

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 31, 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 001-36107



BURLINGTON STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)
2006 Route 130 North
Burlington, New Jersey
(Address of Principal Executive Offices)

80-0895227
(I.R.S. Employer
Identification No.)

08016
(Zip Code)

(609) 387-7800

(Registrant's telephone number, including area code)

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

Title of each class
Common Stock, par value \$0.0001 per share

Trading Symbol(s)
BURL

Name of each exchange on which registered
New York Stock Exchange

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

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller 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 Act). Yes ☐ No ☒

The aggregate market value of the common stock held by non-affiliates of the registrant on August 2, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was \$17,151,432,284. The aggregate market value was computed by reference to the closing price of the common stock on such date.

As of February 28, 2026, there were 62,687,426 shares of common stock of the registrant outstanding.

Documents Incorporated By Reference:

Certain provisions of the registrant's definitive proxy statement for the 2026 Annual Meeting of Stockholders, to be filed within 120 days of the close of the registrant's 2025 fiscal year, are incorporated by reference in Part III of this Form 10-K to the extent described herein.

Auditor Firm Id: 34

Auditor Name: Deloitte & Touche LLP

Auditor Location: Morristown, New Jersey

BURLINGTON STORES, INC.
INDEX TO REPORT ON FORM 10-K

FOR THE FISCAL YEAR ENDED JANUARY 31, 2026

	<u>PAGE</u>
 <u>PART I.</u>	
Item 1. <u>Business</u>	1
Item 1A. <u>Risk Factors</u>	6
Item 1B. <u>Unresolved Staff Comments</u>	18
Item 1C. <u>Cybersecurity</u>	18
Item 2. <u>Properties</u>	19
Item 3. <u>Legal Proceedings</u>	20
Item 4. <u>Mine Safety Disclosures</u>	20
 <u>PART II.</u>	
Item 5. <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	21
Item 6. <u>Reserved</u>	23
Item 7. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	24
Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	39
Item 8. <u>Financial Statements and Supplementary Data</u>	41
Item 9. <u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	78
Item 9A. <u>Controls and Procedures</u>	78
Item 9B. <u>Other Information</u>	80
Item 9C. <u>Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</u>	81
 <u>PART III.</u>	
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>	81
Item 11. <u>Executive Compensation</u>	81
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	81
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	81
Item 14. <u>Principal Accountant Fees and Services</u>	81
 <u>PART IV.</u>	
Item 15. <u>Exhibits and Financial Statement Schedules</u>	82
Item 16. <u>Form 10-K Summary</u>	88
<u>SIGNATURES</u>	89

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about us, the industry in which we operate and other matters, as well as management's beliefs and assumptions. For example, when we use words such as "projects," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "should," "would," "could," "will," "opportunity," "potential" or "may," variations of such words or other words that convey uncertainty of future events or outcomes, or make any other statement that is not a historical fact, we are making "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These forward-looking statements may relate to such matters as future impacts of current macroeconomic conditions, our future actions, including expected store openings and closings, ongoing strategic initiatives and the intended results of those initiatives, future performance or results, anticipated sales, expenses and interest rates, the effect of the adoption of recent or future accounting pronouncements and the outcome of contingencies such as legal proceedings. Our forward-looking statements are subject to risks and uncertainties. Actual events or results may differ materially from the events or results anticipated in these forward-looking statements as a result of a variety of factors, including each of the factors discussed in Item 1A, Risk Factors as well as risks and uncertainties discussed elsewhere in this Annual Report. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual future events or results. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this Annual Report might not occur. In addition, as a result of these and other factors, our past financial performance should not be relied on as an indication of future performance. The cautionary statements referred to in this section also should be considered in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf. We do not undertake to publicly update or revise our forward-looking statements, except as required by law, even if experience or future changes make it clear that any projected results expressed or implied in such statements will not be realized. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

PART I

Item 1. Business Overview

We are a nationally recognized off-price retailer of high-quality, branded merchandise at everyday low prices. We opened our first store in Burlington, New Jersey in 1972, selling primarily coats and outerwear. Since then, we have expanded our store base to 1,212 stores as of January 31, 2026, in 46 states, Washington D.C. and Puerto Rico. We have diversified our product categories by offering an extensive selection of in-season, fashion-focused merchandise at up to 60% off other retailers' prices, including: women's ready-to-wear apparel, menswear, youth apparel, baby, beauty, footwear, accessories, home, toys, gifts and coats.

