments of the two-pillar plan and are evaluating its potential impact on our financial results, though the implementation of any new legislation could negatively impact us.

***We may have additional tax liabilities.***

As a global company, we determine our income tax liability in various tax jurisdictions based on an analysis and interpretation of local tax laws and regulations. This analysis requires a significant amount of judgment and estimation and is often based on various assumptions about the future actions of the local tax authorities. These determinations are the subject of periodic U.S. and international tax audits. Although we accrue for uncertain tax positions, our accrual may be insufficient to satisfy unfavorable findings. Unfavorable audit findings and tax rulings may result in payment of taxes, fines and penalties for prior periods and higher tax rates in future periods, which may have a material adverse effect on our results of operations, cash flows or financial condition.

***Our business is subject to national, state and local laws and regulations for environmental, consumer protection, employment, data protection, privacy, safety and other matters. The costs of compliance with, or the violation of, such laws and regulations by us or by independent suppliers who manufacture products for us could have a material adverse effect on our operations, cash flows and financial condition, as well as on our reputation.***

Our business is subject to comprehensive national, state and local laws and regulations on a wide range of environmental, consumer protection, employment, data protection, privacy, safety and other matters. We could be adversely affected by costs of compliance with or violations of those laws and regulations. In addition, while we do not control their business practices, we require third-party suppliers to operate in compliance with applicable laws, rules and regulations regarding working conditions, employment practices and environmental compliance. The costs of products purchased by us from independent contractors could increase due to the costs of compliance by those contractors.

Failure by us or our third-party suppliers to comply with such laws and regulations, as well as with ethical, social, product, labor and environmental standards, or related political considerations, could result in interruption of finished goods shipments to us, cancellation of orders by customers and termination of relationships. If one of our independent contractors violates labor or other laws, implements labor or other business practices or takes other actions that are generally regarded as unethical, it could jeopardize our reputation and potentially lead to various adverse consumer actions, including boycotts that may reduce demand for our merchandise. Damage to our reputation or loss of consumer confidence for any of these or other reasons could have a material adverse effect on our results of operations, cash flows and financial condition, as well as require additional resources to rebuild our reputation.

***Climate change, and related legislative and regulatory responses to climate change, may adversely impact our business.***

There is significant concern that a gradual rise in global average temperatures due to increased concentration of carbon dioxide and other greenhouse gases in the atmosphere will cause substantial changes in weather patterns around the globe, an increase in the frequency, severity and duration of extreme weather conditions and natural disasters, and water scarcity and poor water quality. Physical risks related to these events could adversely impact the cultivation of cotton, which is a key resource in the production of our products, disrupt the operation of our supply chain and the productivity of our contract manufacturers, increase our production costs, impose capacity restraints and impact the types of apparel products that consumers purchase. These events could also compound economic conditions and impact consumer confidence and discretionary spending. As a result, the physical effects of climate change could have a long-term adverse impact on our business, results of operations, cash flows and financial condition.

In many countries, governmental bodies are enacting new or additional legislation and regulations to reduce or mitigate the potential impacts of climate change. Compliance with these laws and regulations, as well as voluntary steps to reduce or mitigate our impact on climate change, may subject us, our suppliers or our contract manufacturers to transition risks such as increases in energy, production, transportation and raw material costs, capital expenditures or insurance premiums and deductibles, which could adversely impact our operations. Inconsistency of legislation and regulations among jurisdictions may also affect the costs of

compliance with such laws and regulations. Any assessment of the potential impact of future climate change legislation, regulations or industry standards, as well as any international treaties and accords, is uncertain given the wide scope of potential regulatory change in the countries in which we operate.

***Sustainability issues and regulations, including those related to climate change, and stakeholder response thereto may have an adverse effect on our business, financial condition and results of operations and damage our reputation.***

Companies across all industries are facing increasing scrutiny relating to their sustainability practices and policies. The landscape related to sustainability regulation, compliance, and reporting is constantly evolving, including expanding in scope and complexity. For example, the State of California, and the European Commission have published proposed or final rules, including the European Commission's Corporate Sustainability Reporting Directive, that would require significantly increased disclosures related to climate change and other issues. We may experience significant future cost increases associated with regulatory compliance for sustainability matters, including fees, licenses, reporting, and the cost of capital improvements for our operating facilities to meet environmental regulatory requirements. Increased focus and activism related to sustainability may hinder our access to capital or negatively impact our stock price, as investors may reconsider their capital investment based on their assessment of our sustainability practices and policies. In particular, investor advocacy groups, institutional investors, shareholders, employees, consumers, customers, regulators, proxy advisory services and other market participants have increasingly focused on sustainability practices and policies of companies. These stakeholders have placed increased importance on sustainability practices and their effect on companies from an investor, consumer, customer or employee perspective. If our sustainability practices do not meet investor or other stakeholder expectations and standards or evolving regulatory requirements, our stock price, brand, sales, ability to access capital markets, reputation and employee retention, among other things, may be negatively affected.

In addition, we have published goals across a range of sustainability areas. Although we intend to meet these goals, we may be required to expend significant resources to do so, which could increase our operational costs. In addition, we could be criticized for the scope or nature of these goals, or for any revisions to our goals. Moreover, we may determine that it is in the best interests of our Company and our shareholders to prioritize other business, social, governance or sustainable investments over the achievement of our current goals based on economic or technological developments, regulatory and social factors, business strategy or pressure from investors, activist groups or other stakeholders. If we do not adapt to or comply with new sustainability regulations, such as those related to climate change, carbon emissions and related sustainability disclosure requirements, or fail to meet our goals or evolving investor, industry or stakeholder expectations and standards, or if we are perceived (whether or not valid) to have not responded appropriately to the growing and various concerns for sustainability issues, customers and consumers may choose to stop purchasing our products or purchase products from a competitor, and our reputation, business or financial results may be adversely affected. Further, if we incur adverse publicity and reaction from investors, activist groups or other stakeholders related to our sustainability efforts and goals, the perception of us and our products and services by current and potential customers, as well as investors, could be adversely impacted which could adversely impact our business and financial results.

***We may be unable to protect, enforce or defend our trademarks and other intellectual property rights.***

Our trademarks, trade names, patents and other intellectual property rights are important to our success and our competitive position. We are susceptible to others copying our products and infringing, misappropriating or otherwise violating our intellectual property rights, especially with the shift in product mix to higher-priced brands and innovative new products in recent years.

Actions we have taken to establish and protect our intellectual property rights may not be adequate to prevent copying of our products by others, or to prevent others from seeking to invalidate our trademarks or block sales of our products as a violation of the trademarks and intellectual property rights of others. In addition, unilateral actions in the U.S. or other countries, including changes to or the repeal of laws recognizing trademark or other intellectual property rights, could have an impact on our ability to enforce those rights.

Some of our brands, such as *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>, enjoy significant worldwide consumer recognition. The higher pricing of those products creates additional risk of counterfeiting and infringement, misappropriation or other violation by third parties. The counterfeiting of our products or the infringement, misappropriation or other violation of our intellectual property rights by third parties could diminish the value of our brands and adversely affect our net revenues.

The value of our intellectual property could diminish if others assert rights in or ownership of our trademarks and other intellectual property rights, or trademarks that are similar to our trademarks. We may be unable to successfully resolve these types of conflicts to our satisfaction. In some cases, there may be trademark owners who have prior rights to our trademarks because the laws of certain foreign countries may not protect intellectual property rights to the same extent as do the laws of the U.S. In other cases, there may be holders who have prior rights to similar trademarks.

There have been, and there may in the future be, opposition and cancellation proceedings from time to time with respect to some of our intellectual property rights. In some cases, litigation may be necessary to protect or enforce our trademarks and other intellectual property rights. Furthermore, third parties may assert intellectual property claims against us, and we may be subject to liability, required to enter into costly license agreements, if available at all, required to rebrand our products and/or prevented from selling some of our products if third parties successfully oppose or challenge our trademarks or successfully claim that we infringe, misappropriate or otherwise violate their trademarks, copyrights, patents or other intellectual property rights. Bringing or defending any such claim, regardless of merit, and whether successful or unsuccessful, could be expensive and time-consuming and have a negative effect on our business, reputation, results of operations and financial condition.

***Failure to comply with anti-bribery, anti-corruption and anti-money laundering laws could subject us to penalties and other adverse consequences.***

We are subject to the United States Foreign Corrupt Practices Act, in addition to the anti-bribery, anti-corruption, and anti-money laundering laws of the foreign jurisdictions in which we operate, such as the U.K. Bribery Act. Although we implement policies and procedures designed to promote compliance with these laws and audit our third-party material suppliers and contracted manufacturing facilities, our employees, contractors and agents, as well as those companies to which we outsource certain of our business operations, may take actions in violation of our policies. Any such violation, or allegations of such violation, could result in sanctions or other penalties and have an adverse effect on our business, reputation and operating results.

#### **FINANCIAL RISKS**

***Fluctuations in wage rates and the price, availability and quality of raw materials, including commodity costs and finished goods, could increase costs.***

Fluctuations in the price, availability and quality of fabrics such as denim, including cottons, blends, synthetics and wools, or other raw materials used by us in our manufactured products, or of purchased finished goods, could have a material adverse effect on our cost of goods sold and/or our ability to meet our customers' demands. The prices we pay depend on demand and market prices for the raw materials used to produce them. The price and availability of such raw materials may fluctuate significantly, depending on many factors, including general economic conditions and demand, tariffs, supply chain disruptions, crop yields, energy prices, weather patterns, freight rates and speculation in the commodities markets. Prices of purchased finished products also depend on wage rates in Asia and other geographic areas where our independent contractors are located, as well as freight costs from those regions. Inflation can also have a long-term impact on us because increasing costs of materials and labor may impact our ability to maintain satisfactory margins. For example, the cost of the materials that are used in our manufacturing process, such as oil-related commodity prices and other raw materials, such as cotton, dyes and chemicals, and other costs, such as fuel, energy and utility costs, can fluctuate as a result of inflation and other factors. Similarly, a significant portion of our products are manufactured in other countries, and declines in the value of the U.S. dollar may result in higher manufacturing costs. In addition, fluctuations in wage rates required by legal or industry standards could increase our costs. In the future, we may not be able to offset cost increases with other cost reductions or efficiencies or pass higher costs on to our customers. This could have a material adverse effect on our results of operations, liquidity and financial condition.

***Our balance sheet includes goodwill and intangible assets. A decline in the fair value of a business unit or of an intangible asset could result in an asset impairment charge, which would be recorded as an operating expense in our statement of operations.***

Our policy is to evaluate goodwill and indefinite-lived intangible assets for possible impairment as of the beginning of the fourth quarter of each year, within 12 months of acquisition, or whenever events or changes in circumstances indicate that the fair value of such assets may be below their carrying amount. In addition, intangible assets that are being amortized are tested for impairment whenever events or circumstances indicate that their carrying value may not be recoverable. For these impairment tests, we use various valuation methods to estimate the fair value of our business units and intangible assets. If the fair value of an asset is less than its carrying value, we would recognize an impairment charge for the difference.

It is possible that we could have an impairment charge for goodwill or trademark and trade name intangible assets in future periods if (i) macroeconomic conditions and/or geopolitical events in future years worsen from our current assumptions, (ii) business conditions or our strategies for a specific business unit or brand change from our current assumptions, (iii) investors require higher rates of return on equity investments in the marketplace or (iv) enterprise values of comparable publicly traded companies, or of actual sales transactions of comparable companies, were to decline, resulting in lower comparable multiples of net revenues and earnings before interest, taxes, depreciation and amortization and, accordingly, lower implied values of goodwill and intangible assets. Although a charge would be non-cash, a future impairment charge for goodwill or intangible assets could have a material effect on our results of operations or financial condition.

***Our business is exposed to the risks of foreign currency exchange rate fluctuations. Our hedging strategies may not be effective in mitigating those risks.***

Approximately 27% of our total net revenues in 2025 are derived from markets outside the U.S. Most of our international businesses operate in functional currencies other than the U.S. dollar. Changes in currency exchange rates affect the U.S. dollar value of the foreign currency-denominated amounts at which our international businesses purchase products, incur costs or sell products. In addition, for our U.S.-based businesses, the majority of products are sourced from independent contractors or our manufacturing facilities located in foreign countries. As a result, the costs of these products are affected by changes in the value of the relevant currencies. Furthermore, much of our licensing net revenue is derived from sales in foreign currencies. Changes in foreign currency exchange rates could have an adverse impact on our results of operations, cash flows and financial condition.

In accordance with our operating practices, we hedge a significant portion of our foreign currency transaction exposures arising in the ordinary course of business to reduce risks in our cash flows and earnings. Our hedging strategy may not be effective in reducing all risks, and no hedging strategy can completely insulate us from foreign exchange risk.

Further, our use of derivative financial instruments may expose us to counterparty risks. Although we only enter into hedging contracts with counterparties having investment grade credit ratings, it is possible that the credit quality of a counterparty could be downgraded or a counterparty could default on its obligations, which could have a material adverse impact on our results of operations, cash flows and financial condition.

***Our ability to obtain short-term or long-term financing on favorable terms, if needed, could be adversely affected by geopolitical events and volatility in the capital markets.***

Any disruption in the capital markets, including as a result of macroeconomic pressures and/or geopolitical events like the conflicts in Ukraine and the Middle East, could limit the availability of funds or the ability or willingness of financial institutions or investors to extend capital in the future. This could adversely affect our liquidity and funding resources and/or significantly increase our cost of capital. An inability to access capital and credit markets may have a material adverse effect on our results of operations, cash flows and financial condition.

***Our failure to maintain satisfactory credit ratings could adversely affect our liquidity, capital position, borrowing costs and access to capital markets.***

Any downgrades in our credit ratings by the major independent rating agencies could increase the cost of borrowing under any indebtedness we may incur. There can be no assurance that we will be able to maintain our credit ratings, and any additional actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under review for a downgrade, may have a negative impact on our liquidity, capital position and access to capital markets.

***We have debt obligations, including our senior notes, that could restrict our business and adversely impact our results of operations, cash flows or financial condition.***

On November 18, 2021, we entered into an indenture (the "Indenture") pursuant to which we issued \$400.0 million of unsecured senior notes due 2029, bearing interest at a rate of 4.125% per annum and was previously party to an amended and restated credit agreement (the "2021 Credit Agreement"), which provided for (i) a five-year \$400.0 million term loan A facility ("2021 Term Loan A") and (ii) a five-year \$500.0 million revolving credit facility, with the lenders and agents party thereto.

On April 8, 2025, we completed a refinancing pursuant to which we amended and restated the 2021 Credit Agreement ("2025 Credit Agreement") to provide for (i) a five-year \$700.0 million term loan facility ("Term Loan A-1") consisting of a \$340.0 million initial term loan ("Initial Term Loan") and a \$360.0 million delayed draw term loan ("Delayed Draw Term Loan"), (ii) a three-year \$300.0 million delayed draw term loan facility ("Term Loan A-2") and (iii) a five-year \$500.0 million revolving credit facility (the "Revolving Credit Facility"), collectively referred to as the "Credit Facilities," with the lenders and agents party thereto. On May 30, 2025, the Delayed Draw Term Loan and Term Loan A-2 were fully drawn to fund the Helly Hansen acquisition. The Indenture and the 2025 Credit Agreement contain a number of restrictive covenants customary for these types of financings that impose restrictions on us and may limit our ability to operate our business and may limit our ability to react to market conditions or take advantage of potential business opportunities that may arise, including restrictions on our ability to:

- incur additional indebtedness and guarantee indebtedness;
- pay dividends or make other distributions or repurchase or redeem capital stock;
- prepay, redeem or repurchase certain debt;
- issue certain preferred stock or similar equity securities;
- make loans and investments;
- sell assets;
- incur liens on assets;
- enter into transactions with affiliates;
- alter the businesses we conduct;
- enter into agreements restricting our subsidiaries' ability to pay dividends; and
- consolidate, merge or sell all or substantially all of our assets.

If the Company fails to comply with any covenants or restrictions under the Indenture or the 2025 Credit Agreement, it could result in an event of default under the applicable indebtedness, which may allow the creditors to accelerate the related debt, and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. In the event our lenders or noteholders accelerate the repayment of our borrowings, this could restrict our future business strategies and could adversely impact our future results of operations, cash flows or financial condition and we and our subsidiaries may not have sufficient assets to repay that indebtedness.

Any of the above-listed factors could have a material adverse effect on our results of operations, cash flows and financial condition. We may also incur substantial additional indebtedness in the future.

#### **RISKS RELATING TO OUR COMMON STOCK**

***The price of our common stock has fluctuated significantly and may continue to fluctuate significantly.***

The market price of our common stock has fluctuated significantly, and may continue to fluctuate significantly, due to a number of factors, many of which are beyond our control, including:

- Fluctuations in our quarterly or annual earnings results or those of other companies in our industry;
- Failures of our operating results to meet the estimates of securities analysts or the expectations of our shareholders, or changes by securities analysts in their estimates of our future earnings;
- Significant changes announced by our customers, suppliers or competitors;
- Changes in market valuations or earnings of other companies in our industry;
- Changes in laws or regulations which adversely affect our industry or us;
- General economic, industry and stock market conditions, including inflation and interest rates;
- Future significant sales of our common stock by our shareholders or the perception in the market of such sales;
- Future issuances of our common stock by us; and
- The other factors described in these "Risk Factors" and elsewhere in this Annual Report on Form 10-K.

These and other factors may cause the market price and demand for our common stock to fluctuate substantially, which may limit or prevent investors from readily selling their shares of common stock and may otherwise negatively affect the liquidity of our common stock. In addition, in the past, when the market price of a stock has been volatile, holders of that stock have instituted securities class action litigation against the company that issued the stock. If any of our shareholders brought a lawsuit against us, we could incur substantial costs defending the lawsuit. Such a lawsuit could also divert the time and attention of our management from our business.

The trading market for our common stock may also be influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline. Moreover, if one or more of the analysts who cover us downgrade our stock, or if our results of operations do not meet their expectations, our stock price could decline.

***Provisions in our articles of incorporation and bylaws and certain provisions of North Carolina law could delay or prevent a change in control of Kontoor.***

The existence of certain provisions of our articles of incorporation and bylaws and North Carolina law could discourage, delay or prevent a change in control of Kontoor that a shareholder may consider favorable. These include provisions:

- Providing the right to our Board of Directors to issue one or more classes or series of preferred stock without shareholder approval;
- Authorizing a large number of shares of stock that are not yet issued, which would allow our Board of Directors to issue shares to persons friendly to current management, thereby protecting the continuity of our management, or which could be used to dilute the stock ownership of persons seeking to obtain control of us;
- Prohibiting shareholders from calling special meetings of shareholders and requiring unanimous shareholder action by written consent; and
- Establishing advance notice and other requirements for nominations of candidates for election to our Board of Directors or for proposing matters that can be acted on by shareholders at our annual shareholder meetings.

We believe these provisions will protect our shareholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our Board of Directors and by providing our Board of Directors with more time to assess any acquisition proposal. These provisions are not intended to make us immune from takeovers. However, these provisions apply even if a takeover offer may be considered beneficial by some shareholders and could delay or prevent an acquisition that our Board of Directors determines is not in our and our shareholders' best interests.

*Our articles of incorporation designate North Carolina as the exclusive forum for certain litigation that may be initiated by our shareholders, which could limit our shareholders' ability to obtain a favorable judicial forum for disputes with us and limit the market price of our common stock.*

Pursuant to our articles of incorporation, to the fullest extent permitted by law, and unless we consent in writing to the selection of an alternative forum, the North Carolina Business Court (or another state or federal court located in North Carolina, if a dispute does not qualify for designation to the North Carolina Business Court or the North Carolina Business Court otherwise lacks jurisdiction) shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf; (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors or officers or other employees to us or our shareholders; (iii) any action asserting a claim against us or any director or officer or other employee of ours arising pursuant to any provision of North Carolina law or our articles of incorporation or our bylaws; or (iv) any action asserting a claim against us or any director or officer or other employee of ours relating to the internal affairs doctrine. Our articles of incorporation further provide that if an action described in the preceding sentence is filed in a court other than as specified above in the name of any shareholder, such shareholder is deemed to have consented to (i) personal jurisdiction before any state or federal court located in North Carolina, as appropriate, in connection with any action brought in any such court to enforce our articles of incorporation and (ii) having service of process made upon such shareholder in any such action by service upon such shareholder's counsel in the action as agent for such shareholder. The forum selection clause in our articles of incorporation may limit our shareholders' ability to obtain a favorable judicial forum for disputes with us and limit the market price of our common stock.

*We cannot assure shareholders that our Board of Directors will declare dividends or that we will repurchase shares in the foreseeable future.*

While we currently return capital to shareholders through quarterly cash dividends, our Board of Directors may not declare dividends in the future or may decrease the amount of a dividend as compared to a prior period. In addition, our Board of Directors has implemented a share repurchase program. However, the declaration and amount of any future dividends and the limits of our share repurchase program will be determined and subject to authorization by our Board of Directors and the execution of share repurchases will be determined by management, and will be dependent upon multiple factors including our financial condition, earnings, cash flows, capital requirements, our ability to obtain debt and equity financing on acceptable terms as contemplated by our growth strategy and the terms of our outstanding indebtedness, legal requirements, regulatory constraints, industry practice and any other factors or considerations that our Board of Directors and management, as applicable, deems relevant. We may incur expenses or liabilities or be subject to other circumstances in the future that reduce or eliminate the amount of cash that we have available for distribution as dividends or to repurchase shares, including as a result of the risks described herein. Any failure to pay dividends or repurchase shares, or pay dividends or conduct share repurchases at expected levels, may negatively impact our reputation, investor confidence in us and negatively impact the price of our Common Stock.

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#### **ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

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#### **ITEM 1C. CYBERSECURITY.**

The Company's Board of Directors recognizes the critical importance of maintaining the trust and confidence of our customers, clients, business partners and employees. The Board of Directors is actively involved in oversight of the Company's risk management program, and cybersecurity represents an important component of the Company's overall approach to enterprise risk management ("ERM"). The Company's cybersecurity policies, standards, processes and procedures are fully integrated into the Company's information technology practices and are based on recognized frameworks established by the National Institute of Standards and Technology, the International Organization for Standardization and other applicable industry standards. In general, the Company seeks to address cybersecurity risks through a comprehensive, cross-functional approach that is focused on preserving the confidentiality, integrity and availability of the information that the Company collects and stores by identifying, preventing and mitigating cybersecurity threats and effectively responding to cybersecurity incidents when they occur.

##### **Risk Management and Strategy**

As one of the critical elements of the Company's overall ERM approach, the Company's cybersecurity program is focused on the following key areas:

- **Governance**

As discussed in more detail below under the heading "Governance," the Board of Directors' oversight of cybersecurity risk management is led by the Audit Committee of the Board of Directors (the "Audit Committee"), which interacts quarterly with the Company's ERM function, the Chief Information Officer ("CIO"), the Chief Information Security Officer ("CISO"), other members of management and relevant management committees and councils.

- **Collaborative Approach**

The Company has implemented a comprehensive, cross-functional approach to identifying, preventing and mitigating cybersecurity threats and incidents, while also implementing controls and procedures that provide for the prompt escalation of certain cybersecurity incidents so that decisions regarding the public disclosure and reporting of such incidents can be made by management in a timely manner. In the event the Company experiences a cybersecurity incident, it will take steps to contain, assess and remediate the incident.

- **Technical Safeguards**

The Company deploys technical safeguards that are designed to protect the Company's information systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls, which are evaluated and improved through vulnerability assessments and cybersecurity threat intelligence.

- **Incident Response and Recovery Planning**

The Company has established and maintains comprehensive incident response and recovery plans that fully address the Company's response to a cybersecurity incident, and such plans are tested and evaluated on a regular basis.

- **Third-Party Risk Management**

The Company maintains a comprehensive, risk-based approach to identifying and overseeing cybersecurity risks presented by third parties, including vendors, service providers and other external users of the Company's systems, as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems.

- **Education and Awareness**

The Company provides regular, mandatory training for personnel regarding cybersecurity threats as a means to equip the Company's personnel with effective tools to address cybersecurity threats, and to communicate the Company's evolving information security policies, standards, processes and practices.

The Company engages in the periodic assessment and testing of the Company's policies, standards, processes and practices that are designed to address cybersecurity threats and incidents. These efforts include a wide range of activities, including audits, assessments, tabletop exercises, threat modeling, vulnerability testing and other exercises focused on evaluating the effectiveness of our cybersecurity measures and planning. The Company regularly engages third parties to perform assessments on our cybersecurity measures, including information security maturity assessments, audits and independent reviews of our information security control environment and operating effectiveness. The results of such assessments, audits and reviews are reported to the Audit Committee and the Board of Directors, and the Company adjusts its cybersecurity policies, standards, processes and practices as necessary based on the information provided by these assessments, audits and reviews.

#### **Governance**

The Audit Committee, under the oversight of the Board of Directors, oversees the Company's ERM process, including the management of risks arising from cybersecurity threats. The Board of Directors and the Audit Committee each receive regular presentations and reports on cybersecurity risks, which address a wide range of topics including recent developments, evolving standards, vulnerability assessments, third-party and independent reviews, the threat environment, technological trends and information security considerations arising with respect to the Company's peers and third parties. The Board of Directors and the Audit Committee also receive prompt and timely information regarding any cybersecurity incident that meets established reporting thresholds, as well as ongoing updates regarding any such incident until it has been addressed.

The CISO, in coordination with the CIO, works collaboratively across the Company to implement a program designed to protect the Company's information systems from cybersecurity threats and to promptly respond to any cybersecurity incidents in accordance with the Company's incident response and recovery plans. To facilitate the success of the Company's cybersecurity risk management program, multidisciplinary teams throughout the Company are deployed to address cybersecurity threats and to respond to cybersecurity incidents. Through ongoing communications with these teams, the CISO monitors the prevention, detection, mitigation and remediation of cybersecurity threats and incidents in real time and reports such threats and incidents to the Audit Committee and the Board of Directors when appropriate.

The CISO has served in various roles in information technology and information security for over 25 years, including serving as the Chief Information Security Officer of two large international companies. The CISO holds an undergraduate degree in business and a master's degree in business administration. The CISO also has attained the professional certification of Certified Information Systems Security Professional (CISSP) and is Directorship Certified with the NACD (NACD.DC). The CIO holds an undergraduate degree in business and has served in various roles in information technology for over 30 years, including serving as either the Chief Technology Officer or Chief Information Officer of four public companies. The Company's Chief Executive Officer and Chief Financial Officer each hold undergraduate and graduate degrees in their respective fields, and each have over 10 years of experience managing risks at the Company or at similar companies, including risks arising from cybersecurity threats.

Notwithstanding any of these measures, our systems, networks, products and services remain potentially vulnerable to known or unknown cybersecurity attacks and other threats, any of which could have a material adverse effect on our consolidated results of operations, financial condition and cash flows. We have experienced, and will continue to experience, cyber incidents in the normal course of our business. As of the date of this report, we have not identified any risks from cybersecurity threats, including those from any previous cybersecurity incidents, that have materially affected, or are reasonably likely to materially affect, us, our business strategy, results of operation or financial condition. However, there can be no assurances that a cybersecurity threat or incident that could have a material impact on us will not occur in the future. For additional information on the risks we face from cybersecurity threats, please see the risk factor titled, "We are subject to data security and privacy risks that could negatively affect our business operations, results of operations or reputation" in Item 1A. "Risk Factors."

## ITEM 2. PROPERTIES.

We conduct manufacturing, sourcing, distribution and administrative activities in owned and leased facilities. We operate three manufacturing-related facilities and eight distribution centers around the world. In addition, we partner with third-party logistics providers to manage certain distribution in our APAC and EMEA regions, primarily in Shanghai, China and Prague, Czech Republic. Our global headquarters are located in Greensboro, North Carolina, and house our various sales, marketing and corporate business functions.