We continue to focus on several ongoing strategic initiatives aimed at operating with flexibility, responsiveness, and efficiency in everything we do, while delivering great value to our customers through continued improvement in the execution of our off-price model. These initiatives include, but are not limited to, those discussed under "Ongoing Initiatives for Fiscal 2026" in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

As used in this Annual Report, the terms "Company," "we," "us," or "our" refer to Burlington Stores, Inc. and all of its subsidiaries.

Fiscal Year End

We define our fiscal year as the 52- or 53-week period ending on the Saturday closest to January 31. This Annual Report covers the 52-week fiscal year ended January 31, 2026 (Fiscal 2025), the 52-week fiscal year ended February 1, 2025 (Fiscal 2024), and the 53-week fiscal year ended February 3, 2024 (Fiscal 2023).

Our Stores

Over 99% of our net sales are derived from stores we operate as Burlington Stores. We believe that our customers are attracted to our stores principally by the availability of a large assortment of first-quality, current, brand-name merchandise at everyday low prices.

Burlington Stores offer customers a complete line of merchandise. Our broad selection provides a wide range of apparel, accessories and furnishings for all ages. Our strategy to chase the sales trend allows us the flexibility to purchase less pre-season merchandise with the balance purchased in-season and opportunistically. It also provides us with the flexibility to shift purchases between suppliers and categories and to react to changes in the marketplace in real time. This enables us to obtain better terms with

our suppliers, which we expect to help offset any rising costs of goods. Furthermore, we believe the “treasure hunt” nature of the off-price buying experience drives frequent visits to our stores.

Our store base is geographically diversified with stores located in 46 states, Washington D.C. and Puerto Rico as set forth below:

State	Number of Stores	State	Number of Stores	State	Number of Stores
AK	2	KY	9	NY	74
AL	12	LA	12	OH	32
AR	8	MA	28	OK	16
AZ	30	MD	25	OR	7
CA	123	ME	2	PA	43
CO	16	MI	36	PR	28
CT	19	MN	14	RI	6
DC	1	MO	13	SC	14
DE	3	MS	4	SD	2
FL	126	NC	39	TN	19
GA	43	ND	1	TX	147
IA	5	NE	5	UT	9
ID	3	NH	6	VA	33
IL	51	NJ	55	WA	19
IN	20	NM	6	WI	17
KS	10	NV	18	WV	1

Store Expansion and Real Estate Strategy

We continue to explore expansion opportunities both within our current market areas and in other regions. We believe that our ability to find satisfactory locations for our stores is essential for the continued growth of our business. The opening of stores generally is contingent upon a number of factors, including the availability of desirable locations with suitable structures and the negotiation of acceptable lease terms.

We have a proven track record of new store expansion. Our store base has grown from 13 stores in 1980 to 1,212 stores as of January 31, 2026. Based on our smaller store prototype, as well as the ongoing opportunity presented by accelerating retail disruption and industry wide store closures, our long-term store target remains at 2,000 stores. If we identify appropriate locations, including locations that fit our smaller store prototype, we believe that we will be able to execute our growth strategy without significantly impacting our current stores. The table below shows our store openings and closings each of the last three fiscal years.

	Fiscal 2025	Fiscal 2024	Fiscal 2023
Stores (beginning of period)	1,108	1,007	927
Stores opened(a)(b)	113	116	91
Stores closed(a)	(9)	(15)	(11)
Stores (end of period)	<u>1,212</u>	<u>1,108</u>	<u>1,007</u>

- (a) Exclusive of relocations during Fiscal 2025, Fiscal 2024 and Fiscal 2023 of 18, 31 and 13 stores, respectively.
- (b) Stores opened during Fiscal 2025, Fiscal 2024 and Fiscal 2023 had an average size of approximately 28,000, 27,000 and 27,000 square feet, respectively.

The total gross square footage of all stores as of the end of Fiscal 2025, Fiscal 2024 and Fiscal 2023 was 52.8 million, 51.8 million, and 51.5 million, respectively. Of this total square footage, the area that represents the total selling square footage for all stores as of the end of Fiscal 2025, Fiscal 2024 and Fiscal 2023 was 33.9 million, 32.7 million, and 31.5 million respectively.