The following table presents our principal properties as of January 3, 2026:

Location	Approximate Square Feet	Use	Owned or Leased
Greensboro, North Carolina	140,000	Global Headquarters	Owned
Oslo, Norway	88,000	Office and Innovation Center	Leased
Greensboro, North Carolina	48,000	Office	Leased
Shanghai, China	20,000	Office	Leased
Geneva, Switzerland	19,000	Office	Leased
Denver, Colorado	15,000	Office	Leased
Antwerp, Belgium	11,000	Office	Leased
London, United Kingdom	11,000	Office	Leased
Mexico City, Mexico	10,000	Office	Leased
Richmond, British Columbia	8,000	Office	Leased
Dhaka, Bangladesh	14,000	Office and Technical Service Center	Leased
Hong Kong, China	44,000	Office and Sourcing Hub	Leased
Panama City, Panama	7,000	Office and Sourcing Hub	Leased
Foshan, China	49,000	Technical Service Center	Leased
Greensboro, North Carolina	173,000	Technical Service and Innovation Center	Owned
Mocksville, North Carolina	503,000	Distribution Center	Owned
Hackleburg, Alabama	482,000	Distribution Center	Owned
Luray, Virginia	435,000	Distribution Center	Owned
Born, Netherlands	403,000	Distribution Center and Office	Leased
Seminole, Oklahoma	401,000	Distribution Center	Owned
El Paso, Texas	317,000	Distribution Center	Leased
Sumner, Washington	274,000	Distribution Center and Office	Leased
Mexico City, Mexico	162,000	Distribution Center	Leased
Acanah, Mexico	306,000	Manufacturing Facility	Owned
Izamal, Mexico	93,000	Manufacturing Facility	Owned
Tekax, Mexico	92,000	Manufacturing Facility	Owned

As of January 3, 2026, we operated 132 retail stores across the Americas, EMEA and APAC regions. Retail stores are typically leased under operating leases and include renewal options.

We believe that all of our facilities, whether owned or leased, are well maintained and in good operating condition and expect they will accommodate our ongoing and foreseeable business needs.

**ITEM 3. LEGAL PROCEEDINGS.**

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There are no pending material legal proceedings, other than ordinary, routine litigation and claims incidental to the business, to which Kontoor or any of its subsidiaries is a party or to which any of their property is the subject.

**ITEM 4. MINE SAFETY DISCLOSURES.**

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Not applicable.

## PART II

### ITEM 5. MARKET FOR KONTOOR'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

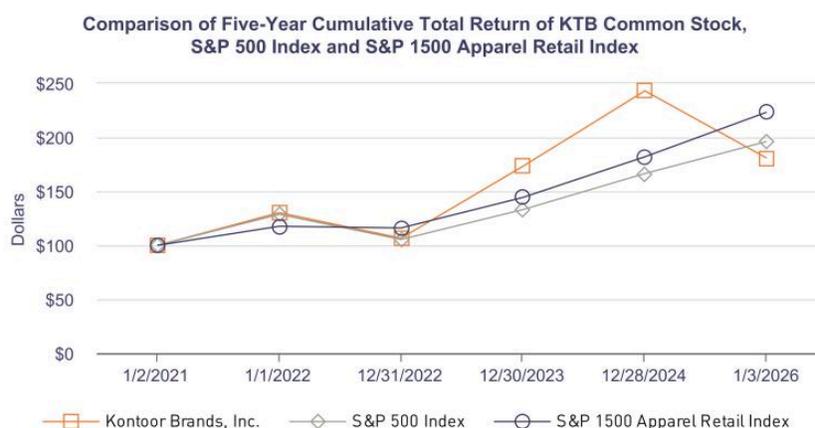
#### Market for Common Stock

Kontoor's Common Stock is listed on the NYSE under the symbol "KTB." As of February 27, 2026, there were 2,113 holders of record of our Common Stock.

While the Company has historically paid dividends to holders of our Common Stock on a quarterly basis, the declaration and payment of future dividends will depend on many factors, including, but not limited to, our earnings, financial condition, business development needs and regulatory considerations, and are at the discretion of the Board of Directors.

#### Stock Performance Graph

The following graph compares the cumulative total shareholder return of Kontoor's Common Stock with that of the S&P 500 Index and the S&P 1500 Apparel Retail Index for the period from January 2, 2021 (the last day of the 2020 fiscal year) to January 3, 2026. The graph assumes that \$100.00 was invested on January 2, 2021 in KTB stock and each index, and all dividends and other distributions were reinvested. Past performance is not necessarily indicative of future performance.



#### Issuer Purchases of Equity Securities

Fourth quarter fiscal 2025	Total number of shares purchased <sup>(1)</sup>	Weighted average price paid per share	Total number of shares purchased as part of publicly announced program <sup>(2)</sup>	Dollar value of shares that may yet be purchased under the program
September 28 - October 25	—	\$ —	—	\$ 214,979,702
October 26 - November 22	—	—	—	214,979,702
November 23 - January 3	369,955	67.58	369,955	189,979,778
<b>Total</b>	<b>369,955</b>	<b>\$ 67.58</b>	<b>369,955</b>	

<sup>(1)</sup> The total number of shares repurchased excludes shares withheld upon the vesting of share-based awards.

<sup>(2)</sup> On December 11, 2023, the Company announced that its Board of Directors approved a share repurchase program (the "2023 Repurchase Program"). The 2023 Repurchase Program authorizes the repurchase of up to \$300.0 million of the Company's outstanding Common Stock through open market or privately negotiated transactions. The 2023 Repurchase Program does not have an expiration date but may be suspended, modified, or terminated at any time without prior notice. As of December 2025, \$190.0 million remained available for repurchase under the 2023 Repurchase Program.

## ITEM 6. RESERVED.

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Not applicable.

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

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*Management's Discussion and Analysis of Financial Condition and Results of Operations is intended to provide readers of our financial statements with a narrative from management's perspective on our financial condition, results of operations and liquidity as well as certain other factors that may affect our future results. This section should be read in conjunction with the Consolidated Financial Statements and related Notes included in Part IV of this Annual Report on Form 10-K. Refer to Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in our Form 10-K for the fiscal year ended December 28, 2024, for discussion of the results of operations for the year ended December 28, 2024, compared to the year ended December 30, 2023.*

*The following discussion and analysis includes forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors that could cause our actual results to differ materially from those expressed or implied by the forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed in "Special Note On Forward-Looking Statements" included in Part I of this Annual Report on Form 10-K and in Part I, Item 1A "Risk Factors" in this Annual Report on Form 10-K.*

### **Description of Business**

Kontoor Brands, Inc. (collectively with its subsidiaries, "Kontoor," the "Company," "we," "us" or "our") is a global lifestyle apparel company, with a portfolio led by three of the world's most iconic consumer brands: *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>. The Company designs, manufactures, procures, sells and licenses apparel, footwear and accessories, primarily under the brand names *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>. Our products are sold in the United States ("U.S.") and internationally, primarily in the Europe, Middle East and Africa ("EMEA"), Asia-Pacific ("APAC") and Non-U.S. Americas regions. We also license the use of our brands in certain regions.

The Company's products are sold through wholesale and direct-to-consumer channels, primarily through mass merchants, outdoor and sporting goods stores, specialty stores, department stores, Company-operated stores, concession retail stores, independently-operated partnership stores, business-to-business through our workwear and uniform businesses and online, including digital marketplaces. In China, our *Helly Hansen*<sup>®</sup> business is operated through a joint venture arrangement.

### **Acquisition of Helly Hansen**

On May 31, 2025, we completed the acquisition of a group of companies that own and operate the *Helly Hansen*<sup>®</sup> and *Musto*<sup>®</sup> brands, collectively referred to as "Helly Hansen," for initial cash consideration of \$1.3 billion Canadian dollars, equivalent to \$957.5 million U.S. dollars. The purchase price was funded by indebtedness and cash on hand. *Helly Hansen*<sup>®</sup> is a premium global outdoor and workwear brand, and *Musto*<sup>®</sup> is a premium sailing and outdoor brand. The acquisition of these brands scales Kontoor's penetration in the large and growing outdoor and workwear markets globally, and diversifies Kontoor's portfolio across geographies, categories, consumers and points of distribution. The results of operations of Helly Hansen have been included in the Company's consolidated financial statements since the completion of the acquisition. Refer to Note 2 to the Company's financial statements in this Form 10-K for additional information.

### **Fiscal Year and Basis of Presentation**

The Company operates and reports using a 52/53-week fiscal year ending on the Saturday closest to December 31 of each year. For presentation purposes herein, all references to years ended December 2025, December 2024 and December 2023 correspond to the 53-week fiscal year ended January 3, 2026, and the 52-week fiscal years ended December 28, 2024, and December 30, 2023, respectively. Accordingly, the year ended December 2025 included an extra week when compared to the year ended December 2024.

References to fiscal 2025 foreign currency amounts herein reflect the impact of changes in foreign exchange rates from fiscal 2024 and the corresponding impact on translating foreign currencies into U.S. dollars and on foreign currency-denominated transactions. The Company's most significant foreign currency translation exposure is typically driven by the Norwegian krone, the euro, the Chinese yuan and the Mexican peso. However, the Company conducts business in other developed and emerging markets around the world with exposure to other foreign currencies.

Amounts herein may not recalculate due to the use of unrounded numbers.

### **Macroeconomic Environment and Other Recent Developments**

Global macroeconomic conditions that continued to impact the Company during 2025 included inconsistent consumer demand despite recent declines in interest rates, ongoing fluctuations in foreign currency exchange rates, moderating inflation and global supply chain issues. During 2025 and at the beginning of 2026, the U.S. government enacted and continues to enact significant changes to its tariff regime which increased rates on virtually all imports. The ongoing impact of increased tariff rates and uncertainty regarding the outcomes of trade negotiations is contributing to macroeconomic volatility. In addition, on February 20, 2026, the U.S. Supreme Court issued an opinion regarding certain tariffs imposed under the International Emergency Powers Act. It is unclear at this time what impact this decision will have on the Company's future financial results, including whether we will be able to obtain refunds of amounts previously collected for such tariffs or the level of replacement tariffs the current U.S. administration may impose through other means.

Inflationary and interest rate pressures have lessened in recent quarters. Despite reduced pressure, these rates have continued to impact us, along with recent increases in product costs and tariffs, as compared to 2024. In 2025, retailers continued to conservatively manage inventory levels as a result of this uncertain macroeconomic environment. The Company has responded to ongoing macroeconomic conditions by controlling expenses, instituting pricing adjustments for our products, investing in our brands and executing our Project Jeanius business transformation.

The Company continues to evaluate mitigating actions, including the transfer of production within our global supply chain, transformation of our supply chain capabilities, pricing adjustments for our products, supplier partnership initiatives and inventory management. While we anticipate continued uncertainty related to the macroeconomic environment during 2026, including the potential impact of further tariff increases, we believe we are appropriately positioned to successfully manage through operational challenges and cost pressures should they arise. We continue to closely monitor macroeconomic conditions, including consumer behavior and the impact of these factors on consumer demand.

### **Business Overview**

We are focused on delivering long-term value to our stakeholders, including our consumers, customers, shareholders, suppliers and communities around the world, by accelerating growth, expanding operating margin, increasing capital allocation optionality and establishing the Company as the employer of choice in the industry. Additionally, the integration of Helly Hansen is a strategic focus for the Company, with an emphasis on geographic and category expansion. The Company continues to execute on Project Jeanius, a multi-year comprehensive end-to-end business transformation focused on simplifying processes, optimizing systems and enhancing our global operating model with the goal of creating significant investment capacity through gross and operating margin expansion. In addition, our capital allocation strategy allows us the option to (i) invest in our business, (ii) pay down debt, (iii) provide for a superior dividend payout, (iv) effectively manage our share repurchase authorization and (v) act on strategic acquisition opportunities that may arise.

During 2025, in connection with the Helly Hansen acquisition, the Company incurred acquisition and integration-related costs of \$50.8 million comprised of professional and other fees, which are reported in "selling, general and administrative expenses". Acquisition and integration-related costs also included a gain of \$24.1 million reported in "other income (expense), net", related to the settlement of foreign currency exchange contracts to hedge the purchase price of the Helly Hansen acquisition. We expect to incur additional costs in future periods as we complete the integration of Helly Hansen.

The Company continued to execute on Project Jeanius during 2025. The Company closed a portion of our manufacturing facilities and incurred restructuring charges of \$43.5 million primarily related to severance, employee-related benefits and asset impairments. A reduction in our manufacturing facilities and diversification in our sourcing footprint, which is part of our ongoing supply chain transformation, will help to promote flexibility, balance costs, improve speed of service and enhance our sourcing capabilities. Additionally, the Company incurred transformation charges of \$37.1 million related to business optimization activities. During 2024, the Company incurred total restructuring and transformation charges of \$38.3 million related to Project Jeanius. We anticipate to incur additional costs associated with Project Jeanius as we continue to execute on this multi-year initiative.

Refer to Note 23 to the Company's financial statements in this Form 10-K for additional information related to restructuring charges.

### **HIGHLIGHTS OF THE YEAR ENDED DECEMBER 2025**

- The acquisition of Helly Hansen was completed on May 31, 2025, and the results of operations have been included in our consolidated financial statements since that date. During the year ended December 2025, the Company incurred \$50.8 million of acquisition and integration-related costs which were recorded in "selling, general and administrative expenses".
- During the year ended December 2025, the Company incurred \$80.6 million of charges related to the closure of a portion of its manufacturing facilities and business optimization activities, of which \$46.3 million were recorded in "cost of goods sold", resulting in an 80 basis point decrease in gross margin for the period, and \$34.3 million were recorded in "selling, general and administrative expenses."
- **Net revenues** of \$3.2 billion increased 21% compared to the year ended December 2024, and included a \$475.5 million contribution from the Helly Hansen acquisition and an approximate 2% benefit from the 53rd week.

- **U.S. Wholesale revenues** increased 7% compared to the year ended December 2024, and included a \$66.3 million contribution from the Helly Hansen acquisition and an approximate 2% benefit from the 53rd week. U.S. Wholesale revenues represented 64% of total revenues in the current year.
- **International Wholesale revenues** increased 65% compared to the year ended December 2024, and included a \$281.6 million contribution from the Helly Hansen acquisition and a less than 1% benefit from the 53rd week. International Wholesale revenues represented 21% of total revenues in the current year.
- **Direct-to-Consumer revenues** increased 49% compared to the year ended December 2024, and included a \$127.6 million contribution from the Helly Hansen acquisition and an approximate 3% benefit from the 53rd week. Direct-to-Consumer revenues represented 15% of total revenues in the current year.
- **Gross margin** increased 70 basis points to 45.2% compared to the year ended December 2024, benefiting from product and channel mix, accretion from the Helly Hansen acquisition and benefits from Project Jeanius, partially offset by the net impact of increases in tariff, product costs and pricing adjustments for our products and the \$46.3 million of restructuring and transformation charges incurred during the period as discussed in the highlights above.
- **Selling, general and administrative expenses** as a percentage of revenues increased to 34.5% compared to 31.4% for the year ended December 2024, and included \$193.7 million of operating expenses attributable to Helly Hansen. Selling, general and administrative expenses in 2025 included \$85.1 million of total charges as discussed in the highlights above.
- **Operating income** decreased 2% to \$336.8 million compared to the year ended December 2024, and included a \$38.0 million contribution from the Helly Hansen acquisition and the impact of the charges incurred during the period as discussed in the highlights above.
- **Net income** decreased 7% to \$227.5 million compared to the year ended December 2024, and included a \$12.6 million contribution from the Helly Hansen acquisition. Net income in 2025 was impacted by a higher effective tax rate and the after-tax impact of the charges incurred during the period as discussed in the highlights above.
- **Diluted earnings per share** was \$4.05 in 2025, compared to \$4.36 in 2024, and included a \$0.23 contribution from the Helly Hansen acquisition, including the income from equity method investment, and a \$1.54 after-tax impact from the charges incurred in the period discussed in the highlights above.
- **Cash provided by operating activities** was \$455.8 million as compared to \$368.2 million in the prior year period, including an approximate \$100 million contribution from the Helly Hansen acquisition.

## ANALYSIS OF RESULTS OF OPERATIONS

### Consolidated Statements of Operations

The following table presents components of the Company's statements of operations:

	Year Ended December	
	2025	2024
(Dollars in thousands)		
Net revenues	\$ 3,152,456	\$ 2,607,578
Gross margin (net revenues less cost of goods sold)	\$ 1,423,389	\$ 1,161,570
As a percentage of net revenues	45.2 %	44.5 %
Selling, general and administrative expenses	\$ 1,086,581	\$ 819,281
As a percentage of net revenues	34.5 %	31.4 %
Operating income	\$ 336,808	\$ 342,289
As a percentage of net revenues	10.7 %	13.1 %

Additionally, the following table presents a summary of the changes in net revenues for the year ended December 2025 as compared to December 2024:

	Year Ended December	
(In millions)		
Net revenues — 2024	\$	2,607.6
Organic <sup>(1)</sup>		61.3
Helly Hansen Acquisition		475.5
Impact of foreign currency		8.1
Net revenues — 2025	\$	3,152.5

<sup>(1)</sup> Organic refers to revenues generated excluding the contributions from the Helly Hansen acquisition.

#### 2025 Compared to 2024

**Net revenues** increased 21%, primarily attributable to the Helly Hansen acquisition and broad-based growth in our Wrangler businesses. Net revenues increased in all channels, driven by a 65% increase in International Wholesale revenues primarily attributable to Helly Hansen. Global Direct-to-Consumer revenues increased 49%, attributable to the acquisition and higher e-commerce and retail store sales for Wrangler and Lee. U.S. Wholesale revenues increased 7%, attributable to the acquisition and growth in our Wrangler wholesale business, with category growth in Western, workwear, non-denim products and female, which was partially offset by a decrease in our Lee U.S. Wholesale business. Net revenues in 2025 included an approximate 2% benefit from the 53rd week.

Additional details on changes in net revenues for the year ended December 2025 as compared to December 2024 are provided in the section titled "Information by Business Segment."

**Gross margin** increased 70 basis points, primarily driven by 40 basis points attributable to Helly Hansen, a 90 basis point increase from favorable product and channel mix and 80 basis points from the benefits of Project Jeanius. These increases were partially offset by a 60 basis point net impact due to tariffs, product cost increases and pricing adjustments for our products and an 80 basis point impact due to increased restructuring and transformation costs from the closure of a portion of our manufacturing facilities.

**Selling, general and administrative expenses** increased \$267.3 million, from 31.4% to 34.5% of net revenues, driven by the impact of \$193.7 million of operating expenses attributable to Helly Hansen, representing a 220 basis point increase. In addition, expenses increased due to \$50.8 million of acquisition and integration-related costs, \$16.9 million of higher investments in our direct-to-consumer business and demand creation and a \$34.3 million increase in restructuring and transformation charges, which were partially offset by declines in discretionary spending and benefits of Project Jeanius.

**Other income (expense), net** included \$24.1 million of gains related to foreign currency exchange contracts to hedge the purchase price of the Helly Hansen acquisition.

The effective **income tax** rate for the year ended December 2025 was 24.3% compared to 18.5% for the year ended December 2024. The effective tax rate without discrete items for the year ended December 2025 was 24.4% compared to 20.0% for the year ended December 2024. The increase was primarily due to changes in our jurisdictional mix of earnings and estimated non-deductible

transaction costs incurred in conjunction with the Helly Hansen acquisition. Our effective income tax rate for foreign operations was 16.2% and 8.2% for the years ended December 2025 and December 2024, respectively.

The 2025 effective income tax rate included a net discrete tax benefit primarily related to stock-based compensation and one-time benefits related to the release of tax reserves, partially offset by an increase in valuation allowances in a foreign jurisdiction and tax expense related to the finalization of U.S. federal, state and foreign tax return filings. The net discrete tax benefit for the year ended December 2025 decreased the effective income tax rate by 0.1%. The 2024 effective income tax rate included a net discrete tax benefit primarily related to one-time benefits related to the release of tax reserves as well as benefits from stock-based compensation. The net discrete tax benefit for the year ended December 2024 decreased the effective income tax rate by 1.5%.

The One Big Beautiful Bill Act ("OBBBA") was signed into law by President Trump on July 4, 2025. The OBBBA includes significant provisions, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, modifications to the international tax framework, including changes to global intangible low-tax income ("GILTI"), foreign derived intangible income ("FDII") and the base erosion and anti-abuse tax ("BEAT"). The legislation also includes the restoration of favorable tax treatment for certain business provisions such as bonus depreciation and Section 174 expensing. The legislation has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. The Company is currently evaluating the impact of the future provisions of the OBBBA on our consolidated financial statements.

## Information by Business Segment

The Company's three reportable segments are Wrangler, Lee and Helly Hansen. Refer to Note 4 to the Company's financial statements in this Form 10-K for additional information.

The following tables present a summary of the changes in segment revenues and segment profit for the years ended December 2025 and December 2024:

### Segment Revenues:

(In millions)	Year Ended December			
	Wrangler	Lee	Helly Hansen	Total
Segment revenues — 2024	\$ 1,806.0	\$ 790.6	\$ —	\$ 2,596.6
Operations	104.9	(44.6)	459.7	520.0
Impact of foreign currency	3.7	4.4	—	8.1
Segment revenues — 2025	\$ 1,914.6	\$ 750.4	\$ 459.7	\$ 3,124.7

### Segment Profit:

(In millions)	Year Ended December			
	Wrangler	Lee	Helly Hansen	Total
Segment profit — 2024	\$ 366.3	\$ 89.7	\$ —	\$ 456.0
Operations	73.8	(21.2)	31.8	52.6
Impact of foreign currency	(0.1)	0.4	—	0.3
Segment profit — 2025	\$ 440.0	\$ 68.9	\$ 31.8	\$ 508.9

The following sections discuss the changes in segment revenues and segment profit.

### Wrangler

(Dollars in millions)	Year Ended December		
	2025	2024	Percent Change
Segment revenues	\$ 1,914.6	\$ 1,806.0	6.0 %
Segment profit	\$ 440.0	\$ 366.3	20.1 %
Operating margin	23.0 %	20.3 %	

#### 2025 Compared to 2024

Global **revenues** for the *Wrangler*<sup>®</sup> brand increased 6%, due to growth in the U.S. Wholesale and Direct-to-Consumer channels. Wrangler global revenues in 2025 included an approximate 2% benefit from the 53rd week.

- Revenues in the U.S. region increased 6%, primarily due to growth in our U.S. Wholesale channel and U.S. direct-to-consumer business. Growth in wholesale was driven by broad-based category growth in Western, workwear, non-denim products and female along with increases in our digital wholesale and U.S. licensing businesses. Growth in our U.S. direct-to-consumer business was primarily driven by higher e-commerce sales.
- Revenues in the International region increased 3%, primarily due to growth in EMEA's wholesale, retail store and e-commerce businesses.

**Operating margin** increased to 23.0%, compared to 20.3% for the 2024 period. Gross margin increased primarily due to favorable product and channel mix and benefits from Project Jeanius partially offset by the net impact from tariffs, product costs and pricing adjustments for our products. Operating margin also improved due to decreases in restructuring and transformation charges compared to the prior year and the benefits of Project Jeanius. These benefits were partially offset by other operating cost increases driven by higher investments in our direct-to-consumer business, demand creation, information technology and distribution expenses.

## Lee

(Dollars in millions)	Year Ended December		
	2025	2024	Percent Change
Segment revenues	\$ 750.4	\$ 790.6	(5.1)%
Segment profit	\$ 68.9	\$ 89.7	(23.1)%
Operating margin	9.2 %	11.3 %	

### 2025 Compared to 2024

Global revenues for the Lee® brand decreased 5%, due to declines in the International Wholesale and U.S. Wholesale channels, partially offset by growth in the Direct-to-Consumer channel. Lee global revenues in 2025 included an approximate 1% benefit from the 53rd week.

- Revenues in the U.S. region decreased 4%, driven by a decline in the U.S. Wholesale channel, partially offset by growth in our U.S. direct-to-consumer business. The decrease in the U.S. Wholesale channel was due to lower wholesale shipments partially offset by growth in our digital wholesale business. Growth in our U.S. direct-to-consumer business was due to higher e-commerce sales which were partially offset by lower retail store sales.
- Revenues in the International region decreased 7%, primarily due to decreases in our wholesale businesses driven by proactive inventory management actions with wholesale customers in China, partially offset by growth in our APAC retail store business. Additionally, the international region benefited from growth in our EMEA direct-to-consumer business due to higher retail store and e-commerce sales.

Operating margin decreased to 9.2%, compared to 11.3% for the 2024 period. Gross margin decreased primarily due to unfavorable product and channel mix, a net impact from tariffs, product costs and pricing adjustments for our products and the impact from proactive inventory management actions, partially offset by the benefits from Product Jeanius. Operating margin was also impacted by the deleverage of fixed expenses on lower revenues which was partially offset by the impact of lower distribution costs and benefits from Project Jeanius.

## Helly Hansen

(Dollars in millions)	Year Ended December		
	2025	2024	Percent Change
Segment revenues	\$ 459.7	\$ —	*
Segment profit	\$ 31.8	\$ —	*
Operating margin	6.9 %	— %	

\*Calculation not meaningful.

The Helly Hansen acquisition was completed on May 31, 2025, so the results for the year ended December 2025 include seven months of its operations.

## Other

In addition, we report an "Other" category to reconcile the Company's segment revenues to total revenues and segment profit to income before income taxes. Other includes sales and licensing of the Musto®, Chic® and Rock & Republic® brands, as well as other Company-owned brands and private label apparel, and the associated costs. Results of the Musto® brand have been included in the Company's consolidated financial statements since the Helly Hansen acquisition on May 31, 2025. The businesses within the Other category, either individually or in the aggregate, do not meet the criteria to be considered reportable segments.

(Dollars in millions)	Year Ended December		
	2025	2024	Percent Change
Other revenues	\$ 27.8	\$ 11.0	153.1%
Profit (loss) related to other revenues	\$ 3.8	\$ (1.6)	333.2%
Operating margin	13.7 %	(14.9)%	

## Reconciliation of Segment Profit to Income Before Income Taxes

The costs below are necessary to reconcile total reportable segment profit to income before taxes. Corporate and other expenses, including certain acquisition and integration-related costs and restructuring and transformation costs, as well as interest expense and interest income, are not controlled by segment management and therefore are excluded from the measurement of segment profit.

(Dollars in millions)	Year Ended December		
	2025	2024	Percent Change
Segment profit:			
Wrangler	440.0	366.3	20 %
Lee	68.9	89.7	(23)%
Helly Hansen	31.8	—	*
Reconciliation to income before income taxes:			
Corporate and other expenses	(196.4)	(123.2)	59.4 %
Interest expense	(62.2)	(40.8)	52.3 %
Interest income	7.3	11.1	(34.5)%
Profit (loss) related to other revenues	3.8	(1.6)	333.2 %
<b>Income before income taxes</b>	<b>\$ 293.3</b>	<b>\$ 301.4</b>	<b>(2.7)%</b>

\*Calculation not meaningful.

### 2025 Compared to 2024

**Corporate and other expenses** increased \$73.2 million, primarily due to a \$106.1 million increase in restructuring and transformation costs related to the closure of a portion of our manufacturing facilities and acquisition and integration-related costs during the year ended December 2025, as well as increases in business optimization charges and incentive compensation expense compared to the prior period, partially offset by gains of \$24.1 million related to the purchase price hedges for the Helly Hansen acquisition.

**Interest expense** increased \$21.3 million during the year ended December 2025 compared to the year ended December 2024, primarily due to higher debt outstanding to fund the Helly Hansen acquisition.

## ANALYSIS OF FINANCIAL CONDITION

### Liquidity and Capital Resources

The Company's ability to fund our operating needs is dependent upon our ability to generate positive long-term cash flows from operations and maintain our debt financing on acceptable terms. The Company has historically generated strong positive cash flows from operations and continues to take proactive measures to manage working capital. We believe cash flows from operations will support our short-term liquidity needs as well as any future liquidity and capital requirements, in combination with available cash balances and borrowing capacity from our revolving credit facility.

#### Credit Availability

The Company was previously party to an amended and restated senior secured Credit Agreement dated November 18, 2021 (the "2021 Credit Agreement") that provided for (i) a five-year \$400.0 million term loan A facility ("2021 Term Loan A") and (ii) a five-year \$500.0 million revolving credit facility with the lenders and agents party thereto.

On April 8, 2025, the Company completed a refinancing pursuant to which it amended and restated the 2021 Credit Agreement to provide for (i) a five-year \$700.0 million term loan facility ("Term Loan A-1") consisting of a \$340.0 million initial term loan ("Initial Term Loan") and a \$360.0 million delayed draw term loan ("Delayed Draw Term Loan"), (ii) a three-year \$300.0 million delayed draw term loan facility ("Term Loan A-2") and (iii) a five-year \$500.0 million revolving credit facility (the "Revolving Credit Facility"), collectively referred to as the "Credit Facilities," with the lenders and agents party thereto. Upon closing of the Credit Agreement (the "2025 Credit Agreement"), the net proceeds from the Initial Term Loan were used to repay all of the \$340.0 million principal amount outstanding under the 2021 Term Loan A. On May 30, 2025, the Delayed Draw Term Loan and Term Loan A-2 were fully drawn and used to fund the Helly Hansen acquisition, along with approximately \$300 million of cash on hand. Refer to Note 2 to the Company's financial statements in this Form 10-K for additional information related to the Helly Hansen acquisition.

Term Loan A-1 is scheduled to be repaid in quarterly installments of \$4.4 million beginning in September 2026, which increases to quarterly installments of \$8.8 million beginning in September 2027, with the remaining principal due at maturity. Term Loan A-2 is

scheduled to be repaid in full at maturity. During the three and twelve months ended December 2025, the Company made voluntary early repayments of \$200.0 million and \$250.0 million, respectively, of the principal amount outstanding on Term Loan A-2.

Additionally, the Company has outstanding \$400.0 million of unsecured 4.125% senior notes due 2029. The Company has "floating to fixed" interest rate swap agreements to mitigate exposure to volatility in reference rates on the Company's future interest payments. These debt obligations could restrict our future business strategies and could adversely impact our future results of operations, financial conditions or cash flows.

Refer to Note 12 to the Company's financial statements in this Form 10-K for additional information regarding the Company's debt obligations, and refer to Note 16 to the Company's financial statements in this Form 10-K for additional information regarding the Company's interest rate swap agreements.

As of December 2025, the Company was in compliance with all applicable covenants under the 2025 Credit Agreement and expects to maintain compliance with the applicable covenants for at least one year from the issuance of these financial statements. If economic conditions significantly deteriorate for a prolonged period, this could impact the Company's operating results and cash flows and thus our ability to maintain compliance with the applicable covenants. As a result, the Company could be required to seek new amendments to the 2025 Credit Agreement or secure other sources of liquidity, such as refinancing of existing borrowings, the issuance of debt or equity securities, or sales of assets. However, there can be no assurance that the Company would be able to obtain such additional financing on commercially reasonable terms or at all.

The Revolving Credit Facility may be used to borrow funds in both U.S. dollar and certain non-U.S. dollar currencies, and has a maximum borrowing capacity of \$500.0 million with a \$75.0 million letter of credit sublimit. There were no outstanding borrowings under the Revolving Credit Facility as of December 2025.

The following table presents outstanding borrowings and available borrowing capacity under the Revolving Credit Facility and our cash and cash equivalents balances as of December 2025:

(In millions)	December 2025
Outstanding borrowings under the Revolving Credit Facility	\$ —
Available borrowing capacity under the Revolving Credit Facility <sup>(1)</sup>	\$ 493.3
Cash and cash equivalents	\$ 108.4

<sup>(1)</sup> Available borrowing capacity under the Revolving Credit Facility is net of \$6.7 million of outstanding standby letters of credit issued on behalf of the Company under this facility.

At December 2025 and December 2024, the Company had availability of \$20.0 million and \$19.2 million, respectively, under its previously established international line of credit which is uncommitted and may be terminated at any time by either the Company or the financial institution. In addition, the Company had \$17.4 million available at December 2025 under a committed international line of credit as a result of the acquisition. There were no outstanding balances under these arrangements at December 2025 and December 2024.

On August 5, 2021, the Company's Board of Directors approved a share repurchase program (the "2021 Repurchase Program") which authorized the repurchase of up to \$200.0 million of the Company's outstanding Common Stock through open market or privately negotiated transactions. During the year ended December 2023, the Company repurchased 0.6 million shares of Common Stock for \$30.0 million, including commissions, under the 2021 Repurchase Program.

On December 11, 2023, the Company announced that its Board of Directors approved a new share repurchase program (the "2023 Repurchase Program") which authorizes the repurchase of up to \$300.0 million of the Company's outstanding Common Stock through open market or privately negotiated transactions. The 2023 Repurchase Program replaced all remaining shares under the 2021 Repurchase Program and does not have an expiration date but may be suspended, modified or terminated at any time without prior notice. During the years ended December 2025 and December 2024, the Company repurchased 0.4 million and 1.2 million shares of Common Stock for \$25.0 million and \$85.0 million, respectively, including commissions, under the 2023 Repurchase Program. As of December 2025, \$190.0 million remained available for repurchase under the 2023 Repurchase Program.

The timing and amount of repurchases are determined by the Company's management based on its evaluation of market conditions, continued compliance with its debt covenants and other factors. All shares reacquired in connection with the Company's repurchase programs are treated as authorized and unissued shares upon repurchase.

During 2025, the Company paid \$116.1 million of dividends to its shareholders. On February 12, 2026, the Board of Directors declared a regular quarterly cash dividend of \$0.53 per share of the Company's Common Stock. The cash dividend will be payable on March 20, 2026, to shareholders of record at the close of business on March 10, 2026.

The Company intends to continue to pay cash dividends in future periods. The declaration and amount of any future dividends will be dependent upon multiple factors including our financial condition, earnings, cash flows, capital requirements, covenants associated with our debt obligations, legal requirements, regulatory constraints, industry practice and any other factors or considerations that our Board of Directors deems relevant.

We anticipate that we will have sufficient cash flows from operations, along with existing borrowing capacity, to support continued investments in our brands, infrastructure, talent and capabilities, dividend payments to shareholders, repayment of our debt obligations when due and repurchases of Common Stock. In addition, we would use current liquidity as well as access to capital markets to fund any additional strategic acquisition opportunities that may arise.

We currently expect capital expenditures to be approximately \$45.0 million in 2026, primarily to support information technology, distribution, manufacturing, owned retail store investments and facility improvements.

The following table presents our cash flows during the periods:

	Year Ended December	
	2025	2024
(In millions)		
<b>Cash provided (used) by:</b>		
<b>Operating activities</b>	\$ 455.8	\$ 368.2
<b>Investing activities</b>	\$ (898.8)	\$ (22.3)
<b>Financing activities</b>	\$ 246.8	\$ (240.4)

#### ***Operating Activities***

During 2025, cash provided by operating activities was \$455.8 million as compared to \$368.2 million in the prior year period. The increase was primarily due to changes in working capital, including favorable changes in accounts receivable, accrued liabilities and accounts payable, partially offset by unfavorable changes in income taxes. Net income benefited from the contribution of Helly Hansen and was impacted by the acquisition and integration-related costs and restructuring and transformation costs incurred during 2025.

#### ***Investing Activities***

During 2025, cash used by investing activities was \$898.8 million as compared to \$22.3 million in the prior year period, primarily due to cash used to fund the Helly Hansen acquisition, partially offset by proceeds from the settlement of foreign exchange contracts associated with the purchase price of the acquisition in 2025.

#### ***Financing Activities***

During 2025, cash provided by financing activities was \$246.8 million as compared to cash used by financing activities of \$240.4 million in the prior year period. This increase was primarily due to our debt refinancing which provided \$1.0 billion of proceeds to support the Helly Hansen acquisition, partially offset by the repayment of the Company's prior Term Loan A of \$345.0 million and voluntary early term loan repayments of \$250.0 million. Additionally, Common Stock repurchases decreased by \$60.7 million in the current year.

### **Contractual Obligations**

The Company believes it has sufficient liquidity to fund its operations and meet its short-term and long-term obligations. The Company's estimated contractual obligations and other commercial commitments at December 2025 and the future periods in which such obligations are expected to be settled in cash are described below.

Contractual commitments on the Company's balance sheets include obligations to make principal payments on \$1.15 billion of long-term debt based on the defined terms of our debt agreements. Refer to Note 12 to the Company's financial statements in this Form 10-K for additional information. These debt agreements also require periodic interest payments on floating and fixed rate terms. Future estimated interest payments under these agreements, based on interest rates in effect as of December 2025 and the remaining terms of the debt arrangements, are \$58.0 million, \$57.1 million, \$53.4 million, \$50.7 million and \$9.0 million for 2026 through 2030, respectively, with no remaining payments thereafter.

The Company has future payments related to other liabilities recorded in the balance sheets, which primarily represent long-term liabilities for deferred compensation and other employee-related benefits. Refer to Note 13 and Note 14 to the Company's financial statements in this Form 10-K for additional information.

The Company is committed under noncancelable operating leases. Refer to Note 21 to the Company's financial statements in this Form 10-K for additional information related to future lease payments.

The Company has unrecorded commitments consisting of inventory obligations, minimum royalty payments and other obligations. Other obligations represent other binding commitments for the expenditure of funds, including (i) amounts related to contracts not involving the purchase of inventories, such as the noncancelable portion of service or maintenance agreements for management information systems, (ii) capital spending and (iii) advertising. Refer to Note 22 to the Company's financial statements in this Form 10-K for additional information.

### **Off-Balance Sheet Arrangements**

We do not engage in any off-balance sheet financial arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

## Critical Accounting Policies and Estimates

We have chosen accounting policies that management believes are appropriate to accurately and fairly report our operating results and financial position in conformity with Generally Accepted Accounting Principles. We apply these accounting policies in a consistent manner. Significant accounting policies are summarized in Note 1 to the Company's financial statements included in Part IV of this Annual Report on Form 10-K.

The application of these accounting policies requires that we make estimates and assumptions about future events and apply judgments that affect the reported amounts of assets, liabilities, net revenues, expenses, contingent assets and liabilities and related disclosures. These estimates, assumptions and judgments are based on historical experience, current trends and other factors believed to be reasonable under the circumstances. Management evaluates these estimates and assumptions on an ongoing basis. Because our business cycle is relatively short (i.e., from the date that inventory is received until that inventory is sold and the trade accounts receivable is collected), actual results related to most estimates are known within a few months after any balance sheet date. In addition, we may retain outside specialists to assist in impairment testing of long-lived assets and valuation of business combinations. Several of the estimates and assumptions we are required to make relate to future events and are therefore inherently uncertain, especially as it relates to events outside of our control. If actual results ultimately differ from previous estimates, the revisions are included in results of operations when the actual amounts become known.

We believe the following accounting policies involve the most significant management estimates, assumptions and judgments used in preparation of the financial statements or are the most sensitive to change from outside factors. The selection and application of the Company's critical accounting policies and estimates are periodically discussed with the Audit Committee of the Board of Directors.

### Business Combinations

#### Description

Our policy is to account for business combinations using the acquisition method of accounting. Under the acquisition method, the consolidated financial statements reflect the operations of an acquired business starting from the closing date of the acquisition. All assets acquired and liabilities assumed are recorded at fair value as of the acquisition date. We allocate the purchase price of an acquired business to the fair values of the tangible and identifiable intangible assets acquired and liabilities assumed, with any excess purchase price recorded as goodwill. During the measurement period, which is up to one year from the acquisition date, adjustments to the assets acquired and liabilities assumed may be recorded with the corresponding offset to goodwill.

#### Judgments and Uncertainties

The application of the acquisition method of accounting for business combinations and determination of fair value requires management to make judgments and may involve the use of significant estimates, including assumptions related to estimated future revenues, growth rates, cash flows, discount rates and royalty rates, among other items. We generally evaluate fair value at acquisition using three valuation techniques - the cost approach, market and income methods - and determine the valuation method based on what is most appropriate in the circumstance. The process of assigning fair values, particularly to acquired intangible assets, is highly subjective. We also utilize third-party valuation specialists to assist management in the determination of the fair value of assets acquired and liabilities assumed.

#### Effect if Actual Results Differ From Assumptions

Management estimates of fair value are based on assumptions believed to be reasonable, but are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. If the actual results differ from the estimates and judgments used, the amounts recorded in the consolidated financial statements may be exposed to potential impairment of the intangible assets and goodwill, as discussed in the "Long-Lived Assets - Property, Plant and Equipment and Operating Lease Assets" and "Indefinite-Lived Intangible Assets and Goodwill" sections below.

#### Helly Hansen Acquisition

During the second quarter of 2025, we completed the acquisition of Helly Hansen. Management allocated the preliminary purchase price of the acquired Helly Hansen business to the preliminary estimated fair values of the acquired assets and assumed liabilities as of the date of acquisition, which resulted in excess purchase price of \$320.7 million that was recorded as goodwill. The acquired assets include the estimated fair value of \$400.0 million for the *Helly Hansen*<sup>®</sup> trademark, which is an identifiable intangible asset management believes to have an indefinite life. The estimated fair value of the *Helly Hansen*<sup>®</sup> trademark was determined using the income-based relief-from-royalty method, which required the use of significant estimates and assumptions, including future revenues, growth rates, royalty rate, tax rates and discount rate associated with the acquired intangible asset. Management's estimates and assumptions utilized internal forecasts of future business performance and relevant market information. Management also utilized a third-party valuation specialist to assist in the determination of the estimated fair value of the *Helly Hansen*<sup>®</sup> trademark.

Management believes the assumptions used in determining the estimated fair value of the *Helly Hansen*<sup>®</sup> trademark are reasonable but are inherently uncertain and unpredictable. As a result, actual results may differ from estimates. Future business and economic conditions, as well as significant changes in any of the assumptions used to estimate the acquisition date fair value of the *Helly*

Hansen® trademark, may result in a future impairment charge that could have a material effect on the Company's consolidated financial position and results of operations.

Refer to Note 2 to the consolidated financial statements for additional information related to the Helly Hansen acquisition.

#### **Impairment Testing of Long-Lived Assets**

##### **Long-Lived Assets — Property, Plant and Equipment and Operating Lease Assets**

###### *Description*

Our policy is to review property, plant and equipment and operating lease assets for potential impairment whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable. In addition, the Company's policy is to perform impairment testing at least annually for retail store assets, including the related operating lease assets. We test for potential impairment at the asset or asset group level, which is the lowest level for which there are identifiable cash flows that are largely independent, by comparing the carrying value to the estimated undiscounted cash flows expected to be generated by the asset. If the forecasted undiscounted cash flows to be generated by the asset are not expected to be adequate to recover the asset's carrying value, a fair value analysis must be performed, and an impairment charge is recorded if there is an excess of the asset's carrying value over its estimated fair value.

###### *Judgments and Uncertainties*

When testing property, plant and equipment or operating lease assets for potential impairment, management uses the income-based discounted cash flow method using the estimated cash flows of the respective asset or asset group. We include assumptions about sales growth and operating margins, which are compared to our budgets, business plans and economic projections. Assumptions are also made for varying terminal growth rates for years beyond the forecast period. Generally, we utilize operating margin assumptions based on future expectations, operating margins historically realized in the reporting units' industries and industry marketplace valuation multiples.

Initially, the estimated undiscounted cash flows of the asset or asset group through the end of its useful life are compared to its carrying value. If the undiscounted cash flows of the asset or asset group exceed its carrying value, there is no impairment charge. If the undiscounted cash flows of the asset or asset group are less than its carrying value, then the estimated fair value of the asset or asset group is calculated based on discounted cash flows using an applicable discount rate or weighted average cost of capital ("WACC"). An impairment charge is recognized for the difference, if any, between the estimated fair value of the asset or asset group and its carrying value.

###### *Effect if Actual Results Differ From Assumptions*

We have not made any material changes in the methodology used to evaluate the impairment of property, plant and equipment and operating lease assets during 2025. We do not believe there is a reasonable likelihood there will be a material change in the estimates or assumptions used to calculate impairments, useful lives of property, plant and equipment or term length of leases. However, if actual results are not consistent with our estimates and assumptions used to calculate estimated future cash flows, we may be exposed to potentially material impairments.

##### **Indefinite-Lived Intangible Assets and Goodwill**

###### *Description*

Our policy is to evaluate indefinite-lived intangible assets, including goodwill, for possible impairment as of the beginning of the fourth quarter of each year, or whenever events or changes in circumstances indicate that the fair value may be below its carrying amount. As part of our annual impairment testing, we may elect to assess qualitative factors as a basis for determining whether it is necessary to perform quantitative impairment testing. If the Company elects to perform a qualitative analysis and determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying value, then no further testing is required. Otherwise, the asset must be quantitatively tested for possible impairment. Alternatively, the Company may elect to bypass a qualitative analysis and perform a quantitative analysis.

###### *Judgments and Uncertainties*

An indefinite-lived intangible asset is quantitatively tested for possible impairment by comparing the estimated fair value of the asset with its carrying value. An impairment charge is recorded to the extent that the asset's carrying value exceeds its estimated fair value. Goodwill is quantitatively evaluated for possible impairment by comparing the estimated fair value of a reporting unit to its carrying value. Reporting units are businesses with discrete financial information that is available and reviewed by segment management.

For indefinite-lived intangible asset impairment testing, we measure the fair value of our indefinite-lived trademarks and trade names using the relief-from-royalty method, which estimates the present value of royalty income that could be hypothetically earned by licensing the brand name to a third party over the remaining useful life. The determination of fair value using this technique requires the use of estimates and assumptions related to forecasted revenue growth rates, the royalty rates and discount rates.

For goodwill impairment testing, we estimate the fair value of a reporting unit using both income-based and market-based valuation methods. The income-based approach is based on the reporting unit's forecasted future cash flows that are discounted to present value using the reporting unit's WACC that considers market participant assumptions, plus a spread that factors in the risk of the asset. For the market-based approach, management uses both the guideline company and similar transaction methods. The guideline company method analyzes market multiples of net revenues and earnings before interest, taxes, depreciation and amortization ("EBITDA") for a group of comparable public companies. The market multiples used in the valuation are based on the relative strengths and weaknesses of the reporting unit compared to the selected guideline companies. Under the similar transactions method, valuation multiples are calculated utilizing actual transaction prices and net revenue / EBITDA data from target companies deemed similar to the reporting unit.

Based on the range of estimated fair values developed from the income and market-based methods, we determine the estimated fair value of the reporting unit. If the estimated fair value of the reporting unit exceeds its carrying value, the goodwill is not impaired and no further review is required. However, if the estimated fair value of the reporting unit is less than its carrying value, we calculate the impairment loss as the difference between the carrying value of the reporting unit and the estimated fair value.

The income-based fair value methodology requires management's assumptions and judgments regarding economic conditions in the markets in which we operate and conditions in the capital markets, many of which are outside of management's control. At the reporting unit level, fair value estimation requires management's assumptions and judgments regarding the effects of overall economic conditions on the specific reporting unit, along with assessment of the reporting unit's strategies and forecasts of future cash flows. Forecasts of individual reporting unit cash flows involve management's estimates and assumptions regarding:

- Annual cash flows, on a debt-free basis, arising from future net revenues and profitability, changes in working capital, capital spending and income taxes for at least a ten-year forecast period.
- A terminal growth rate for years beyond the forecast period. The terminal growth rate is selected based on consideration of growth rates used in the forecast period, historical performance of the reporting unit and economic conditions.
- A discount rate that reflects the risks inherent in realizing the forecasted cash flows. A discount rate considers the risk-free rate of return on long-term treasury securities, the risk premium associated with investing in equity securities of comparable companies, the beta obtained from comparable companies and the cost of debt for investment grade issuers. In addition, the discount rate may consider any company-specific risk in achieving the prospective financial information.

Under the market-based fair value methodology, judgment is required in evaluating market multiples and recent transactions. Management believes that the assumptions used for its impairment tests are representative of those that would be used by market participants performing similar valuations of our reporting units.

#### *Effect if Actual Results Differ From Assumptions*

Management makes its estimates based on information available as of the date of our assessment, using assumptions we believe market participants would use in performing an independent valuation of the business. It is possible that our conclusions regarding impairment or recoverability of indefinite-lived intangible assets or goodwill in any reporting unit could change in future periods. There can be no assurance that the estimates and assumptions used in our goodwill impairment testing will prove to be accurate predictions of the future, if, for example, (i) the businesses do not perform as projected, (ii) overall economic conditions in future years vary from current assumptions (including changes in discount rates), (iii) business conditions or strategies for a specific reporting unit change from current assumptions, including loss of major customers, (iv) investors require higher rates of return on equity investments in the marketplace or (v) enterprise values of comparable publicly traded companies, or actual sales transactions of comparable companies, were to decline, resulting in lower multiples of net revenues and EBITDA. A future impairment charge for goodwill could have a material effect on our financial position and results of operations.

#### **Income Taxes**

##### *Description*

As a global company, Kontoor is subject to taxation and files income tax returns in over 50 U.S. and foreign jurisdictions each year. The determination of our provision for income taxes, as it relates to estimates for deferred income taxes and liabilities for unrecognized tax benefits, requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws.

##### *Judgments and Uncertainties*

Deferred income tax assets and liabilities reflect the net future tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company has \$71.0 million of gross deferred income tax assets related to income tax credit carryforwards and \$52.2 million of gross deferred income tax assets related to operating loss carryforwards. We periodically assess the realizability of deferred tax assets, which often requires significant judgment. If management believes that the Company will not be able to generate sufficient taxable income to offset losses during the carryforward periods, the Company records valuation allowances to reduce those deferred tax assets to amounts expected to be ultimately realized. Based on the Company's assessment, it has recorded valuation allowances of \$71.0 million related to income tax credit carryforwards and \$40.1 million related to operating loss carryforwards based on the weight of available evidence and the

conclusion that it is more-likely-than-not (likelihood of more than 50%) that some portion, or all, of these deferred tax assets will not be realized.

The calculation of liabilities for unrecognized tax benefits involves uncertainties in the application of complex tax laws and regulations, which are subject to legal interpretation and significant management judgment. The Company's income tax returns are regularly examined by federal, state and foreign tax authorities, and those audits may result in proposed adjustments. The Company has reviewed all issues raised upon examination, as well as any exposure for issues that may be raised in future examinations. The Company has evaluated these potential issues under the "more-likely-than-not" standard of the accounting literature. A tax benefit is recognized if it meets this standard and is measured at the largest amount of benefit that has a greater than 50% likelihood of being realized.

#### *Effect if Actual Results Differ From Assumptions*

Realization of deferred tax assets related to income tax credit and operating loss carryforwards is dependent on future taxable income in specific jurisdictions, the amount and timing of which are uncertain, and on possible changes in tax laws. If management determines in a future period that the amount of deferred tax assets expected to be realized differs from the net recorded amount, the Company would record an adjustment to the valuation allowance and income tax expense in that future period.

Judgments and estimates in the calculation of the liability for unrecognized tax benefits may change based on audit settlements, court cases, proposed tax regulations and interpretation of tax laws and regulations. Income tax expense could be materially affected to the extent the Company prevails in a tax position or when the statute of limitations expires for a tax position for which a liability for unrecognized tax benefits has been established, or to the extent the Company is required to pay amounts greater than the established liability for unrecognized tax benefits.

The Company does not currently anticipate any material impact on earnings from the ultimate resolution of these income tax estimates.

#### **Recently Issued and Adopted Accounting Standards**

Refer to Note 1 to the Company's financial statements included elsewhere in this Annual Report on Form 10-K for discussion of recently issued and adopted accounting standards.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We are exposed to risks in the ordinary course of business. Management regularly assesses and manages exposures to these risks through operating and financing activities and, when appropriate, by taking advantage of natural hedges. Potential risks are discussed below.

#### ***Insured Risks***

The Company is self-insured for a significant portion of its employee medical, workers' compensation, property and general liability exposures, and purchases from highly-rated commercial carriers to cover other risks, including property, casualty and umbrella, and to establish stop-loss limits on self-insurance arrangements.

#### ***Cash and Cash Equivalents Risks***

We had \$108.4 million of cash and cash equivalents at the end of 2025. Management continually monitors the credit ratings of the financial institutions with whom we conduct business. Similarly, management monitors the credit quality of cash equivalents.

#### ***Deferred Compensation and Related Investment Security Risks***

The Company sponsors a nonqualified retirement savings plan for employees whose contributions to a 401(k) plan would be limited by provisions of the Internal Revenue Code. This plan allows participants to defer a portion of their compensation and to receive matching contributions for a portion of the deferred amounts. Certain of the Company's employees participate in this plan. The Company has purchased publicly traded mutual funds in the same amounts as the participant-directed hypothetical investments underlying the employee deferred compensation liabilities. Changes in the fair value of the participants' hypothetical investments are recorded as an adjustment to deferred compensation liabilities. The increases and decreases in deferred compensation liabilities are offset by corresponding increases and decreases in the market value of the mutual funds purchased by the Company, resulting in an insignificant net exposure to operating results and financial position.

#### ***Interest Rate Risks***

The Company's debt outstanding under the Credit Facilities bears interest at variable interest rates plus applicable spreads. In addition, the funding fees charged by the financial institutions for the trade accounts receivable sale programs are based on underlying variable interest rates and customer credit risk. The Company uses derivative financial instruments to mitigate some of these exposures to the volatility in interest rates. However, changes in interest rates would also affect interest income earned on our cash equivalents. Based on balances of outstanding debt, sold trade accounts receivable and cash equivalents as of December

2025, the effect of a hypothetical 1% increase in interest rates would be a decrease in reported net income of approximately \$3.1 million.

#### **Foreign Currency Exchange Rate Risks**

We are a global enterprise subject to the risk of foreign currency fluctuations. Approximately 27% and 20% of our net revenues in 2025 and 2024, respectively, were generated in international markets. Most of our foreign businesses operate in functional currencies other than the U.S. dollar. In periods where the U.S. dollar strengthens relative to foreign currencies where we have operations, there is a negative impact on our operating results upon translation of those foreign operating results into the U.S. dollar. Management hedges certain of the Company's foreign currency transactions and may hedge investments in certain foreign operations.

The reported values of assets and liabilities in these foreign businesses are subject to fluctuations in foreign currency exchange rates. The Company monitors and actively manages its net foreign currency market exposures and may enter into derivative contracts with external counterparties to hedge certain foreign currency accounts payable and accounts receivable transactions.

The Company's practice is to buy or sell foreign currency exchange contracts that cover up to 80% of foreign currency exposures for periods of up to 20 months. Currently, the Company uses only foreign exchange forward contracts to hedge foreign currency exposures but may use options or collars in the future. This use of financial instruments allows management to reduce the overall exposure to risks from exchange rate fluctuations on our cash flows and earnings, since gains and losses on these contracts will offset losses and gains on the transactions being hedged.

We had foreign currency exchange contracts designated as cash flow hedges with notional amounts totaling \$717.4 million and \$303.0 million at December 2025 and 2024, respectively. For cash flow hedging contracts outstanding at December 2025 and 2024, if there were a hypothetical 10% change in foreign currency exchange rates compared to rates at the end of 2025 and 2024, it would result in a change in fair value of those contracts of approximately \$35.2 million and \$20.8 million, respectively. However, any change in the fair value of the hedging contracts would be substantially offset by a change in the fair value of the underlying hedged exposure impacted by the currency rate changes.

In addition, the Company may execute balance sheet hedge contracts to cover balance sheet foreign currency exchange risks that are not mitigated by the Company's other hedging strategies. At December 2025, the Company had executed several of these hedges to mitigate risk related to intercompany loans.

We had foreign currency exchange contracts designated as balance sheet hedges with notional amounts totaling \$87.5 million at December 2025. We had no foreign currency exchange contracts designated as balance sheet hedges at December 2024. For balance sheet hedging contracts outstanding at December 2025, if there were a hypothetical 10% change in foreign currency exchange rates compared to rates at the end of 2025, it would result in a change in fair value of those contracts of approximately \$9.3 million. However, any change in the fair value of the hedging contracts would be substantially offset by a change in the fair value of the underlying hedged exposure impacted by the currency rate changes.

#### **Counterparty Risks**

We are exposed to credit-related losses in the event of nonperformance by counterparties to derivative hedging instruments. To manage this risk, we have established counterparty credit guidelines and only enter into derivative transactions with financial institutions that have 'A minus/A3' investment grade credit ratings or better. The Company monitors the credit rating of, and limits the amount hedged with, each counterparty. Additionally, management utilizes a portfolio of financial institutions to minimize exposure to potential counterparty defaults and adjusts positions as necessary.

#### **Commodity Price Risks**

We are exposed to market risks for the pricing of cotton, synthetics and other materials, which we typically purchase in a converted form such as fabric or finished goods. To manage risks of commodity price changes, management negotiates prices in advance when possible. We have not historically managed commodity price exposures by using derivative instruments.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

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See "Item 15. Exhibits and Financial Statement Schedules" of this Annual Report on Form 10-K for information required by this Item 8.

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

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Not applicable.

## **ITEM 9A. CONTROLS AND PROCEDURES.**

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### **CONCLUSION REGARDING THE EFFECTIVENESS OF DISCLOSURE CONTROLS AND PROCEDURES**

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As required by Exchange Act Rule 13a-15(b), the Company's management, under the supervision of the Chief Executive Officer and the Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of the Company's "disclosure controls and procedures" as defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of January 3, 2026, the Company's disclosure controls and procedures were effective to (1) ensure that the Company is able to record, process, summarize and report the information it is required to disclose in the reports it files with or submits to the SEC within the required time periods specified in the Commission's rules and forms and (2) accumulate and communicate this information to management, including its Chief Executive and Chief Financial Officers, as appropriate to allow timely decisions regarding this disclosure.