Distribution and Warehousing

We have six distribution centers that shipped more than 99% of merchandise units to our stores in Fiscal 2025. The remaining merchandise units are drop shipped by our vendors directly to our stores. Our three east coast distribution centers are located in Edgewater Park, New Jersey; Burlington, New Jersey; and Logan, New Jersey. Our three west coast distribution centers are located in San Bernardino, California, Redlands, California, and Riverside, California. These six distribution centers occupy an aggregate of 5,135,000 square feet, and each includes processing, shipping and storage capabilities. We also entered into a lease with a purchase option during Fiscal 2023 for an additional distribution center in Ellabell, Georgia occupying approximately 2,057,000 square feet.



The purchase option was exercised during Fiscal 2024, and the building is expected to be fully operational during Fiscal 2026. During Fiscal 2025, we purchased 178 acres of land in Buckeye, Arizona for the purpose of building a distribution center, which is expected to be operational in Fiscal 2028.

We also operate warehousing facilities to support our distribution centers. The east coast has two supporting warehouses located in Burlington, New Jersey. The west coast has three supporting warehouses located in Redlands, California, Riverside, California, and San Bernardino, California. These five warehousing facilities occupy an aggregate of 2,383,000 square feet and primarily serve as storage facilities.

	<u>Calendar Year Operational</u>	<u>Size (sq. feet)</u>	<u>Leased or Owned</u>
Distribution Centers:			
Edgewater Park, New Jersey (Route 130 South)(a)	2004	648,000	Owned
Burlington, New Jersey (Daniels Way)	2014	1,000,000	Leased
Logan, New Jersey	2022	1,029,000	Leased
San Bernardino, California (E. Mill St.)	2006	758,000	Leased
Redlands, California (Pioneer Ave.)	2014	800,000	Leased
Riverside, California (Cactus Ave.)	2021	900,000	Owned
Ellabell, Georgia	2026	2,057,000	Owned
Warehousing Facilities:			
Burlington, New Jersey (Route 130 North)(a)	1987	525,000	Owned
Burlington, New Jersey (Richards Run)	2017	511,000	Leased
Redlands, California (River Bluff Ave.)	2017	543,000	Leased
Riverside, California (Oleander Ave.)	2023	410,000	Leased
San Bernardino, California (Waterman Ave.)	2020	394,000	Leased

(a) Inclusive of corporate offices.

In addition to the distribution centers that we operate, we have arrangements with third parties for the use of pool point facilities throughout the United States, which we believe streamline and optimize our distribution network.

Customer Service

We are committed to providing our customers with an enjoyable shopping experience in stores that are clean, neat and easy to shop. Our goal is to facilitate a “treasure-hunt” experience for our customers with merchandise presentations that highlight the brands, value and diversity of selection within our frequently refreshed assortments. In training our associates, our goal is to emphasize friendly customer service and a sense of professional pride. We have and continue to streamline processes and strive to create opportunities for fast and friendly customer interactions.

Our Off-Price Sourcing and Merchandising Model

We believe that our ability to chase sales within the off-price model enables us to provide our customers with products that are nationally branded, fashionable, high quality and at a compelling value. We have an experienced team of General Merchandise Managers, Divisional Merchandise Managers and buyers that are continually focused on improving comparable store inventory turnover, inventory age and freshness of merchandise.

We continue to improve the quality of our brand portfolio, driven by the growth of our merchandising team, wide breadth of our product categories, and a vendor community increasingly committed to grow with Burlington. We carry many different brands, none of which accounted for more than 5% of our net purchases during Fiscal 2025, Fiscal 2024 or Fiscal 2023. We have no long-term purchase commitments or arrangements with any of our suppliers, and believe that we are not dependent on any one supplier. We continue to have good working relationships with our suppliers.

We have designed our merchant organization so that buyers focus primarily on buying, planners focus primarily on planning, and information systems help inform data-driven decisions for both groups. Buyers are in the market each week and focus on purchasing great products for great value. We seek to purchase a majority of our merchandise in-season. Buyers spend time interacting face-to-face with new and existing vendors and continuously evaluating trends in the market to which we believe our customers will respond positively. Our buyers use a merchant scorecard that rates products across four key attributes—fashion, quality, brand and price—to help formalize a framework for buying decisions.