### **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

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The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) or 15d-15(f) under the Exchange Act. The 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.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements.

Management of the Company has assessed the effectiveness of the Company's internal control over financial reporting as of January 3, 2026. In making this assessment, management used criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework* (2013).

Our assessment of, and conclusion on, the effectiveness of internal control over financial reporting did not include the internal controls over financial reporting at Helly Hansen. SEC guidance allows management to omit an assessment of a material acquired business's internal controls over financial reporting from its assessment of internal control over financial reporting for a period not to exceed one year from the date of acquisition. Helly Hansen was acquired on May 31, 2025, and is included in our 2025 consolidated financial statements from the date of acquisition. The total assets and total net revenues of Helly Hansen excluded from management's assessment represent 19% and 15%, respectively, of consolidated total assets and total net revenues as of and for the year ended January 3, 2026.

Based on our assessment, management concluded that the Company's internal control over financial reporting was effective as of January 3, 2026.

The effectiveness of the Company's internal control over financial reporting as of January 3, 2026, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included in Item 8. "Financial Statements and Supplementary Data" and Item 15. "Exhibits and Financial Statement Schedules".

### **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

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There have been no changes in our internal control over financial reporting that occurred during the quarter ended January 3, 2026, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **ITEM 9B. OTHER INFORMATION.**

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During the three months ended December 2025, no director or Section 16 officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

## **ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

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Not applicable.

## PART III

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

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Information required by Item 10 of this Part III is included under the captions "Proposal No. 1—Election of Directors," "Executive Officers," "Corporate Governance—Code of Conduct," "Corporate Governance—Board Committees," "Corporate Governance—Insider Trading Policy" and "Additional Information—Delinquent Section 16(a) Reports" (to the extent reported therein) in Kontoor's definitive 2026 Proxy Statement that will be filed with the SEC within 120 days after the close of our year ended January 3, 2026, which information is incorporated herein by reference.

### **ITEM 11. EXECUTIVE COMPENSATION.**

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Information required by Item 11 of this Part III is included under the captions "Corporate Governance—Talent and Compensation Committee Interlocks and Insider Participation," "Director Compensation" and "Executive Compensation" in Kontoor's definitive 2026 Proxy Statement that will be filed with the SEC within 120 days after the close of our year ended January 3, 2026, which information is incorporated herein by reference.

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

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Information required by Item 12 of this Part III is included under the captions "Executive Compensation—2025 Equity Compensation Plan Information Table" and "Security Ownership of Certain Beneficial Owners and Management" in Kontoor's definitive 2026 Proxy Statement that will be filed with the SEC within 120 days after the close of our year ended January 3, 2026, which information is incorporated herein by reference.

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

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Information required by Item 13 of this Part III is included under the captions "Corporate Governance—Related Person Transactions Policy" and "Corporate Governance—Director Independence" in Kontoor's definitive 2026 Proxy Statement that will be filed with the SEC within 120 days after the close of our year ended January 3, 2026, which information is incorporated herein by reference.

### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

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Information required by Item 14 of this Part III is included under the caption "Proposal No. 2—Ratification of Appointment of Independent Registered Public Accounting Firm" in Kontoor's definitive 2026 Proxy Statement that will be filed with the SEC within 120 days after the close of our year ended January 3, 2026, which information is incorporated herein by reference.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

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

#### 1. Financial statements:

	<u>PAGE NUMBER</u>
Report of Independent Registered Public Accounting Firm (PCAOB ID 238)	49
Consolidated Balance Sheets	51
Consolidated Statements of Operations	52
Consolidated Statements of Comprehensive Income	53
Consolidated Statements of Cash Flows	54
Consolidated Statements of Equity	55
Notes to Consolidated Financial Statements	56

#### 2. Financial statement schedules:

	<u>PAGE NUMBER</u>
Schedule II — Valuation and Qualifying Accounts	95

All other schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions or are inapplicable and therefore have been omitted.

#### 3. Exhibits:

2.1	Separation and Distribution Agreement dated May 22, 2019 (incorporated by reference to Exhibit 2.1 to the Company's Form 8-K filed with the SEC on May 23, 2019)
2.2	Share Purchase Agreement, dated as of February 18, 2025, among Kontoor Nordic Holdings AS, Kontoor Brands, Inc. and Canadian Tire Corporation, Limited (incorporated by reference to Exhibit 2 to the Company's Form 8-K filed with the SEC on February 21, 2025)
3.1	Amended and Restated Articles of Incorporation of Kontoor Brands, Inc., as amended through April 18, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K filed with the SEC on April 19, 2024)
3.2	Bylaws of Kontoor Brands, Inc., as amended through April 20, 2023 (incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed with the SEC on April 21, 2023)
4.1	Description of Securities (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed with the SEC on February 25, 2025)
4.2	Indenture, dated as of November 18, 2021 by and among Kontoor Brands, Inc., the guarantors party thereto and U.S. Bank National Association, as trustee, governing the 4.125% Senior Notes due 2029 (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed with the SEC on November 19, 2021)
10.1	Tax Matters Agreement dated May 22, 2019 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on May 23, 2019)
10.2	VF Intellectual Property License Agreement dated May 17, 2019 (incorporated by reference to Exhibit 10.3 to the Company's Form 8-K filed with the SEC on May 23, 2019)
10.3	Kontoor Intellectual Property License Agreement dated May 17, 2019 (incorporated by reference to Exhibit 10.4 to the Company's Form 8-K filed with the SEC on May 23, 2019)
10.4	Employee Matters Agreement dated May 22, 2019 (incorporated by reference to Exhibit 10.5 to the Company's Form 8-K filed with the SEC on May 23, 2019)
10.5+	Change in Control Agreement by and between Scott H. Baxter and Kontoor Brands, Inc. dated May 23, 2019 (incorporated by reference to Exhibit 10.7 to the Company's Form 8-K filed with the SEC on May 23, 2019)
10.6+	Form of Change in Control Agreement (incorporated by reference to Exhibit 10.15 to the Company's Registration Statement on Form 10 filed with the SEC on April 1, 2019)
10.7+	Kontoor Brands, Inc. 2019 Stock Compensation Plan (incorporated by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 13, 2019)

10.8+	Kontoor Brands Executive Deferred Savings Plan (incorporated by reference to Exhibit 10.13 to the Company's Registration Statement on Form 10 filed with the SEC on April 1, 2019)
10.9+	Kontoor Brands Executive Deferred Savings Plan II (2020 Restatement) (incorporated by reference to Exhibit 10.43 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 4, 2022)
10.10+	Form of Non-Qualified Stock Option Certificate (incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form 10 filed with the SEC on April 1, 2019)
10.11+	Form of Non-Qualified Stock Option Certificate for Non-Employee Directors (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form 10 filed with the SEC on April 1, 2019)
10.12+	Kontoor Brands, Inc. Deferred Savings Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.17 to the Company's Registration Statement on Form 10 filed with the SEC on April 1, 2019)
10.13	Form of Indemnification Agreement for Non-Employee Directors (incorporated by reference to Exhibit 10.18 to the Company's Registration Statement on Form 10 filed with the SEC on April 1, 2019)
10.14+	Kontoor Brands Executive Deferred Savings Plan II Amendment No. 1 (incorporated by reference to Exhibit 10.30 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 8, 2020)
10.15+	Kontoor Brands Executive Deferred Savings Plan II Amendment No. 2 (incorporated by reference to Exhibit 10.37 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 6, 2020)
10.16+	Kontoor Brands, Inc. Mid-Term Incentive Plan, a subplan under the Stock Compensation Plan, as Amended and Restated effective December 16, 2021 (incorporated by reference to Exhibit 10.40 to the Company's Annual Report on Form 10-K filed with the SEC on March 2, 2022)
10.17+	Form of Award Certificate for Restricted Stock Units (Standard Form) (incorporated by reference to Exhibit 10.41 to the Company's Annual Report on Form 10-K filed with the SEC on March 2, 2022)
10.18+	Form of Award Certificate for Performance-Based Restricted Stock Units (Standard Form) (incorporated by reference to Exhibit 10.42 to the Company's Annual Report on Form 10-K filed with the SEC on March 2, 2022)
10.19	Second Amended and Restated Credit Agreement, dated as of April 8, 2025, by and among Kontoor Brands, Inc., Kontoor International Sarl, the several banks and other financial institutions or entities from time to time parties thereto and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on April 8, 2025)
10.20+	Kontoor Brands, Inc. 2019 Stock Compensation Plan Amendment No. 1 (incorporated by reference to Exhibit 10.42 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 4, 2023)
10.21+	Form of Award Certificate for Performance-Based Restricted Stock Units (2023 Form) (incorporated by reference to Exhibit 10.43 to the Company's Quarterly Report on Form 10-Q filed with the SEC on May 4, 2023)
10.22+	Form of Award Certificate for Restricted Stock Units (Cash Settled) (incorporated by reference to Exhibit 10.44 to the Company's Annual Report on Form 10-K filed with the SEC on February 28, 2024)
10.23+	Form of Award Certificate for Performance-Based Restricted Stock Units (Cash Settled) (incorporated by reference to Exhibit 10.45 to the Company's Annual Report on Form 10-K filed with the SEC on February 28, 2024)
10.24+	Separation Agreement, entered into as of August 31, 2025, between Kontoor Brands, Inc. and Thomas E. Waldron (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on September 5, 2025)
10.25+	Kontoor Brands, Inc. Executive Severance Plan (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the SEC on February 13, 2026)
19	Kontoor Brands, Inc. Insider Trading Policy (incorporated by reference to Exhibit 19 to the Company's Annual Report on Form 10-K filed with the SEC on February 25, 2025)
21*	Subsidiaries of the Company
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
24.1*	Power of Attorney (included in signature pages of this Form 10-K)
31.1*	Certification of Scott H. Baxter, President, Chief Executive Officer and Chairman of the Board of Directors, pursuant to 15 U.S.C. Section 10A, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Joseph A. Alkire, Executive Vice President, Chief Financial Officer and Global Head of Operations, pursuant to 15 U.S.C. Section 10A, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Scott H. Baxter, President, Chief Executive Officer and Chairman of the Board of Directors, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Joseph A. Alkire, Executive Vice President, Chief Financial Officer and Global Head of Operations, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
97.1	Kontoor Brands, Inc. Forfeiture and Recovery Policy for Equity and Incentive Awards (incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K filed with the SEC on February 28, 2024)

101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
*	Filed herewith.
**	Furnished herewith.
+	Management contract or compensatory plan or arrangement

**ITEM 16. FORM 10-K SUMMARY.**

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None.

## SIGNATURES

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

March 3, 2026

KONTOOR BRANDS, INC.

By: /s/ Scott H. Baxter  
Scott H. Baxter  
President, Chief Executive Officer and Chairman of the Board of Directors  
(Principal Executive Officer)

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Scott H. Baxter and Joseph A. Alkire, and each or any of them, his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 as of March 3, 2026:

<b>Signature</b>	<b>Capacity</b>
<u>/s/ Scott H. Baxter</u> Scott H. Baxter	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
<u>/s/ Joseph A. Alkire</u> Joseph A. Alkire	Executive Vice President, Chief Financial Officer and Global Head of Operations (Principal Financial Officer)
<u>/s/ S. Denise Sumner</u> S. Denise Sumner	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Robert K. Shearer</u> Robert K. Shearer	Director
<u>/s/ Maryelizabeth R. Campbell</u> Maryelizabeth R. Campbell	Director
<u>/s/ Ashley D. Goldsmith</u> Ashley D. Goldsmith	Director
<u>/s/ Robert M. Lynch</u> Robert M. Lynch	Director
<u>/s/ Mark L. Schiller</u> Mark L. Schiller	Director
<u>/s/ Shelley Stewart, Jr.</u> Shelley Stewart, Jr.	Director

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Kontoor Brands, Inc.

### **Opinions on the Financial Statements and Internal Control over Financial Reporting**

We have audited the accompanying consolidated balance sheets of Kontoor Brands, Inc. and its subsidiaries (the "Company") as of January 3, 2026 and December 28, 2024, and the related consolidated statements of operations, of comprehensive income, of equity and of cash flows for each of the three years in the period ended January 3, 2026, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended January 3, 2026 listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of January 3, 2026, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of January 3, 2026 and December 28, 2024, and the results of its operations and its cash flows for each of the three years in the period ended January 3, 2026 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 3, 2026, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

### **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 Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and 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 audits 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 audits 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.

As described in Management's Report on Internal Control Over Financial Reporting, management has excluded Helly Hansen from its assessment of internal control over financial reporting as of January 3, 2026, because it was acquired by the Company in a purchase business combination during 2025. We have also excluded Helly Hansen from our audit of internal control over financial reporting. Helly Hansen is a wholly-owned subsidiary whose total assets and total net revenues excluded from management's assessment and our audit of internal control over financial reporting represent 19% and 15%, respectively, of the related consolidated financial statement amounts as of and for the year ended January 3, 2026.

### **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 (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.

### **Critical Audit Matters**

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 (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters 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.

#### *Valuation of Helly Hansen Trademark Acquired*

As described in Notes 1, 2 and 15 to the consolidated financial statements, on May 31, 2025, the Company completed its acquisition of the parent of a group of companies that own Helly Hansen for a purchase price of \$934.7 million, net. Of the acquired intangible assets, management recorded \$400.0 million related to the Helly Hansen trademark. Management uses the income-based relief-from-royalty method to value trademark intangible assets. Management's process of assigning fair values to acquired intangible assets is highly subjective and requires the use of significant estimates including future expected cash inflows and outflows, growth rates, discount rates, royalty rates and income tax rates.

The principal considerations for our determination that performing procedures relating to the valuation of Helly Hansen trademark acquired is a critical audit matter are (i) the significant judgment by management when developing the fair value estimate of the trademark acquired; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to future expected cash inflows and outflows, growth rate, discount rate, and royalty rate; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the acquisition accounting, including controls over management's valuation of the trademark acquired. These procedures also included, among others (i) reading the purchase agreement; (ii) testing management's process for developing the fair value estimate of the trademark acquired; (iii) evaluating the appropriateness of the relief-from-royalty method used by management; (iv) testing the completeness and accuracy of the underlying data used in the relief-from-royalty method; and (v) evaluating the reasonableness of the significant assumptions used by management related to estimated future cash inflows and outflows, growth rate, discount rate, and royalty rate. Evaluating management's assumptions related to estimated future cash inflows and outflows and growth rate involved considering (i) the current and past performance of the Helly Hansen business; (ii) the consistency with external market and industry data; and (iii) whether the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the relief-from-royalty method and (ii) the reasonableness of the discount rate and royalty rate assumptions.

/s/ PricewaterhouseCoopers LLP  
Greensboro, North Carolina  
March 3, 2026

We have served as the Company's auditor since 2018.

**KONTOOR BRANDS, INC.**  
Consolidated Balance Sheets

(In thousands, except share amounts)	December 2025	December 2024
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 108,442	\$ 334,066
Accounts receivable, net	276,424	243,660
Inventories	566,682	390,209
Prepaid expenses and other current assets	129,568	96,346
<b>Total current assets</b>	<b>1,081,116</b>	<b>1,064,281</b>
Property, plant and equipment, net	130,728	103,300
Operating lease assets	141,579	47,171
Intangible assets, net	450,417	11,232
Goodwill	531,137	208,787
Deferred income tax assets	74,515	76,065
Other assets	173,180	139,703
<b>TOTAL ASSETS</b>	<b>\$ 2,582,672</b>	<b>\$ 1,650,539</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Current portion of long-term debt	\$ 8,750	\$ —
Accounts payable	245,114	179,680
Accrued and other current liabilities	306,100	193,335
Operating lease liabilities, current	33,663	20,890
<b>Total current liabilities</b>	<b>593,627</b>	<b>393,905</b>
Operating lease liabilities, noncurrent	116,877	29,955
Deferred income tax liabilities	93,160	5,722
Other liabilities	79,562	80,587
Long-term debt	1,134,579	740,315
<b>Total liabilities</b>	<b>2,017,805</b>	<b>1,250,484</b>
Commitments and contingencies		
<b>Equity</b>		
Preferred Stock, no par value; shares authorized, 90,000,000; no shares outstanding at December 2025 and 2024	—	—
Common Stock, no par value; shares authorized, 600,000,000; outstanding shares of 55,239,594 at December 2025 and 55,310,671 at December 2024	—	—
Additional paid-in capital	358,130	316,746
Retained earnings	274,280	199,959
Accumulated other comprehensive loss	(67,543)	(116,650)
<b>Total equity</b>	<b>564,867</b>	<b>400,055</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 2,582,672</b>	<b>\$ 1,650,539</b>

See accompanying notes to consolidated financial statements.

**KONTOOR BRANDS, INC.**  
Consolidated Statements of Operations

	Year Ended December		
	2025	2024	2023
<small>(In thousands, except per share amounts)</small>			
<b>Net revenues</b>	<b>\$ 3,152,456</b>	<b>\$ 2,607,578</b>	<b>\$ 2,607,472</b>
<b>Costs and operating expenses</b>			
Cost of goods sold	1,729,067	1,446,008	1,519,635
Selling, general and administrative expenses	1,086,581	819,281	768,568
<b>Total costs and operating expenses</b>	<b>2,815,648</b>	<b>2,265,289</b>	<b>2,288,203</b>
<b>Operating income</b>	<b>336,808</b>	<b>342,289</b>	<b>319,269</b>
Interest expense	(62,162)	(40,824)	(40,408)
Interest income	7,299	11,149	3,791
Other income (expense), net	11,316	(11,191)	(10,753)
<b>Income before income taxes</b>	<b>293,261</b>	<b>301,423</b>	<b>271,899</b>
Income taxes	(71,220)	(55,621)	(40,905)
Income from equity method investment	5,411	—	—
<b>Net income</b>	<b>\$ 227,452</b>	<b>\$ 245,802</b>	<b>\$ 230,994</b>
<b>Earnings per common share</b>			
Basic	\$ 4.10	\$ 4.42	\$ 4.13
Diluted	\$ 4.05	\$ 4.36	\$ 4.06
<b>Weighted average shares outstanding</b>			
Basic	55,500	55,549	55,961
Diluted	56,108	56,321	56,931

See accompanying notes to consolidated financial statements.

**KONTOOR BRANDS, INC.**  
Consolidated Statements of Comprehensive Income

(In thousands)	Year Ended December		
	2025	2024	2023
<b>Net income</b>	<b>\$ 227,452</b>	<b>\$ 245,802</b>	<b>\$ 230,994</b>
<b>Other comprehensive income (loss)</b>			
Net change in foreign currency translation	40,508	(24,448)	16,405
Net change in defined benefit pension plans	632	(794)	670
Net change in derivative financial instruments	7,967	(23,557)	(5,261)
<b>Total other comprehensive income (loss), net of related taxes</b>	<b>49,107</b>	<b>(48,799)</b>	<b>11,814</b>
<b>Comprehensive income</b>	<b>\$ 276,559</b>	<b>\$ 197,003</b>	<b>\$ 242,808</b>

See accompanying notes to consolidated financial statements.

**KONTOOR BRANDS, INC.**  
Consolidated Statements of Cash Flows

(In thousands)	Year Ended December		
	2025	2024	2023
<b>OPERATING ACTIVITIES</b>			
Net income	\$ 227,452	\$ 245,802	\$ 230,994
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	47,786	42,635	38,046
Stock-based compensation	39,077	26,585	16,725
Provision for doubtful accounts	1,338	670	(807)
Deferred income taxes	29,570	(6,706)	(3,750)
Other	(21,372)	(255)	5,359
Changes in operating assets and liabilities:			
Accounts receivable	56,229	(35,412)	14,905
Inventories	4,504	102,992	101,284
Accounts payable	11,812	1,869	(19,916)
Income taxes	(22,258)	9,348	(29,335)
Accrued and other current liabilities	75,511	4,613	(1,858)
Other assets and liabilities	6,160	(23,911)	4,902
<b>Cash provided by operating activities</b>	<b>455,809</b>	<b>368,230</b>	<b>356,549</b>
<b>INVESTING ACTIVITIES</b>			
Property, plant and equipment expenditures	(21,047)	(18,788)	(27,366)
Capitalized computer software	(4,111)	(3,334)	(10,018)
Business acquisition, net of cash received	(901,223)	—	—
Proceeds from the settlement of foreign exchange contracts to hedge business acquisition	24,115	—	—
Proceeds from sales of assets	5,923	3,603	510
Other	(2,421)	(3,741)	(2,264)
<b>Cash used by investing activities</b>	<b>(898,764)</b>	<b>(22,260)</b>	<b>(39,138)</b>
<b>FINANCING ACTIVITIES</b>			
Borrowings under revolving credit facility	50,000	—	288,000
Repayments under revolving credit facility	(50,000)	—	(288,000)
Proceeds from issuance of long-term debt	1,000,000	—	—
Payment of debt issuance costs	(7,433)	—	—
Repayments of term loan	(595,000)	(45,000)	(10,000)
Repurchases of Common Stock	(25,000)	(85,677)	(30,111)
Dividends paid	(116,085)	(112,060)	(108,574)
Shares withheld for taxes, net of proceeds from issuance of Common Stock	(9,683)	2,382	284
Other	—	—	(7,297)
<b>Cash provided (used) by financing activities</b>	<b>246,799</b>	<b>(240,355)</b>	<b>(155,698)</b>
Effect of foreign currency rate changes on cash and cash equivalents	(29,468)	13,401	(5,842)
<b>Net change in cash and cash equivalents</b>	<b>(225,624)</b>	<b>119,016</b>	<b>155,871</b>
<b>Cash and cash equivalents - beginning of period</b>	<b>334,066</b>	<b>215,050</b>	<b>59,179</b>
<b>Cash and cash equivalents - end of period</b>	<b>\$ 108,442</b>	<b>\$ 334,066</b>	<b>\$ 215,050</b>
<b>Supplemental cash flow information:</b>			
Interest paid	\$ 59,475	\$ 40,720	\$ 36,405
Income taxes paid	69,978	53,374	74,184
Change in accrual for property, plant and equipment	(190)	(368)	(3,747)
Change in accrual for capitalized computer software	793	196	(981)

See accompanying notes to consolidated financial statements.

**KONTOOR BRANDS, INC.**  
Consolidated Statements of Equity

(In thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Equity
	Shares	Amounts				
<b>Balance, December 2022</b>	55,517	\$ —	\$ 243,696	\$ 86,726	\$ (79,665)	\$ 250,757
Net income	—	—	—	230,994	—	230,994
Stock-based compensation, net	782	—	29,612	(12,579)	—	17,033
Other comprehensive income	—	—	—	—	11,814	11,814
Dividends on Common Stock (\$1.94 per share)	—	—	—	(108,574)	—	(108,574)
Repurchases of Common Stock	(579)	—	(111)	(30,000)	—	(30,111)
<b>Balance, December 2023</b>	55,720	\$ —	\$ 273,197	\$ 166,567	\$ (67,851)	\$ 371,913
Net income	—	—	—	245,802	—	245,802
Stock-based compensation, net	838	—	43,716	(15,330)	—	28,386
Other comprehensive loss	—	—	—	—	(48,799)	(48,799)
Dividends on Common Stock (\$2.02 per share)	—	—	—	(112,060)	—	(112,060)
Repurchases of Common Stock, including excise tax	(1,247)	—	(167)	(85,020)	—	(85,187)
<b>Balance, December 2024</b>	55,311	\$ —	\$ 316,746	\$ 199,959	\$ (116,650)	\$ 400,055
Net income	—	—	—	227,452	—	227,452
Stock-based compensation, net	299	—	41,433	(12,046)	—	29,387
Other comprehensive income	—	—	—	—	49,107	49,107
Dividends on Common Stock (\$2.09 per share)	—	—	—	(116,085)	—	(116,085)
Repurchases of Common Stock, including excise tax	(370)	—	(49)	(25,000)	—	(25,049)
<b>Balance, December 2025</b>	55,240	\$ —	\$ 358,130	\$ 274,280	\$ (67,543)	\$ 564,867

See accompanying notes to consolidated financial statements.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS:**

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## **NOTE 1 — BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Description of Business**

Kontoor Brands, Inc. (collectively with its subsidiaries, "Kontoor," the "Company," "we," "us" or "our") is a global lifestyle apparel company, with a portfolio led by three of the world's most iconic consumer brands: *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>. The Company designs, manufactures, procures, sells and licenses apparel, footwear and accessories, primarily under the brand names *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>. Our products are sold in the United States ("U.S.") and internationally, primarily in the Europe, Middle East and Africa ("EMEA"), Asia-Pacific ("APAC") and Non-U.S. Americas regions. We also license the use of our brands in certain regions.

The Company's products are sold through wholesale and direct-to-consumer channels, primarily through mass merchants, outdoor and sporting goods stores, specialty stores, department stores, Company-operated stores, concession retail stores, independently-operated partnership stores, business-to-business through our workwear and uniform businesses and online, including digital marketplaces. In China, our *Helly Hansen*<sup>®</sup> business is operated through a joint venture arrangement.

### **Acquisition of Helly Hansen**

On May 31, 2025, we completed the acquisition of Helly Hansen (the "Acquisition") and the results of operations have been included in the Company's consolidated financial statements since that date. Refer to Note 2 to the Company's financial statements in this Form 10-K for additional information related to the Acquisition.

### **Fiscal Year**

The Company operates and reports using a 52/53-week fiscal year ending on the Saturday closest to December 31 of each year. For presentation purposes herein, all references to years ended December 2025, December 2024 and December 2023 correspond to the 53-week fiscal year ended January 3, 2026, and the 52-week fiscal years ended December 28, 2024, and December 30, 2023, respectively.

### **Macroeconomic Environment and Other Recent Developments**

Global macroeconomic conditions that continued to impact the Company during 2025 included inconsistent consumer demand despite recent declines in interest rates, ongoing fluctuations in foreign currency exchange rates, moderating inflation and global supply chain issues. During 2025 and at the beginning of 2026, the U.S. government enacted and continues to enact significant changes to its tariff regime which increased rates on virtually all imports. The ongoing impact of increased tariff rates and uncertainty regarding the outcomes of trade negotiations is contributing to macroeconomic volatility. In addition, on February 20, 2026, the U.S. Supreme Court issued an opinion regarding certain tariffs imposed under the International Emergency Powers Act. It is unclear at this time what impact this decision will have on the Company's future financial results, including whether we will be able to obtain refunds of amounts previously collected for such tariffs or the level of replacement tariffs the current U.S. administration may impose through other means.

The Company considered the impact of these developments on the assumptions and estimates used when preparing these annual financial statements including, but not limited to, our allowance for doubtful accounts, inventory valuations, liabilities for variable consideration, deferred tax valuation allowances, fair value measurements including asset impairment evaluations and business combinations, the effectiveness of the Company's hedging instruments and expected compliance with all applicable financial covenants in our Credit Agreement (as defined in Note 12 to the Company's financial statements in this Form 10-K). These assumptions and estimates may change as new events occur and additional information is obtained regarding the impact of the above conditions. Such future changes may have an adverse impact on the Company's results of operations, financial position and liquidity.

### **Basis of Presentation - Consolidated Financial Statements**

The consolidated financial statements and related disclosures are presented in accordance with generally accepted accounting principles in the U.S. ("GAAP"). The Company's consolidated financial statements are referred to throughout this Annual Report on Form 10-K as "financial statements."

### **Use of Estimates**

In preparing the financial statements in accordance with GAAP, management makes estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

### **Foreign Currency Translation and Transactions**

The financial statements of most foreign subsidiaries are measured using the foreign currency as their functional currency. Assets and liabilities denominated in a foreign currency are translated into U.S. dollars using exchange rates in effect at the balance sheet dates, and revenues and expenses are translated at average exchange rates during the period. Resulting translation gains and losses are reported in other comprehensive income ("OCI").

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

When transactions are denominated in a currency other than the functional currency of a particular subsidiary, they typically result in receivables or payables that are denominated in the foreign currency. Transaction gains or losses arise when exchange rate fluctuations either increase or decrease the functional currency cash flows from the originally recorded transactions.

As discussed in Note 16 to the Company's financial statements in this Form 10-K, the Company enters into contracts to manage foreign currency risk. Net foreign currency transaction gains reported in the statements of operations, net of the related hedging gains and losses, were \$23.3 million, \$12.7 million and \$12.5 million in 2025, 2024 and 2023, respectively. The year ended December 2025, includes hedging gains of \$24.1 million related to foreign currency exchange contracts to hedge the purchase price of the Acquisition.