Our merchandising model allows us to provide our customers with a wide breadth of product categories. Sales percentage by major product category over the last three fiscal years was as follows:

Category	Fiscal 2025	Fiscal 2024	Fiscal 2023
Ladies apparel	20%	21%	21%
Accessories and shoes	28%	27%	27%
Home	20%	20%	20%
Mens apparel	17%	17%	17%
Kids apparel and baby	12%	12%	12%
Outerwear	3%	3%	3%

Human Capital Resources

Attracting, developing and retaining top talent is key to our growth, and our success depends on cultivating an engaged and motivated workforce. Our goal is to create a welcoming and inclusive environment where our associates can build a career for life.

Oversight and Management

Our Human Resources department is tasked with managing associate-related matters, including recruiting and hiring, compensation and benefits, performance management, and learning and development. In addition, our management and cross-functional teams also work closely to evaluate human capital management issues such as associate retention and workplace safety, as well as to implement measures to mitigate these risks. This process is informed by the results of our associate surveys, as well as other ongoing feedback channels, which are discussed in further detail below.

Our Board of Directors and Board committees provide oversight on certain human capital matters. For example, our Compensation Committee is responsible for, among other things, developing and reviewing executive management succession plans and reviewing our compensation policies for executives and associates generally to assess (i) whether the compensation structure establishes appropriate incentives and (ii) the risks associated with such policies and practices.

Associates

As of January 31, 2026, we employed 83,309 associates, of which 79% were part-time or seasonal associates. Of our associates, 91% worked in our stores, 6% worked in our distribution centers and 3% worked in our corporate organization. As of January 31, 2026, 73% of our associates are female, and 79% of our associates have a racial or ethnic minority background.

Our staffing requirements fluctuate during the year because of the seasonality of our business. We hire additional associates and increase the hours of part-time associates during seasonal peak selling periods. As of January 31, 2026, associates at one of our stores were subject to a collective bargaining agreement.

Corporate Culture

We recognize the critical importance of talent and culture to our success. Our value proposition, “Our Burlington,” which defines who we are as an employer and what is important to us as a team, is based on five tenets:

- *We Are an Off-Price Retailer:* We deliver great values to our customers every day.
- *We Live by Our Core Values:* Drive Results. Trust & Respect Each Other. Build Teams & Partnerships.
- *We Believe Everyone Matters:* We listen to the individual viewpoints of our diverse workforce through open and honest communication.
- *We Win Together:* We recognize those who make a difference. Great performance leads to exciting career opportunities.
- *We Are a Caring Company:* We have a caring work environment, and the generosity of our associates and customers helps to improve the communities we live and work in and beyond.

We employ a continuous listening strategy that relies on a combination of associate surveys, focus groups, and ongoing feedback channels. This feedback helps us understand the associate experience, evaluate our performance, identify our strengths and pinpoint opportunities for improvement.

Learning and Development

We support our associates' career growth by offering a blended learning approach that includes online education, on-the-job training, coaching and career development. All associates, including full- and part-time, in our stores, distribution centers and corporate offices, are offered training and development opportunities. Our learning and development programs are integral to the development of our associates and enable them to take on new and expanded roles across our organization.

Compensation and Benefits

As part of our commitment to offer competitive wages, Burlington works to ensure that our pay structure aligns with industry standards. In addition to being merit based, Burlington reviews compensation for all associates at every level of the business based on market analysis, seeking to ensure associates are fairly and appropriately compensated. Through this process, we have increased the wages of our hourly associates every year since 2010. We also offer a wide array of benefits for our associates and their families, including health and wellness and retirement benefits.

Customer Demographic

Our core customer is 25-49 years old, is more ethnically diverse than the general population, and most have an annual household income of \$25,000-\$100,000. The core customer resides in midsize to large metropolitan areas and shops for themselves, their family, and their home. We appeal to value-oriented and brand-conscious customers who seek quality merchandise at compelling prices and are motivated by a frequently changing assortment that encourages repeat visits.

Marketing and Advertising

We use a mix of broad-based and targeted marketing strategies to efficiently deliver the right message to our audience at the right time. Our broad-based strategies include television and radio, while our digital and streaming audio strategies allow for more personalized and targeted messaging. Email reaches our loyal customers, while social media marketing, including influencers and user-generated content, allows for authentic consumer engagement. Burlington.com showcases our great merchandise values, while encouraging customers to visit our stores to discover a wide and continually refreshed in-store assortment. We believe this balanced mix of marketing channels is important to effectively reach and engage our customer base as media consumption continues to evolve.

Competition

The U.S. retail apparel and home furnishings markets are highly fragmented and competitive. We compete on a combination of factors, such as price, breadth, quality and style of merchandise offered, in-store experience, level of customer service, ability to identify and respond to new and emerging fashion trends, brand image and scalability. We compete for business with department stores, off-price retailers, specialty stores, online retailers, discount stores, wholesale clubs, and outlet stores, as well as with certain traditional, full-price retail chains that have developed off-price concepts. At various times throughout the year, traditional full-price department store chains and specialty shops offer brand-name merchandise at substantial markdowns, which can result in prices approximating those offered by us at our stores.

Seasonality

Our business, like that of most retailers, is subject to seasonal influences. In the second half of the year, which includes the back-to-school and holiday seasons, we generally realize a higher level of sales and net income. Weather is also a contributing factor to the sale of our merchandise. Generally, our sales are higher if the weather is cold during the Fall and warm during the early Spring. Sales of cold weather clothing are increased by early cold weather during the Fall, while sales of warm weather clothing are improved by early warm weather conditions in the Spring. Although we have diversified our product offering, we believe traffic to our stores is still driven, in part, by weather patterns.

Trademarks

We are the owner of certain registered and common law trademarks, service marks and tradenames (collectively referred to as the Marks) that we use in connection with our business. Our Marks include, but are not limited to, "Burlington," "Burlington Coat Factory," "B, *stylized*" and "DEALS. BRANDS. WOW!" We consider these Marks and the accompanying name recognition to be valuable to our business. We believe that our rights to these properties are adequately protected. Our rights in these Marks endure for as long as they are used.

Available Information

We are subject to the reporting requirements of the Exchange Act. Therefore, we file reports, proxy statements and other information with the Securities and Exchange Commission (SEC). The SEC maintains a website (www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us.

You can access financial and other information about us on the Investor Relations page of our website at www.burlingtoninvestors.com. We make available through our website, free of charge, copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed with or furnished to the SEC under Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after electronically filing or furnishing such material to the SEC.

Investors and others should note that we currently announce material information using SEC filings, press releases, public conference calls and webcasts. In the future, we will continue to use these channels to distribute material information about the Company, and may also utilize our website and/or various social media sites to communicate important information about the Company, key personnel, new brands and services, trends, new marketing campaigns, corporate initiatives and other matters. Information that we post on our website or on social media channels could be deemed material; therefore, we encourage investors, the media, our customers, business partners and others interested in the Company to review the information posted on our website, as well as the following social media channels: Facebook (www.facebook.com/BurlingtonStores) and X (formerly Twitter) (www.x.com/burlington). Any updates to the list of social media channels we may use to communicate material information will be posted on the Investor Relations page of our website at www.burlingtoninvestors.com.

The information contained on, or accessible through, our website and these social media channels is not part of this Annual Report and is therefore not incorporated by reference. The references to our website and these social media channels are intended to be inactive textual references only.

Item 1A. Risk Factors

Set forth below are material risks and uncertainties that could adversely affect our results of operations, financial condition or cash flows and cause our actual results to differ materially from those expressed in forward-looking statements made by us. Although we believe that we have identified and discussed below the key risks and uncertainties affecting our business, there may be additional risks and uncertainties that are not presently known or that are not currently believed to be material that may adversely affect our results of operations, financial condition or cash flows. Before making an investment decision, you should carefully consider the risks and uncertainties described below together with all of the other information included or incorporated by reference in this Annual Report.

Macroeconomic, Industry and Business Risks

A downturn in general economic conditions or consumer spending or inflationary conditions could adversely affect our business.

Consumer spending levels and shopping behaviors are affected by various economic conditions, which can affect our business or the retail industry generally as a result. These factors include, among other things, prevailing global economic conditions, inflation (including the costs of basic necessities and other goods), levels of employment, salaries and wage rates, prevailing interest rates, housing and food costs, energy and fuel costs, commodities pricing, income tax rates and policies, immigration policies (including enforcement practices, particularly in regions with a relatively high concentration of Hispanic customers, which is an important demographic group within our customer base), consumer confidence and consumer perception of economic conditions. In addition, consumer purchasing patterns may be influenced by consumers' disposable income, credit availability and debt levels. Slowdown in the U.S. economy, an uncertain global economic outlook, interest rate volatility, or a credit crisis could adversely affect consumer spending habits, resulting in lower net sales and profits than expected on a quarterly or annual basis. Consumer confidence is also affected by the domestic and international political situation and periods of social unrest. The occurrence of terrorist acts or other hostilities in or affecting the U.S. could lead to a decrease in spending by consumers. In addition, natural disasters, industrial accidents, acts of war or global international conflicts (such as the conflict in Ukraine or the conflict in the Middle East), and public health issues (such as pandemics or epidemics) have in the past and may in the future have the effect of disrupting supplies and raising prices globally which, in turn, may have adverse effects on the world and U.S. economies and lead to a downturn in consumer confidence and spending. Certain of these risks, such as risks arising from economic volatility, may be enhanced in light of the U.S. administration's trade and tariff policies. General uncertainty regarding the future political and economic environment and potential adverse economic changes could reduce consumer confidence and could negatively affect our operating results. We cannot predict when macroeconomic uncertainty may arise, whether or when such circumstances may improve or worsen or what impact such circumstances could have on our business.