**Business Combinations**

The Company accounts for business combinations using the acquisition method of accounting. Under the acquisition method, the consolidated financial statements reflect the operations of an acquired business starting from the closing date of the acquisition. All assets acquired and liabilities assumed are recorded at fair value as of the acquisition date. The Company allocates the purchase price of an acquired business to the fair values of the tangible and identifiable intangible assets acquired and liabilities assumed, with any excess purchase price recorded as goodwill. During the measurement period, which is up to one year from the acquisition date, adjustments to the assets acquired and liabilities assumed are recorded with the corresponding offset to goodwill.

**Cash and Cash Equivalents**

Cash and cash equivalents are demand deposits, receivables from third-party credit card processors and highly liquid investments with original maturities within three months of their purchase dates. Cash equivalents totaling \$52.1 million and \$266.2 million at December 2025 and 2024, respectively, consist of money market funds and short-term time deposits.

**Accounts Receivable, Net of Allowance for Doubtful Accounts**

Trade accounts receivable are recorded at invoiced amounts, less contractual allowances for trade terms and discounts. Royalty receivables are recorded at invoiced amounts based on the greater of licensees' sales of licensed products or contractual minimum amounts.

The Company is exposed to credit losses, primarily through trade accounts receivable from customers and licensees, which are generally short-term in nature. The Company maintains an allowance that represents management's best estimate of probable credit losses. In estimating this allowance, accounts receivable are evaluated on a pooled basis at each reporting date and aggregated on the basis of similar risk characteristics, including current and forecasted industry trends and economic conditions, aging status of accounts, geographical location, and the financial strength and credit standing of customers, including payment and default history. Additionally, specific allowance amounts are established for customer balances that have a higher probability of default. Receivables are written off against the allowance when all collection efforts have been exhausted and the likelihood of collection is remote.

**Inventories**

Inventories are stated at the lower of cost or net realizable value. Cost is determined using standard cost, which approximates the first-in, first-out method. Existence of physical inventory is verified through ongoing cycle counts throughout the year and periodic physical inventory counts.

**Property, Plant and Equipment**

Property, plant and equipment is initially recorded at cost. The Company capitalizes improvements to property, plant and equipment that substantially extend the useful life of an asset, and interest costs incurred during construction of major assets. Depreciation is computed using the straight-line method over each asset's estimated useful life, ranging from three to ten years for machinery and equipment and up to 40 years for buildings and improvements. Amortization expense for leasehold improvements is recognized over the shorter of the estimated useful life or lease term. Repair and maintenance costs are expensed as incurred.

**Capitalized Computer Software and Cloud Computing Arrangements**

Expenditures for major software purchases and software developed for internal use, including cloud computing arrangements with software licenses purchased from vendors, are capitalized and amortized on a straight-line basis over periods ranging from two to ten years. The Company's policy provides for the capitalization of external direct costs associated with developing or obtaining internal-use computer software. Capitalized computer software costs are included in the balance sheet within "other assets." Costs associated with preliminary project stage activities, training, maintenance and post-implementation stage activities are expensed as incurred.

Cloud computing arrangements that do not include a license, including any related implementation costs, are accounted for as service contracts and the associated fees are expensed as incurred. Cloud computing arrangements that include a license are

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

capitalized in the balance sheets within "prepaid expenses and other current assets" for the current portion and "other assets" for the long-term portion.

**Intangible Assets and Goodwill**

Cost for acquired intangible assets represents the fair value at acquisition date, which is generally based on the present value of expected cash flows. Trademark and trade name intangible assets represent individual acquired trademarks and trade names, some of which are registered in multiple countries. Customer relationship intangible assets are based on the fair value of relationships with wholesale customers in place at the time of acquisition.

Goodwill represents the excess of cost of an acquired business over the fair value of net tangible assets and identifiable intangible assets acquired. Goodwill is assigned at the reporting unit level.

Amortization of finite-lived trademarks and trade names is computed on a straight-line basis over a 16-year estimated useful life. Trademarks and trade names determined to have indefinite lives are not amortized. Other intangible assets determined to have a finite life primarily consist of customer relationships, which are amortized over their estimated useful lives of 12 years using an accelerated method consistent with the timing of benefits expected to be received.

**Depreciation and Amortization Expense**

Depreciation and amortization expense related to producing or otherwise obtaining finished goods inventories is reflected in the Company's statements of operations within "cost of goods sold" and all other depreciation and amortization expense is reflected within "selling, general and administrative expenses."

**Impairment of Long-lived Assets**

*Property, Plant and Equipment, Operating Lease Assets and Finite-lived Intangible Assets* — The Company's policy is to review property, plant and equipment, right-of-use operating lease assets and amortizable intangible assets for possible impairment whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable. If the forecasted undiscounted cash flows to be generated by an asset are not expected to recover the asset's carrying value, the estimated fair value is calculated, and an impairment charge is recorded to the extent that the asset's carrying value exceeds its estimated fair value.

*Goodwill and Indefinite-lived Intangible Assets* — The Company's policy is to evaluate goodwill and indefinite-lived intangible assets for possible impairment as of the beginning of the fourth quarter of each year, whenever events or changes in circumstances indicate that the fair value of such assets may be below their carrying value, or for assets acquired in a business combination, within one year of the acquisition date. The Company may first assess qualitative factors as a basis for determining whether it is necessary to perform quantitative impairment testing. If the Company performs a qualitative analysis and determines that it is not more likely than not that the fair value of an asset or reporting unit is less than its carrying value, then no further testing is required. Otherwise, the assets must be quantitatively tested for possible impairment. Alternatively, the Company may elect to bypass a qualitative analysis and perform a quantitative analysis.

If goodwill is quantitatively tested for possible impairment, the estimated fair value of a reporting unit is compared with its carrying value, including the goodwill assigned to that reporting unit. An impairment charge is recorded to the extent that the carrying value of the reporting unit exceeds its estimated fair value. An indefinite-lived intangible asset is quantitatively tested for possible impairment by comparing the estimated fair value of the asset with its carrying value. An impairment charge is recorded to the extent that the asset's carrying value exceeds its estimated fair value.

**Leases and Rent Expense**

The Company enters into operating leases for retail stores, operational facilities, vehicles and equipment, with terms expiring at various dates through 2036. Leases for real estate typically have initial terms ranging from one to ten years, generally with renewal options. Leases for vehicles and equipment typically have initial terms ranging from one to seven years.

The Company determines whether an arrangement is a lease at inception and combines lease and non-lease components as a single component for all asset classes. For leases with a term of 12 months or less, the Company does not recognize a right-of-use asset and related lease liability.

Most leases have fixed rentals, with many of the real estate leases requiring additional payments for real estate taxes and occupancy-related costs. Certain of the Company's leases contain fixed, indexed, or market-based escalation clauses which impact future payments. Variable payment provisions, such as contingent rent based on percent of sales or excess mileage over specified levels, are recognized when the liability is probable. The Company's leases typically contain customary covenants and restrictions. Rent expense for leases is recorded on a straight-line basis over the lease term beginning on the lease commencement date, which is the date the underlying asset is made available to the Company, and incorporates the effects of any associated landlord incentives or scheduled rent fluctuations.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

Lease agreements may include optional renewals, terminations or purchases, which are considered in the Company's assessments of lease terms when such options are reasonably certain to be exercised. For retail real estate leases, the Company does not typically assume exercise of renewal options in its assessment of the underlying lease term. For non-retail real estate leases, the Company includes the renewal options in its assessment of the underlying lease term if renewal options are reasonably certain to be exercised. Renewals for all other leases are determined on a lease-by-lease basis.

The Company measures right-of-use operating lease assets and related operating lease liabilities based on the present value of remaining lease payments, including in-substance fixed payments, the current payment amount when payments depend on an index or rate (e.g., inflation adjustments, market renewals) and the amount the Company believes is probable to be paid to the lessor under residual value guarantees, when applicable. As applicable borrowing rates are not typically implied within our lease arrangements, the Company discounts lease payments based on its estimated incremental borrowing rate at lease commencement or modification, which is based on the Company's estimated credit rating, the lease term at commencement or modification and the jurisdiction where the lease is being executed.

**Revenue Recognition**

The Company recognizes revenue when performance obligations under the terms of a contract with the customer are satisfied based on the transfer of control of promised goods or services. Revenue recognition within the wholesale channels occurs either upon shipment or delivery of goods based on contractual terms with the customer. Revenue recognition in the Direct-to-Consumer channel typically occurs at the point of sale for Company-operated or concession retail stores and either upon shipment or delivery of goods for e-commerce transactions based on contractual terms with the customer. For finished products shipped directly to customers from our suppliers or other third parties, the Company's promise to the customer is a performance obligation to provide the specified goods and the Company has discretion in establishing pricing. For all arrangements, the Company is the principal in the transaction.

Contractual arrangements with customers in our wholesale channels are typically on a purchase order basis with payment terms between 30 and 90 days.

The net revenue recognized reflects the expected consideration to be received for providing the goods or services to the customer, net of estimates for variable consideration which includes allowances for trade terms, sales incentive programs, discounts, markdowns, chargebacks and product returns. Estimates of variable consideration are determined at contract inception and reassessed at each reporting date, at a minimum, to reflect any changes in facts and circumstances. The Company utilizes the expected value method in determining its estimates of variable consideration, based on evaluations of specific product and customer circumstances, historical and anticipated trends and current economic conditions. Estimates for variable consideration are recorded as "accrued and other current liabilities" in the Company's balance sheets.

Revenue from the sale of gift cards is deferred and recorded as a contract liability until the gift card is redeemed by the customer, factoring in breakage as appropriate, which considers whether the Company has a legal obligation to remit the value of the unredeemed gift card to any jurisdiction under unclaimed property regulations.

The Company sponsors a customer loyalty program in certain regions which allows its direct-to-consumer customers to earn rewards that are redeemable for discounts on future purchases. Under the program, the Company estimates the standalone selling price of the loyalty rewards and allocates a portion of the consideration for the sale of products to the loyalty points earned. This deferred amount is recorded as a contract liability, and recognized as revenue when the points are redeemed or when the likelihood of redemption is remote.

The Company has elected to treat all shipping and handling activities as fulfillment costs and recognize the costs as selling, general and administrative expenses rather than an additional performance obligation. Shipping and handling costs billed to customers are included in net revenues. Sales taxes and value added taxes collected from customers and remitted to governmental authorities are excluded from net revenues.

The Company has licensing agreements for the use of its intellectual property, most of which include minimum guarantees for sales-based royalties. Royalty income is recognized as earned over the respective license term based on the greater of minimum guarantees or the licensees' sales of licensed products at rates specified in the licensing contracts. Royalty income related to the minimum guarantees is recognized using a measure of progress with variable amounts recognized only when the cumulative earned royalty exceeds the minimum guarantees and collection is probable. As of December 2025, the Company has contractual rights under its licensing agreements to receive \$87.2 million of fixed consideration related to the future minimum guarantees through December 2030. The variable consideration is not disclosed as a remaining performance obligation because the licensing arrangements qualify for the sales-based royalty exemption. Royalty income included within "net revenues" in the Company's statements of operations was \$57.7 million, \$45.8 million and \$37.1 million in 2025, 2024 and 2023, respectively.

Disclosure is required for the aggregate transaction price allocated to performance obligations that are unsatisfied at the end of a reporting period, unless the optional practical expedients are applicable. The Company elected the practical expedients that do not require disclosure of the transaction price allocated to remaining performance obligations for (i) variable consideration related to sales-based royalty arrangements and (ii) contracts with an original expected duration of one year or less.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

The Company has applied the practical expedient to recognize the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that otherwise would have been recognized is one year or less.

**Cost of Goods Sold**

Cost of goods sold for Company-manufactured goods includes all materials, labor and overhead costs incurred in the production process. Cost of goods sold for purchased finished goods includes the purchase costs and related overhead. In both cases, cost of goods sold includes all costs related to manufacturing or purchasing finished goods, including costs of planning, purchasing, quality control, depreciation, amortization, restructuring, freight, duties, royalties paid to third parties and shrinkage.

**Selling, General and Administrative Expenses**

Selling, general and administrative expenses include costs of product development, selling, advertising and marketing, direct-to-consumer operations, warehousing, distribution, shipping and handling, licensing, restructuring and administration. Advertising and marketing costs are expensed as incurred and totaled \$190.3 million, \$140.5 million and \$133.0 million in 2025, 2024 and 2023, respectively. Advertising and marketing costs include traditional and digital media, as well as other expenses related to demand creation and internal payroll costs for advertising and marketing employees. Advertising and marketing costs also include cooperative advertising payments made to the Company's customers as reimbursement for their costs of advertising the Company's products, and totaled \$7.3 million, \$3.1 million and \$2.8 million in 2025, 2024 and 2023, respectively. Shipping and handling costs for delivery of products to customers totaled \$110.0 million, \$85.8 million and \$93.5 million in 2025, 2024 and 2023, respectively.

**Derivative Financial Instruments**

Derivative financial instruments are measured at fair value in the Company's balance sheets. Unrealized gains and losses are recognized as assets and liabilities, respectively, and classified as current or noncurrent based on the derivatives' maturity dates. The accounting for changes in the fair value of a derivative instrument (i.e., gains and losses) depends on the intended use of the derivative, whether the Company has elected to designate the derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting.

To qualify for hedge accounting treatment, all hedging relationships must be formally documented at the inception of the hedges and must be highly effective in offsetting changes in future cash flows of hedged transactions. Further, at the inception of a contract and on an ongoing basis, the Company assesses whether the hedging instruments are effective in offsetting the risk of the hedged transactions. Occasionally, a portion of a derivative instrument will be considered ineffective in hedging the originally identified exposure due to a decline in amount or a change in timing of the hedged exposure. In such cases, hedge accounting treatment is discontinued for the ineffective portion of that hedging instrument. Changes in fair value for the ineffective portion of hedges are recognized in net income. The Company does not use derivative instruments for trading or speculative purposes. Hedging cash flows are classified in the Company's statements of cash flows in the same category as the items being hedged.

*Cash Flow Hedges* — The Company uses foreign currency exchange contracts primarily to hedge a portion of the exchange risk for its forecasted sales, purchases, intercompany service fees and royalties. The Company uses interest rate swap agreements to partially hedge the interest rate risk associated with the volatility of the applicable monthly interest rate benchmark in our Credit Agreement (as defined in Note 12 to the Company's financial statements in this Form 10-K).

*Derivative Contracts Not Designated as Hedges* — Any contracts that are not designated as hedges are recorded at fair value in the Company's balance sheets, and changes in the fair values are recognized directly in earnings.

The counterparties to our derivative contracts are financial institutions with investment grade credit ratings, but this does not eliminate the Company's exposure to credit risk with these institutions. To manage its credit risk, the Company monitors the credit risks of its counterparties, limits its exposure in the aggregate and to any single counterparty, and adjusts its hedging positions as appropriate. The credit risk impact of the Company and its counterparties, as well as the ability of each party to fulfill its obligations under the contracts, is considered in determining the fair value of the derivative contracts. Credit risk has not had a significant effect on the fair value of our derivative contracts. The counterparties to our derivative contracts are also lenders under our Credit Facilities (as defined in Note 12 to the Company's financial statements in this Form 10-K). These derivative contracts are secured by the same collateral that secures our Credit Facilities.

**Self-insurance**

The Company is self-insured for a significant portion of its employee medical, workers' compensation, property and general liability exposures. Liabilities for self-insured exposures are accrued at the present value of amounts expected to be paid based on historical claims experience and actuarial data for forecasted settlements of claims filed and for incurred but not yet reported claims. Accruals for self-insured exposures are included in current and noncurrent liabilities based on the expected periods of payment. Excess liability insurance is generally purchased to limit the amount of self-insured risk on claims.

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**Income Taxes**

Income taxes are provided on pre-tax income for financial reporting purposes. "Deferred income tax assets" and "deferred income tax liabilities," as presented in the Company's balance sheets, reflect the net future tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Net temporary differences and net operating losses are recorded utilizing tax rates currently enacted for the years in which the items are expected to be settled or realized. We periodically assess the realizability of deferred tax assets and the adequacy of deferred tax liabilities, including changes in estimates and judgments used. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not (likelihood of more than 50%) that some portion, or all, of a deferred tax asset will not be realized. Accrued income taxes in the Company's balance sheets include unrecognized income tax benefits along with related interest and penalties, which are appropriately classified as current or noncurrent. All deferred tax assets and liabilities are classified as noncurrent in the Company's balance sheets. The provision for income taxes as presented in the Company's statements of operations also includes estimated interest and penalties related to uncertain tax positions.

**Concentration of Risks**

The Company markets products to a broad customer base throughout the world. Products are sold at a range of price points through our wholesale and direct-to-consumer channels. The Company's largest and second-largest customers, both U.S.-based retailers, accounted for 30% and 12% of 2025 net revenues, respectively, and the top ten customers accounted for 53% of 2025 net revenues. Sales are typically made on an unsecured basis under customary terms that vary by product, channel of distribution or geographic region. The Company continuously monitors the creditworthiness of its customers and has established internal policies regarding customer credit limits. The Company is not aware of any issues with respect to relationships with any of its top customers.

**Legal and Other Contingencies**

Management periodically assesses liabilities and contingencies in connection with legal proceedings and other claims that may arise from time to time. When it is probable that a loss has been or will be incurred, an estimate of the loss is recorded in the financial statements. Estimates of losses are adjusted when additional information becomes available or circumstances change. A contingent liability is disclosed when there is at least a reasonable possibility that a material loss may have been incurred. Based on the information currently available, management believes that the outcome of any outstanding or pending matters, individually and in the aggregate, will not have a material adverse effect on the financial statements.

**Earnings Per Share**

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share assumes conversion of potentially dilutive securities such as stock options, restricted stock and restricted stock units.

**Reclassifications**

Certain prior year amounts in the Company's disclosures have been reclassified to conform with the current year presentation.

**Out-of-Period Duty Expense Recorded in 2023**

During 2023, management identified inaccuracies in processing certain transactions with U.S. Customs and Border Protection ("U.S. Customs") arising from the implementation of the Company's enterprise resource planning system, which resulted in an underpayment of duties owed to U.S. Customs for the 2021 to 2023 periods. Accordingly, the Company recorded an out-of-period adjustment in 2023 to accrue for the underpayment of duty expense related to the 2022 and 2021 periods. The \$14.5 million out-of-period expense, recorded within "cost of goods sold" in 2023, results in a lack of comparability between periods in the statements of operations.

**Recently Adopted Accounting Standards**

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires disclosure of specific categories and greater disaggregation within the income tax rate reconciliation, and disclosure of disaggregated income taxes paid by significant jurisdiction. This guidance was adopted on a prospective basis by the Company during the fourth quarter of 2025. Prior period disclosures have not been retrospectively adjusted and may not be comparable to the current period presentation under the new standard. Refer to Note 19 to the Company's financial statements in this Form 10-K for additional information related to income tax disclosures.

**Recently Issued Accounting Standards**

In November 2024, the FASB issued ASU 2024-03, "Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses," and in January 2025, the FASB issued ASU 2025-01, "Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date." This guidance requires disclosure of detailed expense information, including inventory and

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manufacturing expense, employee compensation, depreciation and intangible asset amortization, for certain income statement line items. This guidance is effective for fiscal years beginning after December 15, 2026, and for interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact that adoption of this guidance will have on its financial statements and disclosures.

In July 2025, the FASB issued ASU 2025-05, "*Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*," which introduces a practical expedient for all entities intended to reduce the cost and complexity of estimating credit losses for current accounts receivable and contract assets arising from transactions accounted for under Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*. The guidance is effective for fiscal years beginning after December 15, 2025 and interim periods within those annual reporting periods. The Company intends to elect the practical expedient, which allows the Company to assume that current conditions as of the balance sheet date will not change for the remaining life of its current accounts receivable and contract assets. As a result, we do not expect the adoption to have a material impact on the Company's consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, "*Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*," which modernizes the accounting for internal-use software and increases the operability of the recognition guidance considering different methods of software development. The guidance is effective for fiscal years beginning after December 15, 2027, and interim periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact that adoption of this guidance will have on its financial statements and disclosures.

In September 2025, the FASB issued ASU 2025-07, "*Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606): Derivatives Scope Refinements and Scope Clarification*," which clarifies the scope of derivative accounting for certain contracts. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact that adoption of this guidance will have on its financial statements and disclosures.

In November 2025, the FASB issued ASU 2025-09, "*Derivatives and Hedging (Topic 815): Hedge Accounting Improvements*," which includes targeted amendments to improve the clarity and operability of hedge accounting guidance and enhance consistency in the application of hedge accounting requirements. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact that adoption of this guidance will have on its financial statements and disclosures.

In December 2025, the FASB issued ASU 2025-11, "*Interim Reporting (Topic 270)*," which clarifies interim reporting disclosure requirements improves the navigability of interim reporting guidance within the Codification, and enhances consistency in the application of interim reporting standards. This amendment is intended to simplify the preparation and presentation of interim financial statements by consolidating existing guidance and eliminating inconsistencies. The guidance is effective for fiscal years beginning after December 15, 2027, and interim periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact that adoption of this guidance will have on its financial statements and disclosures.

In December 2025, the FASB issued ASU 2025-12, "*Codification Improvements*," which includes targeted amendments to clarify and simplify various aspects of U.S. GAAP and improve consistency within the Codification. The amendments address a range of topics and are intended to eliminate inconsistencies, correct unintended application issues, and improve the clarity and usability of existing guidance. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact that adoption of this guidance will have on its financial statements and disclosures.

## **NOTE 2 — ACQUISITION**

On February 18, 2025, the Company entered into a definitive agreement to acquire all of the issued and outstanding share capital of CTC Triangle B.V., a Netherlands private limited liability company, which is the parent of a group of companies that operate the *Helly Hansen*® and *Musto*® brands. During the first and second quarters of 2025, the Company entered into foreign currency exchange contracts totaling \$1.3 billion Canadian dollars ("CAD") to hedge the purchase price of the Acquisition.

The Acquisition was completed on May 31, 2025 (the "Closing Date"), with cash consideration paid of \$1.3 billion CAD, equivalent to \$957.5 million U.S. dollars. The purchase price was funded by indebtedness and cash on hand.

The following table summarizes the preliminary purchase price based on the Company's current estimates as of December 2025:

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(In thousands)	May 31, 2025
Cash consideration paid to seller	\$ 957,470
Less: Working capital and other closing adjustments	(22,781)
<b>Purchase price</b>	<b>\$ 934,689</b>

*Helly Hansen*<sup>®</sup> is a premium global outdoor and workwear brand, and *Musto*<sup>®</sup> is a premium sailing and outdoor brand. The Acquisition scales Kontoor's penetration in the large and growing outdoor and workwear markets globally, and diversifies Kontoor's portfolio across geographies, categories, consumers and points of distribution. The Company performed an analysis under ASC 280, *Segment Reporting*, and concluded that the *Helly Hansen*<sup>®</sup> brand is a reportable segment. In addition, we determined that the *Musto*<sup>®</sup> brand does not meet the criteria to be considered a reportable segment and is reported in the "Other" category.

The results of operations of the Acquisition have been included in the Company's consolidated financial statements since the Closing Date. For the twelve months ended December 2025, net revenues attributable to the Acquisition were \$475.5 million. For the twelve months ended December 2025, net income attributable to the Acquisition was \$12.6 million.

The following table summarizes the preliminary purchase price allocation of the estimated fair values of assets acquired and liabilities assumed at the Closing Date of the Acquisition:

(In thousands)	May 31, 2025
Cash and cash equivalents	\$ 33,467
Accounts receivable, net	79,509
Inventories	171,940
Prepaid expenses and other current assets	13,902
Property, plant and equipment	35,615
Operating lease assets	96,640
Intangible assets	440,000
Deferred income tax assets	14,085
Other assets	36,061
<b>Total assets acquired</b>	<b>\$ 921,219</b>
Accounts payable	\$ 50,997
Accrued and other current liabilities	71,922
Operating lease liabilities, current	15,463
Operating lease liabilities, noncurrent	81,527
Deferred income tax liabilities	81,943
Other liabilities	5,407
<b>Total liabilities assumed</b>	<b>\$ 307,259</b>
Net assets acquired	\$ 613,960
Goodwill	320,729
<b>Purchase price</b>	<b>\$ 934,689</b>

The Company is continuing to value the assets acquired and liabilities assumed. These fair values were based on management's estimates and assumptions. Accordingly, the amounts indicated above are preliminary in nature and are subject to adjustment as additional information is obtained about the facts and circumstances that existed as of the Closing Date.

During the measurement period, adjustments may be made to the values of the assets acquired and liabilities assumed as additional information is obtained related to the finalization of income tax matters and assumed liabilities. Since the Closing Date, the Company has recorded measurement period adjustments resulting in an increase to goodwill of \$43.0 million, primarily related to working capital, inventory and deferred income taxes. These measurement period adjustments did not have a material impact on the consolidated statements of operations. The final determination of the purchase price allocation will be completed as soon as practicable, and within the measurement period of up to one year from the Closing Date.

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Goodwill is attributable to the acquired workforce of Helly Hansen and the significant synergies expected to arise as a result of the Acquisition. Substantially all of the goodwill was assigned to the Helly Hansen reportable segment and is not deductible for tax purposes.

The *Helly Hansen*<sup>®</sup> and *Musto*<sup>®</sup> trademarks, which management believes to have indefinite lives, have been valued at \$400.0 million and \$4.0 million, respectively. Customer relationship assets have been valued at \$36.0 million and are being amortized using an accelerated method over a 12-year period.

The following table summarizes the unaudited pro forma results of operations for the Company assuming that the Acquisition had occurred on December 31, 2023, which is the first day of fiscal year 2024:

	Year Ended December	
	2025	2024
(In thousands, except per share amounts)		
Net revenues	\$ 3,381,579	\$ 3,258,239
Net income	\$ 204,583	\$ 248,917
Earnings per common share		
Basic	\$ 3.69	\$ 4.48
Diluted	\$ 3.65	\$ 4.42

These pro forma results were based on estimates and assumptions which management believes are reasonable. They do not reflect the results that would have been realized had we been a combined company during the periods presented and are not necessarily indicative of our consolidated results of operations in future periods. The pro forma results include adjustments primarily related to interest expense from incremental borrowings and purchase accounting including depreciation and amortization. Acquisition costs and other non-recurring charges incurred are included in the earliest period presented. No assumptions have been applied to the pro forma results regarding potential operating cost savings or other business synergies expected to be achieved.

**Joint Venture**

On May 31, 2025, as part of the Acquisition, the Company acquired a 50% noncontrolling financial interest in a joint venture that distributes *Helly Hansen*<sup>®</sup> products in China. The *Helly Hansen*<sup>®</sup> brand has a licensing arrangement with the joint venture where it receives royalties based on a percentage of the joint venture's net revenues. The Company has the ability to exercise significant influence, but not control, over the joint venture, and as such it is not consolidated. The Company accounts for the joint venture under the equity method of accounting, and recognizes 50% of the joint venture's profits and losses. The Company reports its 50% of the joint venture's profits and losses as "Income from equity method investment", a separate component of net income within the statements of operations. The Company initially recorded its investment in the joint venture at fair value, which is reflected in the Company's preliminary purchase price allocation within "other assets."

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**NOTE 3 — REVENUES**

**Disaggregation of Revenue**

The following tables present revenues disaggregated by channel and geography. Revenues from licensing arrangements are included within the U.S. or International Wholesale channels, based on the respective region where the licensee sells the product. Direct-to-Consumer revenues include sales from Company-operated *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> branded full-price and outlet stores, online and international concession arrangements.

Other includes sales and licensing of the *Musto*<sup>®</sup>, *Chic*<sup>®</sup> and *Rock & Republic*<sup>®</sup> brands, as well as other Company-owned brands and private label apparel.