The imposition of significant tariffs on imports from certain countries by the U.S. have heightened uncertainty in the global trade environment. These tariffs, along with retaliatory measures by other countries, may increase inflationary pressure and raise the

costs of our merchandise. Additionally, on February 20, 2026, the U.S. Supreme Court issued a ruling limiting the authority to impose tariffs under the International Emergency Economic Powers Act (“IEEPA”), creating uncertainty regarding the potential recovery of tariffs previously assessed under that statute. The availability, timing, and amount of any such refunds remain uncertain and depend on further legal, regulatory, and administrative actions. There remains substantial uncertainty regarding the impacts of the U.S. Supreme Court’s decision on the availability, timing, and amount of potential refunds, if any, as well as the scope and duration of any newly announced tariffs or retaliatory actions.

There can be no assurance that we will be able to offset inflationary pressure and other fluctuations in costs in the future, or that consumer behavior or our business, operations, liquidity, and/or financial results, will not be negatively affected by continued inflation in the future. We may not be able to adequately increase our prices over time to offset increased costs, whether due to inflation or otherwise. Any decreases in consumer discretionary spending could result in a decrease in store traffic and same store sales, all of which could negatively affect the Company’s business, operations, liquidity, financial results and/or stock price, particularly if consumer spending levels are depressed for a prolonged period of time.

We face increased competition from other retailers that could adversely affect our business.

The retail sector is highly competitive, and retailers are constantly adjusting their business models, promotional activities and pricing strategies in response to changing conditions. We compete on the basis of a combination of factors, including, among others, price, breadth, quality and style of merchandise offered, in-store experience, level of customer service, ability to identify and respond to new and emerging fashion trends, brand image and scalability. We compete with a wide variety of retailers for customers, vendors, suitable store locations and personnel. Some of our competitors are larger than we are or have more experience than we do in selling certain product lines or through certain channels. Additionally, existing competitors may consolidate with other retailers, expand their merchandise offerings, expand their e-commerce capabilities, and/or add new sales channels, change their pricing strategies, or use technology more effectively than we do, including the use of artificial intelligence (“AI”) or other emerging technologies. More generally, consumer e-commerce spending may continue to increase, as it has in recent years, while our business is exclusively in brick-and-mortar stores. If we fail to compete effectively, our sales and results of operations could be adversely affected.

In order to increase traffic and drive consumer spending, competitors, including department stores, mass merchants and specialty apparel stores, have been offering brand-name merchandise at substantial markdowns. Continuation of this trend, or the possible effect on consumer buying patterns that improving economic conditions could have, may cause consumer demand to shift from off-price retailers to other retailers, which could have a material adverse effect on our business and results of operations.

Certain traditional, full-price retail chains have developed off-price concepts, which may directly compete with our business. Our competitors, including such retail chains, may seek to emulate facets of our business strategy, which could result in a reduction of any competitive advantage or special appeal that we might possess. In addition, most of our products are sold to us on a non-exclusive basis. As a result, our current and future competitors may be able to duplicate or improve on some or all of our product offerings that we believe are important in differentiating our stores. If our competitors were to duplicate or improve on some or all of our in-store experience or product offerings, obtaining the products we sell may become increasingly difficult, competition for customers may increase, and our competitive position and our business could suffer.

Our net sales, operating income and inventory levels fluctuate on a seasonal basis.