Year Ended December 2025					
(In thousands)	Wrangler	Lee	Helly Hansen	Other	Total
<b>Channel revenues</b>					
U.S. Wholesale	\$ 1,542,582	\$ 394,721	\$ 65,892	\$ 11,789	\$ 2,014,984
International Wholesale	180,535	195,583	273,212	8,388	657,718
Direct-to-Consumer	191,505	160,064	120,612	7,573	479,754
<b>Total</b>	<b>\$ 1,914,622</b>	<b>\$ 750,368</b>	<b>\$ 459,716</b>	<b>\$ 27,750</b>	<b>\$ 3,152,456</b>
<b>Geographic revenues</b>					
U.S.	\$ 1,705,062	\$ 456,582	\$ 112,331	\$ 13,294	\$ 2,287,269
International	209,560	293,786	347,385	14,456	865,187
<b>Total</b>	<b>\$ 1,914,622</b>	<b>\$ 750,368</b>	<b>\$ 459,716</b>	<b>\$ 27,750</b>	<b>\$ 3,152,456</b>

Year Ended December 2024					
(In thousands)	Wrangler	Lee	Helly Hansen	Other	Total
<b>Channel revenues</b>					
U.S. Wholesale	\$ 1,460,102	\$ 414,803	\$ —	\$ 10,200	\$ 1,885,105
International Wholesale	177,107	222,308	—	—	399,415
Direct-to-Consumer	168,780	153,514	—	764	323,058
<b>Total</b>	<b>\$ 1,805,989</b>	<b>\$ 790,625</b>	<b>\$ —</b>	<b>\$ 10,964</b>	<b>\$ 2,607,578</b>
<b>Geographic revenues</b>					
U.S.	\$ 1,602,413	\$ 473,672	\$ —	\$ 10,964	\$ 2,087,049
International	203,576	316,953	—	—	520,529
<b>Total</b>	<b>\$ 1,805,989</b>	<b>\$ 790,625</b>	<b>\$ —</b>	<b>\$ 10,964</b>	<b>\$ 2,607,578</b>

Year Ended December 2023					
(In thousands)	Wrangler	Lee	Helly Hansen	Other	Total
<b>Channel revenues</b>					
U.S. Wholesale	\$ 1,418,102	\$ 440,690	\$ —	\$ 10,149	\$ 1,868,941
International Wholesale	181,766	246,873	—	10	428,649
Direct-to-Consumer	154,262	154,957	—	663	309,882
<b>Total</b>	<b>\$ 1,754,130</b>	<b>\$ 842,520</b>	<b>\$ —</b>	<b>\$ 10,822</b>	<b>\$ 2,607,472</b>
<b>Geographic revenues</b>					
U.S.	\$ 1,549,051	\$ 500,816	\$ —	\$ 10,812	\$ 2,060,679
International	205,079	341,704	—	10	546,793
<b>Total</b>	<b>\$ 1,754,130</b>	<b>\$ 842,520</b>	<b>\$ —</b>	<b>\$ 10,822</b>	<b>\$ 2,607,472</b>

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**Contract Balances**

Accounts receivable represent the Company's unconditional right to receive consideration from a customer and are recorded at net invoiced amounts, less estimated allowances.

Contract assets are rights to receive consideration in exchange for goods or services that have been transferred to a customer when that right is conditional on something other than the passage of time. When the Company's right to receive consideration under a contract becomes unconditional, amounts are invoiced and contract assets are reclassified to "accounts receivable" within the Company's balance sheets. The Company's primary contract assets relate to sales-based royalty arrangements.

Contract liabilities are recorded when a customer pays consideration, but the Company still has a remaining obligation to transfer the good or service to the customer.

The following table presents information about contract balances recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
Accounts receivable, net <sup>(a)</sup>	\$ 276,424	\$ 243,660
Contract assets <sup>(b)</sup>	\$ 20,369	\$ 16,576
Contract liabilities <sup>(c)</sup>	\$ 1,947	\$ 1,757

<sup>(a)</sup> "Accounts receivable, net" at December 2025 includes \$112.0 million related to Helly Hansen.

<sup>(b)</sup> Included within "prepaid expenses and other current assets" in the Company's balance sheets.

<sup>(c)</sup> Included within "accrued and other current liabilities" in the Company's balance sheets.

For the year ended December 2025, revenue of \$1.6 million was recognized that was included in contract liabilities as of December 2024. For the year ended December 2024, revenue of \$1.1 million was recognized that was included in contract liabilities as of December 2023.

**Performance Obligations**

As of December 2025, there were no arrangements with any transaction price allocated to remaining performance obligations other than (i) contracts for which the Company has applied the practical expedients and (ii) fixed consideration related to future minimum guarantees. For the year ended December 2025, revenue recognized from performance obligations satisfied, or partially satisfied, in prior periods was not significant.

**NOTE 4 — BUSINESS SEGMENT INFORMATION**

The Company has three reportable segments:

- Wrangler — *Wrangler*<sup>®</sup> branded denim, apparel, footwear and accessories.
- Lee — *Lee*<sup>®</sup> branded denim, apparel, footwear and accessories.
- Helly Hansen — *Helly Hansen*<sup>®</sup> branded outdoor and workwear apparel, footwear and accessories.

The Company considers its chief executive officer to be its chief operating decision maker. The chief operating decision maker allocates resources and assesses performance based on the global brand net revenues and segment profit of *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup>, which are the Company's reportable segments. Segment profit is defined as income before income taxes, interest expense, interest income and corporate and other expenses. Segment net revenues and segment profit are reviewed and compared against forecasted amounts in order to guide execution of the Company's strategic goals. Segment assets and segment expenditures for long-lived assets are not regularly provided to or used by the chief operating decision maker and thus are not disclosed.

In addition, we report an "Other" category to reconcile the Company's segment revenues to total revenues and segment profit to income before income taxes. Other includes sales and licensing of the *Musto*<sup>®</sup>, *Chic*<sup>®</sup> and *Rock & Republic*<sup>®</sup> brands, as well as other Company-owned brands and private label apparel, and the associated costs. Results of the *Musto*<sup>®</sup> brand have been included in the Company's consolidated financial statements since the Helly Hansen acquisition on May 31, 2025. The businesses within the Other category, either individually or in the aggregate, do not meet the criteria to be considered reportable segments.

Accounting policies utilized for internal management reporting at the individual segments are consistent with those included in Note 1 to the Company's financial statements in this Form 10-K. In addition, the Company has certain shared costs in each region that it allocates between its segments. In addition, the Company allocates costs for certain centralized functions and programs to the *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> segments. These centralized functions and programs include, but are not limited to, information technology, human resources, supply chain, insurance and related benefit costs associated with those functions. Allocations are based on appropriate metrics such as usage or production of net revenues.

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Corporate and other expenses, including certain acquisition and integration-related costs and restructuring and transformation costs, as well as interest expense and interest income, are not controlled by segment management and therefore are excluded from the measurement of segment profit.

The following table presents financial information for the Company's reportable segments and income before income taxes:

(In thousands)	Year Ended December		
	2025	2024	2023
<b>Wrangler</b>			
Net revenues <sup>(1)</sup>	\$ 1,914,622	\$ 1,805,989	\$ 1,754,130
Cost of goods sold	1,030,793	1,023,548	1,052,091
Selling, general and administrative expenses	436,875	407,897	386,032
Other segment items <sup>(2)</sup>	6,984	8,235	8,486
<b>Segment profit</b>	<b>\$ 439,970</b>	<b>\$ 366,309</b>	<b>\$ 307,521</b>
<b>Lee</b>			
Net revenues <sup>(1)</sup>	\$ 750,368	\$ 790,625	\$ 842,520
Cost of goods sold	403,224	413,344	459,859
Selling, general and administrative expenses	275,481	284,335	282,246
Other segment items <sup>(2)</sup>	2,722	3,284	2,267
<b>Segment profit</b>	<b>\$ 68,941</b>	<b>\$ 89,662</b>	<b>\$ 98,148</b>
<b>Helly Hansen</b>			
Net revenues <sup>(1)</sup>	\$ 459,716	\$ —	\$ —
Cost of goods sold	241,512	—	—
Selling, general and administrative expenses	182,588	—	—
Other segment items	3,821	—	—
<b>Segment profit</b>	<b>\$ 31,795</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Total reportable segment profit</b>	<b>\$ 540,706</b>	<b>\$ 455,971</b>	<b>\$ 405,669</b>
Corporate and other expenses <sup>(3)</sup>	(196,390)	(123,240)	(96,075)
Interest expense	(62,162)	(40,824)	(40,408)
Interest income	7,299	11,149	3,791
Profit (loss) related to other revenues <sup>(4)</sup>	3,808	(1,633)	(1,078)
<b>Income before income taxes</b>	<b>\$ 293,261</b>	<b>\$ 301,423</b>	<b>\$ 271,899</b>

<sup>(1)</sup> Refer to Note 3 to the Company's financial statements in this Form 10-K for the reconciliation of reportable segment revenues to consolidated net revenues.

<sup>(2)</sup> "Other segment items" for the *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> segments primarily includes funding fees related to the sale of trade accounts receivable program discussed in Note 5 to the Company's financial statements in this Form 10-K. Funding fees are reflected in the Company's statements of operations within "other income (expense), net".

<sup>(3)</sup> "Corporate and other expenses" includes a gain of \$24.1 million for the twelve months ended December 2025 related to the foreign currency exchange contracts to hedge the purchase price of the Acquisition. Additionally, the Company recorded \$43.5 million of restructuring and transformation charges related to the closure of a portion of our manufacturing facilities, \$50.8 million of acquisition and integration-related costs and \$34.3 million of business optimization activities associated with the continued execution of Project Jeanius during the twelve months ended December 2025.

<sup>(4)</sup> "Profit (loss) related to other revenues" includes sales and licensing of the *Musto*<sup>®</sup>, *Chic*<sup>®</sup> and *Rock & Republic*<sup>®</sup> brands, as well as other Company-owned brands and private label apparel, and the associated costs, for purposes of reconciling "total reportable segment profit" to consolidated "income before income taxes."

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The following table presents supplemental information of net revenues by geographic area based on the location of the customer:

(In thousands)	Year Ended December		
	2025	2024	2023
Revenues:			
U.S.	\$ 2,287,269	\$ 2,087,049	\$ 2,060,679
International	865,187	520,529	546,793
<b>Total</b>	<b>\$ 3,152,456</b>	<b>\$ 2,607,578</b>	<b>\$ 2,607,472</b>

Our largest customer accounted for 30% of the Company's total net revenues in 2025, and 36% in both 2024 and 2023. Sales to this customer are included in both the *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> reportable segments. Our second-largest customer accounted for 12%, 13%, and 11% of total net revenues in 2025, 2024, and 2023, respectively. Sales to this customer are included in the *Wrangler*<sup>®</sup>, *Lee*<sup>®</sup> and *Helly Hansen*<sup>®</sup> reportable segments.

The following table presents "property, plant and equipment, net" recorded in the Company's balance sheets by geographic area based on physical location:

(In thousands)	December 2025	December 2024
Property, plant and equipment, net:		
U.S.	\$ 84,446	\$ 68,601
International	46,282	34,699
<b>Total</b>	<b>\$ 130,728</b>	<b>\$ 103,300</b>

**NOTE 5 — ACCOUNTS RECEIVABLE**

The following table presents components of "accounts receivable, net" recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
Trade	\$ 233,791	\$ 235,774
Royalty and other	48,775	14,324
Total accounts receivable	282,566	250,098
Less: allowance for doubtful accounts	(6,142)	(6,438)
<b>Accounts receivable, net</b>	<b>\$ 276,424</b>	<b>\$ 243,660</b>

<sup>(a)</sup> "Accounts receivable, net" at December 2025 includes \$112.0 million related to Helly Hansen.

**Allowance for Doubtful Accounts**

The following table presents a rollforward of the allowance for doubtful accounts:

(In thousands)		
<b>Balance, December 2023</b>	<b>\$</b>	<b>7,215</b>
Increase in provision for expected credit losses		670
Accounts receivable balances written off		(1,215)
Other <sup>(1)</sup>		(232)
<b>Balance, December 2024</b>	<b>\$</b>	<b>6,438</b>
Increase in provision for expected credit losses		1,338
Accounts receivable balances written off		(2,425)
Other <sup>(1)</sup>		791
<b>Balance, December 2025</b>	<b>\$</b>	<b>6,142</b>

<sup>(1)</sup> Other primarily includes the impact of foreign currency translation and recoveries of amounts previously written off, none of which were individually significant.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

**Sale of Trade Accounts Receivable**

The Company is party to an agreement (the "Accounts Receivable Purchase Agreement") with a financial institution to sell selected U.S. trade accounts receivable on a nonrecourse basis. Under this agreement, up to \$377.5 million of the Company's trade accounts receivable may be sold to the financial institution and remain outstanding at any point in time. The Company removes the sold balances from "accounts receivable, net" in its balance sheet at the time of sale. The Company does not retain any interests in the sold trade accounts receivable, under the Accounts Receivable Purchase Agreement, but continues to service and collect outstanding trade accounts receivable on behalf of the financial institution.

On December 12, 2025, the Company entered into another accounts receivable sale agreement (the "2025 Accounts Receivable Purchase Agreement") with a separate financial institution to sell selected U.S. and Canadian trade accounts receivable not eligible under the Accounts Receivable Purchase Agreement, on a limited recourse basis. Under the 2025 Accounts Receivable Purchase Agreement, up to \$60.0 million U.S. dollars and \$20.0 million Canadian dollars of the Company's trade accounts receivable may be sold to the financial institution and remain outstanding at any point in time. Subject to certain requirements, the Company can request to increase the commitment by an additional \$20.0 million U.S. dollars and an additional \$10.0 million Canadian dollars. The Company removes the sold balances from "accounts receivable, net" in its balance sheet at the time of the sale but retains a deferred purchase price receivable from the financial institution under the 2025 Accounts Receivable Purchase Agreement. The Company continues to service and collect outstanding trade accounts receivable on behalf of the financial institution. As of December 2025, we recorded deferred purchase price receivables of \$2.9 million related to accounts receivable sales.

During 2025, the Company sold total trade accounts receivable under both agreements of \$1.5 billion, and sold \$1.4 billion under the Accounts Receivable Purchase Agreement during 2024 and 2023. As of December 2025 and December 2024, \$261.4 million and \$178.2 million, respectively, of the sold trade accounts receivable remained outstanding with the financial institutions under these agreements.

The funding fees charged by the financial institutions for these programs are reflected in the Company's statements of operations within "other expense, net" and were \$10.0 million, \$11.7 million and \$12.0 million in 2025, 2024 and 2023, respectively. Net proceeds of the deferred purchase price are reflected as investing activities and all other net proceeds of these programs are reflected as operating activities in the Company's statements of cash flows. There were no investing cash inflows for 2025 as the Company had not yet completed a periodic settlement under the 2025 Accounts Receivable Purchase Agreement related to the deferred purchase price receivable with the financial institution.

**NOTE 6 — INVENTORIES**

The following table presents components of "inventories" recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
Finished products	\$ 525,233	\$ 323,654
Work-in-process	25,207	33,011
Raw materials	16,242	33,544
<b>Total inventories</b>	<b>\$ 566,682</b>	<b>\$ 390,209</b>

<sup>(a)</sup> "Total inventories" at December 2025 includes \$137.8 million related to Helly Hansen.

**NOTE 7 — PROPERTY, PLANT AND EQUIPMENT**

The following table presents components of "property, plant and equipment, net" recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
Land and improvements	\$ 9,616	\$ 10,236
Buildings and improvements	170,830	168,171
Machinery and equipment	324,991	314,239
Property, plant and equipment, at cost	505,437	492,646
Less: accumulated depreciation and amortization	(374,709)	(389,346)
<b>Property, plant and equipment, net</b>	<b>\$ 130,728</b>	<b>\$ 103,300</b>

<sup>(a)</sup> "Property, plant and equipment, net" at December 2025 includes \$35.9 million related to Helly Hansen.

Depreciation and amortization expense related to property, plant and equipment was \$29.3 million, \$24.0 million and \$20.2 million in 2025, 2024 and 2023, respectively.

**KONTOOR BRANDS, INC.**  
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Refer to Note 15 to the Company's financial statements in this Form 10-K for information on the related fair value considerations.

**NOTE 8 — INTANGIBLE ASSETS**

The following tables present components of "intangible assets, net" recorded in the Company's balance sheets:

(In thousands)	Amortization Period	Amortization Method	Cost	Accumulated Amortization	Net Carrying Amount
<b>December 2025</b>					
Finite-lived intangible assets:					
Trademarks	16 years	Straight-line	\$ 58,132	\$ 52,095	\$ 6,037
Customer relationships	12 years	Accelerated	\$ 36,209	\$ 2,218	\$ 33,991
Indefinite-lived intangible assets:					
Trademarks and trade names					410,389
<b>Intangible assets, net</b>					<b>\$ 450,417</b>

The *Helly Hansen*<sup>®</sup> and *Musto*<sup>®</sup> trademarks acquired in 2025, which management believes to have indefinite lives, were valued at \$400.0 million and \$4.0 million, respectively. In addition, the acquired customer relationships were initially valued at \$36.0 million and are being amortized using an accelerated method over a 12-year period. Refer to Note 2 for additional information.

(In thousands)	Amortization Period	Amortization Method	Cost	Accumulated Amortization	Net Carrying Amount
<b>December 2024</b>					
Finite-lived intangible assets:					
Trademarks	16 years	Straight-line	\$ 58,132	\$ 51,089	\$ 7,043
Indefinite-lived intangible assets:					
Trademarks and trade names					4,189
<b>Intangible assets, net</b>					<b>\$ 11,232</b>

Amortization expense was \$3.2 million in 2025, and \$1.0 million in 2024 and 2023. Estimated amortization expense for the next five years is approximately \$4.5 million each year.

Refer to Note 15 to the Company's financial statements in this Form 10-K for information on the related fair value considerations.

**NOTE 9 — GOODWILL**

The following table presents changes in "goodwill" recorded in the Company's balance sheets, summarized by reportable segment

(In thousands)	Wrangler	Lee	Helly Hansen	Other	Total
<b>Balance, December 2023</b>	<b>\$ 129,472</b>	<b>\$ 80,390</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 209,862</b>
Currency translation	(663)	(412)	—	—	(1,075)
<b>Balance, December 2024</b>	<b>128,809</b>	<b>79,978</b>	<b>—</b>	<b>—</b>	<b>208,787</b>
Acquisition of Helly Hansen	—	—	315,729	5,000	320,729
Currency translation	245	152	1,200	24	1,621
<b>Balance, December 2025</b>	<b>\$ 129,054</b>	<b>\$ 80,130</b>	<b>\$ 316,929</b>	<b>\$ 5,024</b>	<b>\$ 531,137</b>

Refer to Note 15 to the Company's financial statements in this Form 10-K for information on the related fair value considerations.

**KONTOOR BRANDS, INC.**  
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**NOTE 10 — OTHER ASSETS**

The following table presents components of "other assets" recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
Investments held for deferred compensation plans (Note 14)	\$ 46,141	\$ 42,872
Capitalized computer software, net of accumulated amortization of \$69,625 in 2025 and \$56,069 in 2024	52,797	63,051
Noncontrolling financial interest in joint venture	39,270	—
Partnership stores and shop-in-shop costs, net of accumulated amortization of \$14,914 in 2025 and \$16,109 in 2024	5,468	4,586
Derivative assets (Note 16)	1,746	7,265
Other	27,758	21,929
<b>Total other assets</b>	<b>\$ 173,180</b>	<b>\$ 139,703</b>

(a) "Total other assets" at December 2025 includes \$42.8 million related to Helly Hansen.

**NOTE 11 — SUPPLY CHAIN FINANCING**

The Company facilitates Supply Chain Finance ("SCF") programs with its financial institutions that allow certain suppliers the option to sell or assign their rights to receivables due from the Company, enabling the suppliers to receive payment from the financial institutions sooner than our negotiated payment terms. Participation in an SCF program is voluntary and based on terms and conditions negotiated directly between the suppliers and the financial institutions. The Company agrees to commercial terms with suppliers independent of their participation in an SCF program, and thus their participation has no impact on our payment terms. The Company is not a party to the agreements between our suppliers and the financial institutions, and has no economic interest in our suppliers' decision to participate in an SCF program. Suppliers who participate in an SCF program have sole discretion to determine which invoices, if any, are to be sold to the financial institutions. All amounts payable to suppliers who participate in SCF programs are included within "accounts payable" in the Company's balance sheets, and the Company's associated payments are included in "operating activities" in the Company's statements of cash flows.

The following table presents a rollforward of total outstanding balances included in accounts payable due to suppliers that participate in the SCF programs:

(In thousands)		
<b>Balance, December 2023</b>	<b>\$</b>	<b>19,670</b>
Invoices confirmed with suppliers and made available for sale to financial institutions		207,024
Invoices paid by the Company to suppliers		(195,567)
<b>Balance, December 2024</b>	<b>\$</b>	<b>31,127</b>
Invoices confirmed with suppliers and made available for sale to financial institutions		249,920
Invoices paid by the Company to suppliers		(256,683)
<b>Balance, December 2025</b>	<b>\$</b>	<b>24,364</b>

**NOTE 12 — SHORT-TERM BORROWINGS AND LONG-TERM DEBT**

**Short-term Borrowings**

At December 2025 and December 2024, the Company had availability of \$20.0 million and \$19.2 million, respectively, under its previously established international line of credit which is uncommitted and may be terminated at any time by either the Company or the financial institution. In addition, the Company had \$17.4 million available at December 2025 under a committed international line of credit as a result of the Acquisition. There were no outstanding balances under these arrangements at December 2025 and December 2024.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

**Long-term Debt**

The following table presents the components of "long-term debt" recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
Revolving Credit Facility	\$ —	\$ —
Term Loan A-1	696,517	—
Term Loan A-2	49,822	—
2021 Term Loan A	—	344,100
4.125% Notes, due 2029	396,990	396,215
Total long-term debt	1,143,329	740,315
Less: current portion	(8,750)	—
<b>Long-term debt, due beyond one year</b>	<b>\$ 1,134,579</b>	<b>\$ 740,315</b>

**Credit Facilities**

The Company was previously party to an amended and restated senior secured Credit Agreement dated November 18, 2021 (the "2021 Credit Agreement") that provided for (i) a five-year \$400.0 million term loan A facility ("2021 Term Loan A") and (ii) a five-year \$500.0 million revolving credit facility with the lenders and agents party thereto.

On April 8, 2025, the Company completed a refinancing pursuant to which it amended and restated the 2021 Credit Agreement to provide for (i) a five-year \$700.0 million term loan facility ("Term Loan A-1") consisting of a \$340.0 million initial term loan ("Initial Term Loan") and a \$360.0 million delayed draw term loan ("Delayed Draw Term Loan"), (ii) a three-year \$300.0 million delayed draw term loan facility ("Term Loan A-2") and (iii) a five-year \$500.0 million revolving credit facility (the "Revolving Credit Facility"), collectively referred to as the "Credit Facilities," with the lenders and agents party thereto. Upon closing of the Credit Agreement (the "2025 Credit Agreement"), the net proceeds from the Initial Term Loan were used to repay all of the \$340.0 million principal amount outstanding under the 2021 Term Loan A. On May 30, 2025, the Delayed Draw Term Loan and Term Loan A-2 were fully drawn and used to fund the Acquisition, along with approximately \$300 million of cash on hand. Refer to Note 2 to the Company's financial statements in this Form 10-K for additional information related to the Acquisition.

Term Loan A-1 and Term Loan A-2 had outstanding principal amounts of \$700.0 million and \$50.0 million at December 2025, respectively. The 2021 Term Loan A had an outstanding principal amount of \$345.0 million at December 2024. These balances are reported in the Company's balance sheet net of unamortized deferred financing costs. As of December 2025, interest expense on Term Loan A-1 and Term Loan A-2 was being recorded at an effective annual interest rate of 5.3% and 5.5%, respectively, including the amortization of deferred financing costs. Interest expense on Term Loan A-1 also includes the impact of the Company's interest rate swap agreements.

Term Loan A-1 is scheduled to be repaid in quarterly installments of \$4.4 million beginning in September 2026, which increases to quarterly installments of \$8.8 million beginning in September 2027, with the remaining principal due at maturity. Term Loan A-2 is scheduled to be repaid in full at maturity. During the three and twelve months ended December 2025, the Company made voluntary early repayments of \$200.0 million and \$250.0 million, respectively, of the principal amount outstanding on Term Loan A-2.

The Revolving Credit Facility may be used to borrow funds in both U.S. dollar and certain non-U.S. dollar currencies, and has a \$75.0 million letter of credit sublimit. As of December 2025, the Company had no outstanding borrowings under the Revolving Credit Facility and \$6.7 million of outstanding standby letters of credit issued on behalf of the Company, leaving \$493.3 million available for borrowing against this facility.

The interest rate per annum applicable to borrowings under the Credit Facilities is an interest rate benchmark elected by the Company based on the currency and term of the borrowing plus an applicable margin, as defined therein.

The 2025 Credit Agreement contains certain affirmative and negative covenants customary for financings of this type that, among other things, limit the ability of the Company and its subsidiaries to incur additional indebtedness or liens, to dispose of assets, to make certain fundamental changes, to designate subsidiaries as unrestricted, to make certain investments, to prepay certain indebtedness and to pay dividends, or to make other distributions or redemptions/repurchases, in respect of the Company and its subsidiaries' equity interests. In addition, the 2025 Credit Agreement contains financial covenants which require compliance with (i) a total leverage ratio not to exceed 4.50 to 1.00 as of the last day of any test period, with an allowance for up to two elections to increase the limit to 5.00 to 1.00 in connection with certain material acquisitions, and (ii) a consolidated interest coverage ratio as of the last day of any test period to be no less than 3.00 to 1.00. The 2025 Credit Agreement also contains events of default customary for financings of this type, including certain customary change of control events. As of December 2025, the Company was in compliance with all covenants under the 2025 Credit Agreement and expects to maintain compliance with the applicable covenants for at least one year from the issuance of these financial statements.

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Notes to Consolidated Financial Statements

**Senior Notes**

On November 18, 2021, the Company entered into an indenture (the "Indenture") by and among the Company and certain subsidiaries of the Company named as guarantors therein (the "Guarantors"), pursuant to which it issued \$400.0 million of unsecured senior notes due 2029 bearing interest at a fixed rate of 4.125% per annum (the "Notes") through a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. Interest on the Notes is payable in cash in arrears on May 15 and November 15 of each year.

The Notes had an outstanding principal amount of \$400.0 million at both December 2025 and December 2024, which is reported net of unamortized deferred financing costs. As of December 2025, interest expense on the Notes was being recorded at an effective annual interest rate of 4.3%, including the amortization of deferred financing costs.

The Notes are guaranteed on a senior unsecured basis by the Company's existing and future domestic subsidiaries (other than certain excluded subsidiaries) that are borrowers under or guarantors of the Credit Facilities or certain other indebtedness. The Notes rank pari passu in right of payment with all existing and future senior indebtedness of the Company and the Guarantors and are effectively subordinated to all of the Company's and the Guarantors' existing and future secured indebtedness, to the extent of the value of the collateral securing such indebtedness.

The Notes mature in November 2029. Prior to maturity, the Company may redeem all or a portion of the Notes at the redemption prices set forth in the Indenture. In addition, in connection with any tender offer for the Notes, including a change of control offer, if holders of not less than 90% in aggregate principal amount of the Notes validly tender their Notes, the Company or a third party in lieu of the Company would have the right to redeem all Notes that remain outstanding following such tender at a redemption price equal to the price offered to each other holder of the Notes (excluding any early tender or incentive fee) in such tender offer (including a change of control offer) plus, to the extent not included in the tender offer payment (or payment pursuant to the change of control offer), accrued and unpaid interest to, but excluding, the date of redemption.

The Indenture governing the Notes contains customary negative covenants for financings of this type that, among other things, limit the ability of the Company and its restricted subsidiaries to incur additional indebtedness or issue certain preferred shares, pay dividends, redeem stock or make other distributions, make certain investments, sell or transfer certain assets, create liens, consolidate, merge, sell or otherwise dispose of all or substantially all of the Company's assets, enter into certain transactions with affiliates and designate subsidiaries as unrestricted subsidiaries. The Indenture does not contain any financial covenants. As of December 2025, the Company was in compliance with the covenants of the Indenture.

The following table presents scheduled payments of long-term debt as of December 2025 for the next five years and thereafter:

(In thousands)	<b>Future Principal Payments</b>
2026	\$ 8,750
2027	26,250
2028	85,000
2029	435,000
2030	595,000
Thereafter	—
	1,150,000
Less: unamortized deferred financing costs	(6,671)
Total long-term debt	1,143,329
Less: current portion	(8,750)
<b>Long-term debt, due beyond one year</b>	<b>\$ 1,134,579</b>

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Notes to Consolidated Financial Statements

**NOTE 13 — ACCRUED AND OTHER CURRENT LIABILITIES AND OTHER LIABILITIES**

The following table presents components of "accrued and other current liabilities" recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
Advertising	\$ 11,980	\$ 6,737
Compensation	92,053	59,234
Contract liabilities (Note 3)	1,947	1,757
Customer deposits	4,916	6,391
Customer discounts, allowances and incentives	72,829	39,510
Deferred compensation (Note 14)	5,576	6,104
Derivative liabilities (Note 16)	8,546	10,659
Income taxes payable	16,791	10,478
Other taxes	33,382	22,350
Professional services	11,943	8,967
Restructuring (Note 23)	8,266	1,830
Other	37,871	19,318
<b>Accrued and other current liabilities</b>	<b>\$ 306,100</b>	<b>\$ 193,335</b>

(a) "Accrued and other current liabilities" at December 2025 includes \$87.2 million related to Helly Hansen.

The following table presents components of "other liabilities" recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
Deferred compensation (Note 14)	\$ 49,646	\$ 47,229
Derivative liabilities (Note 16)	1,350	961
Income taxes payable	11,125	15,256
Pension liabilities (Note 14)	3,950	4,007
Restructuring (Note 23)	249	65
Other	13,242	13,069
<b>Other liabilities</b>	<b>\$ 79,562</b>	<b>\$ 80,587</b>

(a) "Other liabilities" at December 2025 includes \$2.8 million related to Helly Hansen.

**NOTE 14 — RETIREMENT AND SAVINGS BENEFIT PLANS**

**Pension Plan**

The Company sponsors defined benefit pension plans for certain international employees. The Company uses a December 31 measurement date for the pension plans. Net pension costs and obligations are developed utilizing actuarial valuations. Inherent in these valuations are key assumptions, including discount rates, salary growth, long-term return on plan assets, retirement rates, mortality rates and other factors. The Company's selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by actuaries. However, actual results may differ substantially from the estimates that were based on the key assumptions.

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The following tables present key components of pension costs, amounts recorded in the balance sheets and related key assumptions:

(In thousands)	Year Ended December		
	2025	2024	2023
<b>Amounts included in the statements of operations:</b>			
Net pension costs	\$ 426	\$ 251	\$ 322
<b>Actuarial assumptions used to determine pension expense:</b>			
Discount rate in effect for determining service cost	3.76 %	3.18 %	0.91 %
Rate of inflation	2.10 %	2.20 %	1.90 %
Expected long-term return on plan assets	3.00 %	3.00 %	3.00 %
Rate of compensation increase	3.30 %	3.40 %	3.10 %

(In thousands)	December 2025	December 2024
	<b>Amounts included in the balance sheets:</b>	
Projected benefit obligations	\$ 16,576	\$ 14,789
Fair value of plan assets	12,626	10,782
Funded status - recorded in other liabilities (Note 13)	\$ 3,950	\$ 4,007
Accumulated other comprehensive gain, pretax - net deferred amounts	3,697	2,838
<b>Actuarial assumptions used to determine pension obligations:</b>		
Discount rate	3.18 %	3.76 %
Rate of compensation increase	3.20 %	3.30 %
<b>Accumulated benefit obligations</b>	<b>\$ 14,129</b>	<b>\$ 12,378</b>

Net pension costs are reflected in the Company's statements of operations primarily within "selling, general and administrative expenses." Plan assets are invested in group insurance contracts, the fair values of which are provided by the insurance companies (Level 2). Refer to Note 15 to the Company's financial statements in this Form 10-K for a description of the three levels of the fair value hierarchy.

**Other Retirement and Savings Plans**

The Company sponsors 401(k) plans as well as other foreign retirement and savings plans. The Company's expense under these plans was \$13.3 million in 2025, \$10.0 million in 2024 and \$9.8 million in 2023.

In addition, the Company sponsors a nonqualified retirement savings plan for employees whose contributions to a 401(k) plan would be limited by provisions of the Internal Revenue Code. This plan allows participants to defer a portion of their compensation and to receive matching contributions for a portion of the deferred amounts. Participants earn a return on their deferred compensation based on their selection of a hypothetical portfolio of publicly traded mutual funds. Changes in the fair value of the participants' hypothetical investments are recorded as an adjustment to deferred compensation liabilities. Deferred compensation, including accumulated earnings, is distributable in cash at participant-specified dates upon retirement, death, disability or termination of employment. At December 2025, the liability to the Company's participants was \$51.7 million, of which \$5.6 million was recorded in "accrued and other current liabilities" (Note 13) and \$46.1 million was recorded in "other liabilities" (Note 13). At December 2024, the liability to the Company's participants was \$49.0 million, of which \$6.1 million was recorded in "accrued and other current liabilities" (Note 13) and \$42.9 million was recorded in "other liabilities" (Note 13). The Company also sponsors a similar nonqualified plan that permits nonemployee members of the Board of Directors to defer their Board compensation. At December 2025 and December 2024, the Company's liability for this plan was \$3.5 million and \$4.4 million, respectively, all of which was recorded in "other liabilities" (Note 13).

The Company has purchased publicly traded mutual funds in the same amounts as the participant-directed hypothetical investments underlying the employee deferred compensation liabilities. These investment securities and earnings thereon are intended to provide a source of funds to meet the deferred compensation obligations, and serve as an economic hedge of the financial impact of changes in deferred compensation liabilities. They are held in an irrevocable trust but are subject to claims of creditors in the event of the Company's insolvency. At December 2025, the fair value of these investments was \$51.7 million, of which \$5.6 million was recorded in "prepaid expenses and other current assets" and \$46.1 million was recorded in "other assets" (Note 10). At December 2024, the fair value of these investments was \$49.0 million, of which \$6.1 million was recorded in "prepaid expenses and other current assets" and \$42.9 million was recorded in "other assets" (Note 10).

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**NOTE 15 — FAIR VALUE MEASUREMENTS**

Financial assets and liabilities measured and reported at fair value are classified in a three-level hierarchy that prioritizes the inputs used in the valuation process. Categorization within the valuation hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The hierarchy is based on the observability and objectivity of the pricing inputs, as follows:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Significant directly observable data (other than Level 1 quoted prices) or significant indirectly observable data through corroboration with observable market data. Inputs would normally be (i) quoted prices in active markets for similar assets or liabilities, (ii) quoted prices in inactive markets for identical or similar assets or liabilities or (iii) information derived from or corroborated by observable market data.
- Level 3 — Prices or valuation techniques that require significant unobservable data inputs. These inputs would normally be the Company's own data and judgments about assumptions that market participants would use in pricing the asset or liability.

**Recurring Fair Value Measurements**

The following tables present financial assets and financial liabilities that are measured and recorded in the Company's financial statements at fair value on a recurring basis:

(In thousands)	Total Fair Value	Fair Value Measurement Using		
		Level 1	Level 2	Level 3
<b>December 2025</b>				
Financial assets:				
Cash equivalents:				
Money market funds	\$ 49,253	\$ 49,253	\$ —	\$ —
Time deposits	2,886	2,886	—	—
Foreign currency exchange contracts	11,373	—	11,373	—
Interest rate swap agreements	279	—	279	—
Investment securities	51,717	51,717	—	—
Financial liabilities:				
Foreign currency exchange contracts	9,896	—	9,896	—
Deferred compensation	55,222	—	55,222	—

(In thousands)	Total Fair Value	Fair Value Measurement Using		
		Level 1	Level 2	Level 3
<b>December 2024</b>				
Financial assets:				
Cash equivalents:				
Money market funds	\$ 263,637	\$ 263,637	\$ —	\$ —
Time deposits	2,575	2,575	—	—
Foreign currency exchange contracts	7,720	—	7,720	—
Interest rate swap agreements	5,390	—	5,390	—
Investment securities	48,976	48,976	—	—
Financial liabilities:				
Foreign currency exchange contracts	11,620	—	11,620	—
Deferred compensation	53,333	—	53,333	—

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The Company's cash equivalents include money market funds and short-term time deposits that approximate fair value based on Level 1 measurements. The fair value of derivative financial instruments, which consist of foreign currency exchange contracts and interest rate swap agreements, is determined based on observable market inputs (Level 2), including spot and forward exchange rates for foreign currencies and observable interest rate yield curves for interest rate swap agreements. Investment securities are held in the Company's deferred compensation plans as an economic hedge of the related deferred compensation liabilities and are comprised of mutual funds that are valued based on quoted prices in active markets (Level 1). Liabilities related to the Company's deferred compensation plans are recorded at amounts due to participants, based on the fair value of the participants' selection of hypothetical investments (Level 2).

Additionally, at December 2025, the carrying value of the Company's long-term debt was \$1,143.3 million compared to a fair value of \$1,125.3 million. At December 2024, the carrying value of the Company's long-term debt was \$740.3 million compared to a fair value of \$710.8 million. The fair value of long-term debt is a Level 2 estimate based on quoted market prices or values of comparable borrowings.

All other financial assets and financial liabilities are recorded in the Company's financial statements at cost. These other financial assets and financial liabilities include cash held as demand deposits, accounts receivable, short-term borrowings, accounts payable and accrued liabilities. At December 2025 and December 2024, their carrying values approximated fair value due to the short-term nature of these instruments.

**Nonrecurring Fair Value Measurements**

*Helly Hansen Acquisition*

In accounting for the Helly Hansen acquisition, the Company applied the acquisition method of accounting. The purchase price was allocated to the assets acquired, liabilities assumed and the noncontrolling interest based on their estimated fair values as of the Closing Date. Any excess purchase price over the fair value of the net assets acquired was recorded as goodwill. We engaged a third-party valuation specialist to assist in the fair value determination of certain tangible and intangible assets. Valuation techniques include the relief-from-royalty method, the multi-period excess earnings method, and the replacement cost and income methods. The process of assigning fair values, particularly to acquired intangible assets, is highly subjective and requires the use of significant estimates including future expected cash inflows and outflows, growth rates, expected lives, discount rates, royalty rates and income tax rates. The Company's estimates of fair value were based on assumptions believed to be reasonable, but are inherently uncertain and actual results may differ from estimates used. Additionally, the purchase price allocation is preliminary and subject to revision as additional information is obtained about the facts and circumstances that existed as of the Closing Date. Refer to Note 2 to the Company's financial statements in this Form 10-K for additional details regarding the Acquisition and the preliminary purchase price allocation.

The preliminary estimate of the fair value of Helly Hansen's trademark and customer relationship intangible assets was determined using the income approach, which requires a forecast of expected future cash flows either through the use of the relief-from-royalty method or the multi-period excess earnings method. The fair value measurements were primarily based on significant inputs that are not observable in the market and thus represent a Level 3 measurement of the fair value hierarchy.

Management uses the income-based relief-from-royalty method to value trademark intangible assets. Under this method, revenues expected to be generated by the trademark are multiplied by a selected royalty rate, based on consideration of (i) royalty rates included in active license agreements, if applicable, (ii) royalty rates received by market participants in the apparel industry, and (iii) the current performance of the reporting unit. The estimated after-tax royalty revenue stream is then discounted to present value using the reporting unit's discount rate plus a spread that factors in the risk of the intangible asset.

Management uses the multi-period excess earnings method to value customer relationship intangible assets. Under this method, the Company calculates the present value of the after-tax cash flows expected to be generated by the customer relationship assets after deducting contributory asset charges.

Certain non-financial assets, primarily property, plant and equipment, capitalized computer software, operating lease assets and definite-lived intangible assets, are not required to be measured at fair value on a recurring basis and are reported at carrying value. However, these assets are required to be assessed for impairment whenever events or circumstances indicate that the carrying value may not be recoverable. Additionally, goodwill and indefinite-lived intangible assets are required to be assessed for impairment at least annually and quantitatively tested for impairment within the first 12 months of acquisition.

*Finite-lived Intangible Assets Impairment Analysis*

During the years ended December 2025, December 2024 and December 2023, no triggering events were identified that required an impairment assessment of finite-lived intangible assets.

*Retail Store Asset Impairment Analysis*

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During the years ended December 2025, December 2024 and December 2023, the Company recorded impairment charges of \$3.9 million, \$1.7 million and \$1.4 million, respectively, related to retail store assets. All impairment charges were reflected within "selling, general and administrative expenses" in the Company's statements of operations.

*Other Long-lived Asset Impairment Analysis*

During the year ended December 2025, the Company recorded impairment charges of \$4.3 million primarily related to property, plant and equipment from the closure of a portion of our manufacturing facilities. During the years ended December 2024 and December 2023, the Company recorded impairment charges of \$3.6 million and \$0.8 million, respectively, related to property, plant and equipment resulting from business optimization activities associated with the continued execution of Project Jeanius. Additionally, during the year ended December 2023, the Company recorded impairment charges of \$2.3 million related to a right-of-use operating lease asset resulting from business optimization activities associated with the continued execution of Project Jeanius. All impairment charges were reflected within "cost of goods sold" in the Company's statements of operations.

*Annual Goodwill and Indefinite-lived Intangible Assets Impairment Analysis*

Management performs its annual impairment testing of goodwill and indefinite-lived intangible assets as of the beginning of the fourth quarter. Based on results of testing, there were no goodwill impairment charges for the years ended December 2025, 2024, and 2023.

For the years ended December 2025 and December 2024, for the *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> reporting units, management elected to perform a qualitative impairment assessment to determine whether it is more likely than not that the goodwill in the reporting units was impaired. In performing qualitative impairment assessments, management considered relevant events and circumstances for each reporting unit, including (i) current year results, (ii) financial performance versus management's annual and five-year strategic plans, (iii) changes in the reporting unit carrying value since prior year, (iv) industry and market conditions in which the reporting unit operates, (v) macroeconomic conditions, including discount rate changes and (vi) changes in products or services offered by the reporting unit. If applicable, performance in recent years was compared to forecasts included in prior valuations. Based on results of the qualitative assessments performed, further testing was not considered necessary.

For the year ended December 2023, management elected to perform a quantitative impairment assessment for goodwill to determine whether the estimated fair values of the *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup> reporting units exceeded their carrying values. The fair value of each reporting unit was estimated based on a combination of two valuation methods: an income approach and a market approach. The income approach was based on the present value of projected discounted cash flows for each reporting unit. The discount rate is based on the reporting unit's weighted average cost of capital that takes market participant assumptions into consideration. The market approach was based on the guideline company method, which analyzed market multiples of revenue and earnings before interest, taxes, depreciation and amortization for a group of comparable companies, as well as the similar transaction method. Based on results of the quantitative impairment assessment performed, the fair value of goodwill exceeded the carrying value for both reporting units.

Refer to Part II, Item 7 - Critical Accounting Policies and Estimates for additional discussion regarding fair value measurements, including significant assumptions utilized.

**NOTE 16 — DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES**

***Summary of Derivative Financial Instruments***

The Company enters into derivative contracts with external counterparties on a recurring basis to hedge certain foreign currency transactions. The notional amount of these outstanding foreign currency exchange contracts was \$717.4 million at December 2025 and \$303.0 million at December 2024, consisting primarily of contracts hedging exposures to the Norwegian krone, Mexican peso, euro, Canadian dollar, Polish zloty, Swedish krona and the British pound. Foreign currency exchange contracts have maturities up to 20 months.

The Company periodically enters into "floating to fixed" interest rate swap agreements to mitigate exposure to volatility in reference rates on the Company's future interest payments on indebtedness. Because these swap agreements meet the criteria for hedge accounting, all related gains and losses are deferred within accumulated other comprehensive loss ("AOCL") in the Company's balance sheets and are amortized through the swap maturity dates.

During 2019, the Company entered into "floating to fixed" interest rate swap agreements that matured on April 18, 2024. On September 9, 2024, the Company entered into "floating to fixed" interest rate swap agreements (the "2024 Swap Agreements") that mature on August 18, 2029. In April 2025, the Company entered into "floating to fixed" interest rate swap agreements (the "2025 Swap Agreements") that mature on March 18, 2027, and April 18, 2027. The notional amount of the 2024 Swap Agreements and the 2025 Swap Agreements was \$550.0 million at December 2025 and was \$150.0 million for the 2024 Swap Agreements at December 2024.

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The Company's outstanding derivative financial instruments met the criteria for hedge accounting at the inception of the hedging relationship. At each reporting period, the Company assesses whether the hedging relationships continue to be highly effective in offsetting changes in cash flows of hedged items. If the Company determines that a specific hedging relationship has ceased to be highly effective, it discontinues hedge accounting. All designated hedging relationships were determined to be highly effective as of December 2025.

The following table presents the fair value of outstanding derivatives on an individual contract basis:

	Fair Value of Derivatives with Unrealized Gains		Fair Value of Derivatives with Unrealized Losses	
	December 2025	December 2024	December 2025	December 2024
<small>(In thousands)</small>				
Derivatives designated as hedging instruments:				
Foreign currency exchange contracts	\$ 11,373	\$ 7,720	\$ (9,641)	\$ (11,620)
Interest rate swap agreements	279	5,390	—	—
Derivatives not designated as hedging instruments:				
Foreign currency exchange contracts	—	—	(255)	—
<b>Total derivatives</b>	<b>\$ 11,652</b>	<b>\$ 13,110</b>	<b>\$ (9,896)</b>	<b>\$ (11,620)</b>

The Company records and presents the fair value of all derivative assets and liabilities in the Company's balance sheets on a gross basis, even though certain derivative contracts are subject to master netting agreements. If the Company were to offset and record the asset and liability balances of its derivative contracts on a net basis in accordance with the terms of its master netting agreements, the amounts presented in the Company's balance sheets would be adjusted from the current gross presentation to the net amounts.

The following table presents a reconciliation of gross to net amounts for derivative asset and liability balances:

	December 2025		December 2024	
	Derivative Asset	Derivative Liability	Derivative Asset	Derivative Liability
<small>(In thousands)</small>				
Gross amounts presented in the balance sheet	\$ 11,652	\$ (9,896)	\$ 13,110	\$ (11,620)
Gross amounts not offset in the balance sheet	(3,043)	3,043	(3,468)	3,468
<b>Net amounts</b>	<b>\$ 8,609</b>	<b>\$ (6,853)</b>	<b>\$ 9,642</b>	<b>\$ (8,152)</b>

The following table presents the location of derivatives in the Company's balance sheets, with current or noncurrent classification based on maturity dates:

	December 2025	December 2024
<small>(In thousands)</small>		
Prepaid expenses and other current assets	\$ 9,906	\$ 5,845
Accrued and other current liabilities	(8,546)	(10,659)
Other assets	1,746	7,265
Other liabilities	(1,350)	(961)

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**Cash Flow Hedges**

The following tables present the pre-tax effects of cash flow hedges included in the Company's statements of operations and statements of comprehensive income:

(In thousands)	<b>Gain (Loss) on Derivatives Recognized in AOCL</b>		
	<b>Year Ended December</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
<b>Cash Flow Hedging Relationships</b>			
Foreign currency exchange contracts	\$ 2,704	\$ (6,164)	\$ 22,590
Interest rate swap agreements	(1,431)	6,084	1,829
<b>Total</b>	<b>\$ 1,273</b>	<b>\$ (80)</b>	<b>\$ 24,419</b>

(In thousands)	<b>Gain (Loss) Reclassified from AOCL into Income</b>		
	<b>Year Ended December</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
<b>Location of Gain (Loss)</b>			
Net revenues	\$ (1,409)	\$ (2,019)	\$ (219)
Cost of goods sold	(3,287)	17,476	23,588
Other income (expense), net	47	361	527
Interest expense	3,680	3,947	9,933
<b>Total</b>	<b>\$ (969)</b>	<b>\$ 19,765</b>	<b>\$ 33,829</b>

**Derivative Contracts Not Designated as Hedges**

Any derivative contracts that are not designated as hedges are recorded at fair value in the Company's balance sheets, and changes in the fair values of these contracts are recognized directly in earnings. During the first and second quarters of 2025, the Company entered into foreign currency exchange contracts totaling \$1.3 billion CAD to hedge the purchase price of the Acquisition, which were settled on May 30, 2025, for a gain of \$24.1 million. Derivative contracts not designated as hedges include these purchase price hedge contracts, along with a limited number of cash flow hedges that were deemed ineffective and undesignated during the year ended December 2025 and December 2024. Refer to Note 2 to the Company's financial statements in this Form 10-K for additional information related to the Acquisition.

Additionally, during 2025, the Company executed balance sheet hedge contracts to mitigate balance sheet foreign currency exchange risks related to intercompany loans. The notional amount of these outstanding foreign currency exchange contracts was \$87.5 million at December 2025.

The following table presents a summary of derivatives not designated as hedges included in the Company's statements of operations:

(In thousands)	Derivatives Not Designated as Hedges	Location of Gain (Loss) on Derivatives Recognized in Income	<b>Gain (Loss) on Derivatives Recognized in Income</b>			
			<b>Three Months Ended December</b>		<b>Twelve Months Ended December</b>	
			<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	Foreign currency exchange contracts	Net revenues	\$ (384)	\$ —	\$ (245)	\$ —
	Foreign currency exchange contracts	Cost of goods sold	(52)	—	823	6
	Foreign currency exchange contracts	Other income (expense), net	90	(2)	24,196	(12)
	<b>Total</b>		<b>\$ (346)</b>	<b>\$ (2)</b>	<b>\$ 24,774</b>	<b>\$ (6)</b>

**Other Derivative Information**

There were no significant amounts recognized in earnings for changes in the fair values of derivative contracts not designated as hedges or the ineffective portion of any hedging relationships during 2023.

At December 2025, AOCL included \$1.0 million of pre-tax net deferred gains for foreign currency exchange contracts and interest rate swap agreements that are expected to be reclassified to earnings during the next 12 months. The amounts ultimately reclassified to earnings will depend on rates in effect when outstanding derivative contracts are settled.

**NOTE 17 — CAPITAL AND ACCUMULATED OTHER COMPREHENSIVE LOSS**

**Common Stock**

On August 5, 2021, the Company's Board of Directors approved a share repurchase program (the "2021 Repurchase Program") which authorized the repurchase of up to \$200.0 million of the Company's outstanding Common Stock through open market or privately negotiated transactions. During the year ended December 2023, the Company repurchased 0.6 million shares of Common Stock for \$30.0 million, including commissions, under the 2021 Repurchase Program.

On December 11, 2023, the Company announced that its Board of Directors approved a new share repurchase program (the "2023 Repurchase Program") which authorizes the repurchase of up to \$300.0 million of the Company's outstanding Common Stock through open market or privately negotiated transactions. The 2023 Repurchase Program replaced all remaining shares under the 2021 Repurchase Program and does not have an expiration date but may be suspended, modified or terminated at any time without prior notice. During the years ended December 2025 and December 2024, the Company repurchased 0.4 million and 1.2 million shares of Common Stock for \$25.0 million and \$85.0 million, respectively, including commissions, under the 2023 Repurchase Program. As of December 2025, \$190.0 million remained available for repurchase under the 2023 Repurchase Program.

The timing and amount of repurchases are determined by the Company's management based on its evaluation of market conditions, continued compliance with its debt covenants and other factors. All shares reacquired in connection with the Company's repurchase programs are treated as authorized and unissued shares upon repurchase.

**Accumulated Other Comprehensive Loss**

The Company's comprehensive income consists of net income and specified components of OCI, which relate to changes in assets and liabilities that are not included in net income but are instead deferred and accumulated within a separate component of equity in the Company's balance sheets. The Company's comprehensive income is presented in the Company's statements of comprehensive income.

The following table presents deferred components of AOCL in equity, net of related taxes:

(In thousands)	December 2025	December 2024	December 2023
Foreign currency translation	\$ (74,997)	\$ (115,505)	\$ (91,057)
Defined benefit pension plans	2,751	2,119	2,913
Derivative financial instruments	4,703	(3,264)	20,293
<b>Accumulated other comprehensive loss</b>	<b>\$ (67,543)</b>	<b>\$ (116,650)</b>	<b>\$ (67,851)</b>

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The following table presents changes in AOCL and related tax impact:

(In thousands)	Foreign Currency Translation	Defined Benefit Pension Plans	Derivative Financial Instruments	Total
<b>Balance, December 2022</b>	\$ (107,462)	\$ 2,243	\$ 25,554	\$ (79,665)
Other comprehensive income (loss) due to gains (losses) arising before reclassifications	16,405	1,077	24,419	41,901
Reclassifications to net income of previously deferred (gains) losses	—	(187)	(33,829)	(34,016)
Net other comprehensive income (loss)	16,405	890	(9,410)	7,885
Income taxes	—	(220)	4,149	3,929
<b>Balance, December 2023</b>	\$ (91,057)	\$ 2,913	\$ 20,293	\$ (67,851)
Other comprehensive income (loss) due to gains (losses) arising before reclassifications	(24,448)	(664)	(80)	(25,192)
Reclassifications to net income of previously deferred (gains) losses	—	(373)	(19,765)	(20,138)
Net other comprehensive income (loss)	(24,448)	(1,037)	(19,845)	(45,330)
Income taxes	—	243	(3,712)	(3,469)
<b>Balance, December 2024</b>	\$ (115,505)	\$ 2,119	\$ (3,264)	\$ (116,650)
Other comprehensive income (loss) due to gains (losses) arising before reclassifications	40,508	995	1,273	42,776
Reclassifications to net income of previously deferred (gains) losses	—	(136)	969	833
Net other comprehensive income (loss)	40,508	859	2,242	43,609
Income taxes	—	(227)	5,725	5,498
<b>Balance, December 2025</b>	\$ (74,997)	\$ 2,751	\$ 4,703	\$ (67,543)

The following table presents reclassifications out of AOCL:

(In thousands)	Details About Accumulated Other Comprehensive Loss Reclassifications	Affected Line Item in the Financial Statements	Year Ended December		
			2025	2024	2023
	Defined benefit pension plans:				
	Net change in deferred losses during the period	Selling, general and administrative expenses	\$ 136	\$ 373	\$ 187
	Pension curtailment gains	Other expense, net	\$ —	\$ —	\$ —
	Total before tax		136	373	187
	Income taxes	Income taxes	(34)	(93)	(47)
	Net of tax		102	280	140
	Gains (losses) on derivative financial instruments:				
	Foreign currency exchange contracts	Net revenues	\$ (1,409)	\$ (2,019)	\$ (219)
	Foreign currency exchange contracts	Cost of goods sold	(3,287)	17,476	23,588
	Foreign currency exchange contracts	Other expense, net	47	361	527
	Interest rate swap agreements	Interest expense	3,680	3,947	9,933
	Total before tax		(969)	19,765	33,829
	Income taxes	Income taxes	(1,080)	(1,012)	(3,541)
	Net of tax		(2,049)	18,753	30,288
	<b>Total reclassifications for the period, net of tax</b>		<b>\$ (1,947)</b>	<b>\$ 19,033</b>	<b>\$ 30,428</b>

**NOTE 18 — STOCK-BASED COMPENSATION**

**Description of Plans**

Pursuant to the Kontoor Brands, Inc. 2019 Stock Compensation Plan (the "2019 Plan"), the Company is authorized to grant equity-based awards to officers, key employees and nonemployee members of the Board of Directors in the form of options, time-based restricted stock units ("RSUs"), performance-based restricted stock units ("PRsUs") and restricted stock awards ("RSAs"). The 2019 Plan also provided for the issuance of replacement grants related to the conversion of VF Corporation ("VF") awards for employees that transferred from VF to the Company (defined below as "Converted Awards"). A maximum of 7.5 million shares of Common Stock, plus shares subject to Converted Awards, may be issued under the 2019 Plan. As of December 2025, 3.0 million shares remained available for future grants. Shares distributed under the 2019 Plan are issued from Kontoor's authorized but unissued Common Stock. The Company has stock repurchase programs, as discussed in Note 17 to the Company's financial statements in this Form 10-K, which allow us to purchase shares on the open market to offset outstanding share dilution caused by awards under equity compensation programs.

Substantially all of the Company's outstanding awards are classified as equity awards, which are accounted for within "equity" in the Company's balance sheets. Compensation cost for all awards expected to vest is recognized over the shorter of the requisite service period or the vesting period, including accelerated recognition for retirement-eligible employees. Awards that do not vest are forfeited.

**Conversion at Separation**

We completed a spin-off transaction from VF on May 22, 2019 (the "Separation") and began to trade as a standalone public company on May 23, 2019. Prior to the Separation, certain Company employees participated in the VF amended and restated 1996 Stock Compensation Plan (the "VF Plan"). In accordance with the terms of the Separation, share-based awards granted to Company employees under the VF Plan were converted at the time of Separation to options, RSUs, PRsUs and RSAs totaling approximately 2.4 million shares of Kontoor Common Stock (the "Converted Awards"). Certain stock option and PRSU awards were retained by VF and settled in accordance with their original terms under the VF Plan.

**Stock-based Compensation Expense**

The following table presents total stock-based compensation expense and the associated income tax benefits recognized in the statements of operations for all awards:

(In thousands)	Year Ended December		
	2025	2024	2023
Stock-based compensation expense	\$ 39,077	\$ 26,585	\$ 16,725
Income tax benefits	3,645	2,777	1,960

There were no material amounts of stock-based compensation costs included in inventory at December 2025, December 2024 and December 2023.

At December 2025, there was \$13.9 million of total unrecognized compensation cost related to all stock-based compensation arrangements that will be recognized over a weighted average period of approximately 1.2 years.

During 2025, 157,310 shares were withheld to settle employee tax withholding related to vesting of awards.

**Restricted Stock Units**

Kontoor grants RSUs to certain key employees and nonemployee members of the Board of Directors. Each employee RSU entitles the holder to one share of Kontoor Common Stock and typically vests over a three-year period. Each RSU granted to a nonemployee member of the Board of Directors vests upon grant and will be settled in one share of Kontoor Common Stock one year from the date of grant. In connection with the Acquisition, the Company granted RSUs to certain Helly Hansen employees. Each Helly Hansen employee RSU entitles the holder to one share of Kontoor Common Stock and vests over a two-year period.

Kontoor also grants PRsUs that enable employees to receive shares of Kontoor Common Stock. Each PRSU has a potential final payout ranging from zero to two shares of Kontoor Common Stock. The number of shares earned by participants, if any, is based on achievement of performance goals as set by the Talent and Compensation Committee of the Board of Directors. The performance goals are set for a three-year period. Shares earned will be issued to participants following the conclusion of their final performance period. Compensation expense for all PRsUs expected to vest is recognized over the shorter of the requisite service period or the vesting period, including accelerated recognition for retirement-eligible employees, when attainment of the performance goal is deemed probable.

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For PRSUs, the actual number of shares earned may also be adjusted upward or downward by up to 25% of the target award based on how Kontoor's total shareholder return ("TSR") over a three-year period compares to the TSR for companies included in a company-selected peer group. The TSR-based adjustment is valued as a separate award using a Monte Carlo simulation technique that incorporates option-pricing model inputs. The fair value was \$4.59, \$5.73 and \$6.59 per share for 2025, 2024 and 2023, respectively.

Dividend equivalents on the RSUs and PRSUs accumulate during the vesting period, are payable in additional shares of Kontoor Common Stock when the RSUs and PRSUs vest and are subject to the same risk of forfeiture as the RSUs and PRSUs.

The grant date fair value of RSUs and PRSUs is equal to the per share fair market value of the underlying Kontoor Common Stock on each grant date.

The following table presents PRSU and RSU activity from December 2024 to December 2025:

	Performance-based		Nonperformance-based	
	Number Outstanding	Weighted Average Grant Date Fair Value	Number Outstanding	Weighted Average Grant Date Fair Value
<b>Outstanding at December 2024</b>	<b>760,769</b>	<b>\$ 48.34</b>	<b>463,021</b>	<b>\$ 54.31</b>
Granted <sup>(1)</sup>	164,828	66.44	274,207	65.51
Issued as Common Stock	(171,809)	40.25	(259,014)	50.77
Forfeited/canceled	(130,385)	42.53	(16,297)	60.70
<b>Outstanding at December 2025</b>	<b>623,403</b>	<b>\$ 56.57</b>	<b>461,917</b>	<b>\$ 62.72</b>
<b>Vested at December 2025</b>	<b>286,945</b>	<b>\$ 47.75</b>	<b>19,436</b>	<b>\$ —</b>

<sup>(1)</sup> Includes new awards granted during the year and dividend equivalents for both PRSUs and RSUs, as well as changes due to finalization of performance and market condition achievement for PRSUs. Weighted average grant date fair value of the PRSU awards is based on the grant date value with the TSR-based adjustment being separately valued as disclosed above.

The weighted average fair value of PRSUs granted during the years ended December 2025 and December 2024 was \$66.44 and \$57.54 per share, respectively, which was equal to the fair market value of the underlying Kontoor Common Stock on each grant date.

The weighted average fair value of RSUs granted during the years ended December 2025 and December 2024 was \$65.51 and \$63.19 per share, respectively, which was equal to the fair market value of the underlying Kontoor Common Stock on each grant date.

**Stock Options**

Prior to the Separation, VF granted stock options to employees that transferred from VF to the Company with the Separation. All employee stock options were included in the Converted Awards as discussed above except for retirement eligible employees, whose options remained with VF. The adjusted exercise price and outstanding quantities of the Converted Awards are included in the table below and no new stock options have been granted by the Company subsequent to the Separation.

Employee stock options vested in equal annual installments over three years, and compensation cost was recognized ratably over the shorter of the requisite service period or the vesting period, including accelerated recognition for retirement-eligible employees. All options have ten-year terms.

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The following table presents stock option activity for the year ended December 2025:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (In thousands)
<b>Outstanding at December 2024</b>	303,490	\$ 24.17	2.1	\$ 18,519
Exercised	(25,356)	29.07		
<b>Outstanding at December 2025</b>	278,134	\$ 23.72	1.2	\$ 10,507
<b>Exercisable at December 2025</b>	278,134	\$ 23.72	1.2	\$ 10,507

All stock options were vested as of December 2022. The total intrinsic value of stock options exercised during 2025 and 2024 was \$1.4 million and \$22.6 million, respectively.

**NOTE 19 — INCOME TAXES**

The following table presents income before income taxes used to calculate the provision for income taxes:

(In thousands)	Year Ended December		
	2025	2024	2023
Domestic	\$ 104,272	\$ 153,220	\$ 128,026
Foreign	188,989	148,203	143,873
<b>Income before income taxes</b>	<b>\$ 293,261</b>	<b>\$ 301,423</b>	<b>\$ 271,899</b>

The following table presents components of the provision for income taxes:

(In thousands)	Year Ended December		
	2025	2024	2023
<b>Current:</b>			
Federal	\$ 11,748	\$ 44,248	\$ 26,290
Foreign	24,548	12,793	16,950
State	5,354	5,286	1,415
Total current income taxes	41,650	62,327	44,655
<b>Deferred:</b>			
Federal and state	17,071	(6,838)	6,848
Foreign	12,499	132	(10,598)
Total deferred income taxes	29,570	(6,706)	(3,750)
<b>Total provision for income taxes</b>	<b>\$ 71,220</b>	<b>\$ 55,621</b>	<b>\$ 40,905</b>

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A reconciliation of the U.S. federal statutory income tax rate to our effective tax rate for the year ended December 2025 is as follows:

(In thousands)	Year Ended December 2025	
	Total	%
Earnings from continuing operations, before income tax expense	\$ 293,261	
<b>U.S. Federal Statutory Tax Rate</b>	61,585	21.0 %
State and Local Income Taxes <sup>1</sup>	3,586	1.2 %
<b>Federal</b>		
<b>Effect of Cross-Border Tax Laws</b>		
Global intangible low-taxed income, net of credits	4,659	1.6 %
Subpart F income, net of credits	4,606	1.6 %
Other foreign tax credits	(5,105)	(1.7)%
Other	712	0.2 %
<b>Nontaxable or Nondeductible Items</b>		
Employee Compensation	4,678	1.6 %
Transaction costs	3,039	1.0 %
Other	517	0.2 %
<b>Tax Credits</b>	(1,706)	(0.6)%
<b>Other Adjustments</b>	(343)	(0.1)%
<b>Foreign Tax Effects</b>		
<b>China</b>		
Changes in Valuation Allowances	4,177	1.4 %
Other	(773)	(0.3)%
<b>Hong Kong</b>		
Effect of Rates Different than Statutory	(3,213)	(1.1)%
Statutorily exempt income	(8,344)	(2.8)%
Nondeductible items	4,453	1.5 %
<b>Panama</b>		
Effect of Rates Different than Statutory	(9,288)	(3.2)%
<b>Other Foreign Jurisdictions</b>	9,366	3.2 %
<b>Changes in Unrecognized Tax Benefits</b>	(1,386)	(0.5)%
<b>Income Tax Expense</b>	<b>\$ 71,220</b>	<b>24.3 %</b>

<sup>(1)</sup> The state and local jurisdictions that contribute to the majority (greater than 50%) of the tax effect in this category include California, Texas, and Virginia for 2025.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

The following table presents a reconciliation of the differences between income taxes computed by applying the statutory federal income tax rate and "income taxes" recorded in the Company's statements of operations for the years ended December 2024 and 2023, respectively:

(In thousands)	2024		2023	
Tax at federal statutory rate	\$	63,299	\$	57,099
State income tax, net of federal tax benefit		3,677		2,614
Foreign rate differences		(22,860)		(20,354)
Employee compensation		2,169		1,216
Change in valuation allowance		3,165		(5,089)
Global intangible low-tax income ("GILTI")		8,674		5,518
Other		(2,503)		(99)
<b>Income taxes</b>	<b>\$</b>	<b>55,621</b>	<b>\$</b>	<b>40,905</b>

Foreign rate differences include tax benefits of \$8.3 million, \$7.2 million and \$5.4 million in 2025, 2024 and 2023, respectively, from statutorily exempt foreign income.

During the year ended December 2023, the Company was granted local income tax credits in a foreign jurisdiction totaling \$65.5 million that will expire in 2031. A full valuation allowance was recorded against these tax credits in the Company's financial statements and has been presented net in the table above.

The following table summarizes income taxes paid (net of refunds) exceeding 5 percent of total income taxes paid (net of refunds) in the following jurisdictions:

(In thousands)	Year Ended December	
	2025	
U.S. Federal	\$	33,000
U.S. States and Local		5,132
Foreign		
Hong Kong		11,621
Switzerland		4,885
Mexico		4,457
Other		8,238
<b>Total Foreign</b>		<b>29,201</b>
<b>Total income taxes paid (net of refunds)</b>	<b>\$</b>	<b>67,333</b>

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

The following table presents the components of "deferred income tax assets" and "deferred income tax liabilities" recorded in the Company's balance sheets:

(In thousands)	December 2025	December 2024
<b>Deferred income tax assets:</b>		
Inventories	\$ 19,256	\$ 9,209
Deferred compensation	11,414	11,133
Other employee benefits	11,081	10,425
Stock-based compensation	5,307	3,837
Limited interest carryforwards	13,342	—
Other accrued expenses	25,113	9,750
Intangible assets	20,122	28,840
Leases	12,976	12,059
Operating loss carryforwards	52,171	33,275
Tax credit carryforwards	71,032	65,563
Gross deferred income tax assets	241,814	184,091
Less: valuation allowance	(128,686)	(82,565)
Net deferred income tax assets	113,128	101,526
<b>Deferred income tax liabilities:</b>		
Leases	11,368	11,423
Depreciation	16,027	17,102
Intangible assets	101,729	—
Taxes on unremitted earnings	2,649	2,658
Deferred income tax liabilities	131,773	31,183
<b>Total net deferred income tax assets (liabilities)</b>	<b>\$ (18,645)</b>	<b>\$ 70,343</b>
Amounts included in the balance sheets:		
Deferred income tax assets	\$ 74,515	\$ 76,065
Deferred income tax liabilities	(93,160)	(5,722)
	<b>\$ (18,645)</b>	<b>\$ 70,343</b>

At the end of 2025, the Company is not asserting indefinite reinvestment with regard to short-term liquid assets of its foreign subsidiaries. All other foreign earnings, including basis differences of certain foreign subsidiaries, continue to be considered indefinitely reinvested. The Company has determined the unrecorded deferred tax liability on its indefinitely reinvested foreign earnings is approximately \$0.9 million, primarily related to withholding taxes.

The Company has \$69.5 million of local income tax credit carryforwards in a foreign jurisdiction that will expire in 2033, as well as \$44.4 million of potential tax benefits for foreign operating loss and tax credit carryforwards, \$23.1 million of which will expire between 2026 and 2035. In addition, there are potential tax benefits for domestic operating loss and foreign tax credit carryforwards of \$2.7 million that will expire between 2027 and 2035, as well as \$6.6 million of potential tax benefits for state operating loss and credit carryforwards, \$5.4 million of which expire between 2026 and 2044.

A valuation allowance has been provided where it is more likely than not that deferred tax assets related to operating loss and tax credit carryforwards will not be realized. Valuation allowances totaled \$69.5 million for local income tax credit carryforwards in a foreign jurisdiction, \$34.7 million for foreign operating loss and tax credit carryforwards and \$16.2 million for other foreign deferred income tax assets. In addition, there are valuation allowances of \$2.7 million for domestic operating loss and foreign tax credit carryforwards, \$1.4 million for other domestic deferred income taxes assets, as well as \$4.2 million for state operating loss and credit carryforwards.

During 2025, the Company recorded an \$8.5 million increase in valuation allowances related to local income tax credits due to the impact of foreign currency effects. In addition, the Company recorded tax expense of \$3.3 million due to a net increase in valuation allowances related to current year foreign operating losses and other deferred income tax assets, inclusive of foreign currency effects. The Company also recorded tax expense of \$0.7 million due to an allowance booked against federal deferred income taxes, partially offset with a tax benefit due to a \$0.4 million decrease in valuation allowances related to state operating loss and credit carryforwards as well as other state deferred income tax assets. Additionally, the Company recorded a \$34.0 million increase in valuation allowance through purchase accounting.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

The following table presents a reconciliation of the change in the accrual for unrecognized income tax benefits:

(In thousands)	Unrecognized Income Tax Benefits	Accrued Interest and Penalties	Unrecognized Income Tax Benefits Including Interest and Penalties
<b>Balance, December 2022</b>	\$ 12,602	\$ 5,818	\$ 18,420
Additions for current year tax positions	248	—	248
Additions for prior year tax positions	79	931	1,010
Reductions for prior year tax positions	(345)	(140)	(485)
Reductions due to statute expirations	(2,249)	(296)	(2,545)
<b>Balance, December 2023</b>	<b>10,335</b>	<b>6,313</b>	<b>16,648</b>
Additions for current year tax positions	245	—	245
Additions for prior year tax positions	169	857	1,026
Reductions due to statute expirations	(1,775)	(888)	(2,663)
<b>Balance, December 2024</b>	<b>8,974</b>	<b>6,282</b>	<b>15,256</b>
Additions for current year tax positions	248	—	248
Additions for prior year tax positions	10	722	732
Additions for current year acquisitions	3,208	—	3,208
Reductions for prior year tax positions	(1,935)	(381)	(2,316)
Reductions due to statute expirations	23	8	31
<b>Balance, December 2025</b>	<b>\$ 10,528</b>	<b>\$ 6,631</b>	<b>\$ 17,159</b>

(In thousands)	December 2025	December 2024
Amounts included in the balance sheets:		
Unrecognized income tax benefits, including interest and penalties	\$ 17,159	\$ 15,256
Less: deferred tax benefits	(2,807)	(2,726)
<b>Total unrecognized tax benefits</b>	<b>\$ 14,352</b>	<b>\$ 12,530</b>

The unrecognized tax benefits of \$14.4 million at the end of 2025, if recognized, would reduce tax expense and the annual effective tax rate.

The Company files a consolidated U.S. federal income tax return, as well as separate and combined income tax returns in numerous state and international jurisdictions. In the U.S., the IRS examinations for tax years through 2023 have been effectively settled. In addition, the Company is currently subject to examination by various state and international tax authorities. Management regularly assesses the potential outcomes of both ongoing and future examinations for the current and prior years and has concluded that the Company's provision for income taxes is adequate. The outcome of any one examination is not expected to have a material impact on the Company's financial statements.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

**NOTE 20 — EARNINGS PER SHARE**

The calculations of basic and diluted earnings per share ("EPS") are based on net income divided by the basic weighted average number of common shares and diluted weighted average number of common shares outstanding, respectively.

The following table presents the calculations of basic and diluted EPS:

	Year Ended December		
	2025	2024	2023
<small>(In thousands, except per share amounts)</small>			
Net income	\$ 227,452	\$ 245,802	\$ 230,994
Basic weighted average shares outstanding	55,500	55,549	55,961
Dilutive effect of stock-based awards	608	772	970
Diluted weighted average shares outstanding	56,108	56,321	56,931
<b>Earnings per share:</b>			
Basic earnings per share	\$ 4.10	\$ 4.42	\$ 4.13
Diluted earnings per share	\$ 4.05	\$ 4.36	\$ 4.06

For the years ended December 2025, December 2024 and December 2023, an immaterial number of shares were excluded from the dilutive earnings per share calculations because the effect of their inclusion would have been anti-dilutive.

For the years ended December 2025, December 2024 and December 2023, a total of 0.5 million, 0.6 million and 0.6 million shares of PRSUs, respectively, were excluded from the calculations of diluted earnings per share as the units were not considered to be contingent outstanding shares.

**NOTE 21 — LEASES**

The following table presents lease-related assets and liabilities recorded in the Company's balance sheets:

<small>(In thousands)</small>	December 2025	December 2024
<b>Assets</b>		
Operating lease assets, noncurrent <sup>(a)</sup>	\$ 141,579	\$ 47,171
<b>Total lease assets</b>	<b>\$ 141,579</b>	<b>\$ 47,171</b>
<b>Liabilities</b>		
Operating lease liabilities, current <sup>(b)</sup>	\$ 33,663	\$ 20,890
Operating lease liabilities, noncurrent <sup>(c)</sup>	116,877	29,955
<b>Total lease liabilities</b>	<b>\$ 150,540</b>	<b>\$ 50,845</b>
<b>Weighted-average remaining lease term (in years)</b>		
Operating leases	5.42	4.00
<b>Weighted-average discount rate</b>		
Operating leases	5.80 %	5.76 %

<sup>(a)</sup> "Operating lease assets, noncurrent" at December 2025 includes \$85.8 million related to Helly Hansen.

<sup>(b)</sup> "Operating lease liabilities, current" at December 2025 includes \$14.2 million related to Helly Hansen.

<sup>(c)</sup> "Operating lease liabilities, noncurrent" at December 2025 includes \$77.2 million related to Helly Hansen.

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

**Lease costs**

The following table presents certain information related to lease costs for operating leases:

(In thousands)	Year Ended December		
	2025	2024	2023
Operating lease costs <sup>(a)</sup>	\$ 44,326	\$ 29,163	\$ 31,543
Short-term lease costs (excluding leases of one month or less)	733	558	603
Variable lease costs	5,898	4,929	4,070
<b>Total lease costs</b>	<b>\$ 50,957</b>	<b>\$ 34,650</b>	<b>\$ 36,216</b>

<sup>(a)</sup> "Operating lease costs" for the year ended December 2025 include \$13.9 million related to Helly Hansen.

**Other information**

The following table presents supplemental cash flow and non-cash information related to operating leases:

(In thousands)	Year Ended December		
	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities - operating cash flows	\$ 43,276	\$ 33,037	\$ 31,457
Right-of-use operating lease assets obtained in exchange for new operating lease liabilities - non-cash activity <sup>(a)</sup>	\$ 114,426	\$ 7,891	\$ 14,964

<sup>(a)</sup> Includes \$96.6 million related to the right-of-use operating lease assets obtained in the Acquisition on May 31, 2025

The following table presents future maturities of operating lease liabilities as of December 2025:

(In thousands)	Lease Obligations	
2026	\$	43,665
2027		35,693
2028		26,871
2029		24,165
2030		21,014
Thereafter		31,124
<b>Total future minimum lease payments</b>		<b>182,532</b>
Less: amounts related to imputed interest		(31,992)
<b>Present value of future minimum lease payments</b>		<b>150,540</b>
Less: operating lease liabilities, current		(33,663)
<b>Operating lease liabilities, noncurrent</b>	<b>\$</b>	<b>116,877</b>

As of December 2025, the Company had not entered into any operating lease arrangements that had not yet commenced. The Company continuously monitors lease contracts and may negotiate amendments that include extensions or modifications to existing leases.

Refer to Note 15 to the Company's financial statements in this Form 10-K for additional information on the related fair value measurements.

**NOTE 22 — COMMITMENTS**

The Company is obligated under noncancelable operating leases. Refer to Note 21 to the Company's financial statements in this Form 10-K for additional information related to future lease payments.

The Company has entered into licensing agreements that provide the Company rights to market products under trademarks owned by other parties. Royalties under these agreements are recognized within "cost of goods sold" in the statements of operations. Certain of these agreements contain minimum royalty and minimum advertising requirements. As of December 2025, future minimum

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

royalty payments, including any required advertising payments, are \$2.2 million, \$1.4 million, \$1.2 million, \$0.1 million and \$0.1 million for 2026 through 2030, respectively. There are currently \$0.2 million in contractual payments due beyond 2030.

In the ordinary course of business, the Company has entered into purchase commitments for raw materials, contract production and finished products. As of December 2025, these agreements will require total payments of \$576.1 million, \$1.6 million, \$1.6 million and \$0.4 million for 2026 through 2029, respectively.

The Company has entered into commitments for (i) service and maintenance agreements related to management information systems, (ii) capital spending and (iii) advertising. As of December 2025, future payments under these agreements are \$38.1 million, \$21.1 million, \$11.3 million, \$2.7 million and \$1.6 million for 2026 through 2030, respectively. There are currently \$0.9 million in contractual payments due beyond 2030.

Surety bonds, customs bonds, standby letters of credit and international bank guarantees, all of which represent contingent guarantees of performance under self-insurance and other programs, totaled \$52.6 million as of December 2025. These commitments would only be drawn upon if the Company were to fail to meet related claims or other obligations.

**NOTE 23 — RESTRUCTURING**

Restructuring charges relate to costs associated with exit or disposal activities. In 2025, the Company incurred charges of \$43.5 million primarily related to the decision to close a portion of our manufacturing facilities, resulting in severance and employee-related charges and asset impairments. The Company also incurred other restructuring charges related to business optimization activities related to Project Jeanius. In 2024, the Company incurred restructuring charges related to actions to streamline and transfer select production within our internal manufacturing network and other business optimization activities. In 2023, the Company took actions to drive efficiencies in our operations, which included reducing our global workforce and streamlining and transferring select production within our internal manufacturing network.

The following table presents the restructuring costs included in the Company's statements of operations:

(In thousands)	Year Ended December		
	2025	2024	2023
Cost of goods sold	\$ 45,609	\$ 15,387	\$ 5,780
Selling, general and administrative expenses	8,678	1,801	5,689
<b>Total</b>	<b>\$ 54,287</b>	<b>\$ 17,188</b>	<b>\$ 11,469</b>

The following table presents the components of restructuring charges:

(In thousands)	Year Ended December		
	2025	2024	2023
Severance and employee-related benefits	\$ 40,808	\$ 4,557	\$ 7,223
Asset impairments	4,722	3,603	3,064
Inventory write-downs	760	4,310	—
Other	7,997	4,718	1,182
<b>Total restructuring charges</b>	<b>\$ 54,287</b>	<b>\$ 17,188</b>	<b>\$ 11,469</b>

The following table presents the restructuring costs by business segment:

(In thousands)	Year Ended December		
	2025	2024	2023
Wrangler	\$ 2,177	\$ 15,080	\$ 4,564
Lee	—	40	43
Corporate and other	52,110	2,068	6,862
<b>Total</b>	<b>\$ 54,287</b>	<b>\$ 17,188</b>	<b>\$ 11,469</b>

**KONTOOR BRANDS, INC.**  
Notes to Consolidated Financial Statements

The following table presents activity in the restructuring accrual, primarily related to severance and employee-related benefits, for the years ended December 2025 and December 2024:

(In thousands)

<b>Accrual at December 2023</b>	<b>\$</b>	<b>827</b>
Charges <sup>(a)</sup>		7,717
Cash payments		(6,323)
Adjustments to accruals		(318)
Currency translation		(8)
<b>Accrual at December 2024</b>	<b>\$</b>	<b>1,895</b>
Charges <sup>(a)</sup>		46,493
Cash payments		(39,517)
Adjustments to accruals		(398)
Currency translation		43
<b>Accrual at December 2025</b>	<b>\$</b>	<b>8,516</b>

<sup>(a)</sup> The Company also recorded approximately \$7.8 million and \$9.5 million of non-cash and other charges for 2025 and 2024, respectively.

Of the \$8.5 million total restructuring accrual reported in the Company's balance sheet at December 2025, \$8.3 million is expected to be paid out within the next 12 months and was classified within "accrued and other current liabilities," and the remaining \$0.2 million was classified within "other liabilities." Of the \$1.9 million total restructuring accrual reported in the Company's balance sheet at December 2024, \$1.8 million was classified within "accrued and other current liabilities," and the remaining \$0.1 million was classified within "other liabilities."

#### **NOTE 24 — SUBSEQUENT EVENTS**

##### ***Dividend***

On February 12, 2026, the Board of Directors declared a regular quarterly cash dividend of \$0.53 per share of the Company's Common Stock. The cash dividend will be payable on March 20, 2026, to shareholders of record at the close of business on March 10, 2026.

On March 3, 2026, the Company completed a sale of the *Rock & Republic*<sup>®</sup> brand and associated business.

Schedule II — Valuation and Qualifying Accounts

Description	Balance at Beginning of Period	ADDITIONS		Deductions	Balance at End of Period
		Charged to Costs and Expenses	Charged to Other Accounts		
<small>(In thousands)</small>					
<b>Year ended December 2023</b>					
Allowance for doubtful accounts <sup>(a)</sup>	\$ 9,918	(807)	—	1,896	\$ 7,215
Valuation allowance for deferred income tax assets <sup>(b)</sup>	\$ 25,799	(5,089)	65,503	—	\$ 86,213
<b>Year ended December 2024</b>					
Allowance for doubtful accounts <sup>(a)</sup>	\$ 7,215	670	—	1,447	\$ 6,438
Valuation allowance for deferred income tax assets <sup>(b)</sup>	\$ 86,213	3,165	(6,813)	—	\$ 82,565
<b>Year ended December 2025</b>					
Allowance for doubtful accounts <sup>(a)</sup>	\$ 6,438	1,338	—	1,634	\$ 6,142
Valuation allowance for deferred income tax assets <sup>(b)</sup>	\$ 82,565	3,578	42,543	—	\$ 128,686

<sup>(a)</sup> Deductions include accounts written off, net of recoveries, and the effects of foreign currency translation.

<sup>(b)</sup> Amounts charged to costs and expenses relate to circumstances where it is more likely than not that deferred income tax assets will not be realized as well as the effects of foreign currency translation.

# STOCK INFORMATION

## Common Stock

Listed on the New York Stock Exchange—trading symbol KTB.

## Shareholders of Record

As of the close of business on the record date, February 12, 2026, there were 2,118 shareholders of record.

## Dividend Policy

Quarterly dividends of Kontoor Brands Common Stock, when declared, are paid on or about the 20<sup>th</sup> day of March, June, September and December.

## Dividend Direct Deposit

Shareholders may have their dividends deposited into their savings or checking account at any bank that is a member of the Automated Clearing House system. Questions concerning this service should be directed to Computershare Trust Company, N.A., at [www.computershare.com/investor](http://www.computershare.com/investor).

## Dividend Reinvestment Plan

The Plan is offered to shareholders by Computershare Trust Company, N.A. The Plan provides for automatic dividend reinvestment and voluntary cash contributions for the purchase of additional shares of Kontoor Brands Common Stock. Questions concerning general Plan information should be directed to the Office of the Executive Vice President, Chief Legal Officer & Secretary of Kontoor Brands, Inc.

## Transfer Agent and Registrar

Communications concerning shareholder address changes, stock transfers, changes of ownership, lost stock certificates, payment of dividends, dividend check replacements, duplicate mailings or other account services should be directed to the following:

## Mailing Addresses

*Shareholder correspondence should be mailed to:*

Computershare  
P.O. Box 43006  
Providence, RI 02940-3006

*Overnight correspondence should be sent to:*

Computershare  
150 Royall Street  
Suite 101  
Canton, MA 02021

## Shareholder Online Inquiries

[www-us.computershare.com/investor/contact](http://www-us.computershare.com/investor/contact)

# CORPORATE INFORMATION

## Corporate Office and Mailing Address

Kontoor Brands World Headquarters  
400 North Elm Street  
Greensboro, NC 27401

Telephone: 336.332.3400

## Kontoor Brands Contacts

### Julia Burge

Senior Director, Corporate Communications

### Michael Karapetian

Vice President, Corporate Development,  
Strategy and Investor Relations

## Forward-Looking Statements

The Kontoor Brands 2025 Annual Report to Shareholders contains forward-looking statements as defined by federal securities laws. Important factors that could cause future results to differ materially from those projected in the forward-looking statements are discussed within Part 1 of Kontoor Brands, Inc. 2025 Form 10-K.

## Kontoor Brands Website

[www.KontoorBrands.com](http://www.KontoorBrands.com)

## Shareholder Website

[www-us.computershare.com/investor](http://www-us.computershare.com/investor)

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## KONTOOR™

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Greensboro, NC 27401

For additional information, visit  
[KontoorBrands.com](http://KontoorBrands.com)



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