Our net sales and operating income fluctuate seasonally, with a higher level of our operating income typically realized during the second half of the year. Any decrease in sales or margins during this period could have a disproportionate effect on our financial condition and results of operations. Seasonal fluctuations also affect our inventory levels. We must carry a significant amount of inventory, especially before the holiday season selling period. If we are not successful in selling our inventory, we may have to write down our inventory or sell it at significantly reduced prices or we may not be able to sell such inventory at all, which could have a material adverse effect on our financial condition and results of operations.

A reduction in traffic to, or the closing of, the other destination retailers in the shopping areas where our stores are located could significantly reduce our sales.

Many of our stores are strategically located in off-mall shopping areas known as “power centers.” Power centers typically contain three to five big-box anchor stores along with a variety of smaller specialty tenants. Due to many of our stores being located in such shopping areas, our sales are derived, in part, from the volume of traffic generated by the other destination retailers and the anchor stores in power centers where our stores are located. Customer traffic to these shopping areas may be adversely affected by the closing of such destination retailers or anchor stores, or by a reduction in traffic to such stores resulting from a regional or global economic downturn, a general downturn in the local area where our store is located, increased competition from alternative retail options such as those accessible via the internet or a decline in the desirability of the shopping environment of a particular power center. Such a reduction in customer traffic would reduce our sales and leave us with excess inventory, which could have a material

adverse effect on our business, financial condition, profitability and cash flows. We may respond by increasing markdowns or transferring product to other stores to reduce excess inventory, which would further decrease our gross profits and net income.

Failure to identify customer trends and preferences to meet customer demand could negatively impact our performance and reputation.

Because our success depends on our ability to meet customer demand, we work to follow customer trends and preferences on an ongoing basis and to buy inventory in response to those trends and preferences. However, identifying consumer trends and preferences in the diverse product lines and many markets in which we do business and successfully meeting customer demand across those lines and for those markets on a timely basis is challenging. Although our flexible business model allows us to buy close to need and in response to consumer preferences and trends, and to expand and contract merchandise categories in response to consumers' changing tastes, we may not do so successfully, which could adversely affect our sales and the markdowns required to move the resulting excess inventory will adversely affect our operating margins.

Customers may also have expectations about how they shop in stores, or more generally engage with businesses across different channels or media (through internet-based and other digital or mobile channels or particular forms of social media), which may vary across demographics and may evolve rapidly. Customers are increasingly using technology and mobile devices to rapidly compare products and prices and to purchase products. Failure to effectively meet these changing expectations and demands may adversely impact our reputation and our financial results.

Extreme and/or unseasonable weather conditions caused by climate change or otherwise, or natural disasters, could have a significant adverse effect on our business.

Our business is susceptible to risks associated with climate change, which may cause more frequent and extreme weather events. Extreme weather conditions in the areas in which our stores or distribution centers are located - especially in areas with a high concentration of our stores - could have a material adverse effect on our business, financial condition and results of operations. For example, heavy snowfall or other extreme weather conditions over a prolonged period, caused by climate change or otherwise, might make it difficult for our customers or employees to travel to our stores. In addition, natural disasters such as hurricanes, tornados, floods, earthquakes, and other extreme weather or climate conditions, or a combination of these or other factors, could severely damage or destroy one or more of our stores or distribution facilities located in the affected areas, or disrupt our computer systems, thereby disrupting our business operations. Any of these events or circumstances also could disrupt the operations of one or more of our vendors. Day-to-day operations, particularly our ability to receive products from our vendors or transport products to our stores, could be adversely affected, or we could be required to close stores.

Our business is also susceptible to unseasonable weather conditions. For example, extended periods of unseasonably warm temperatures during the Fall or Winter seasons or cool weather during the Spring or Summer seasons could render a portion of our inventory incompatible with those unseasonable conditions, particularly in light of our historical product mix. These prolonged unseasonable weather conditions could adversely affect our business, financial condition and results of operations. In addition, because higher net sales historically have occurred during the second half of the year, unseasonably warm weather during these months could have a disproportionately large effect on our business and materially adversely affect our financial condition and results of operations.

We may be unable to meet evolving regulatory requirements and stakeholder expectations regarding environmental, social or governance (ESG) matters.

Many stakeholders, including investors, customers, employees, consumers and others, have increasingly focused on ESG topics, including environmental sustainability and corporate social responsibility matters such as climate change, packaging and waste reduction, and energy consumption in a variety of ways that are not necessarily consistent. We face pressures from certain constituencies to meet our goals related to, and to make significant advancements toward achievements in, these areas. Achievement of our goals is subject to risks and uncertainties, many of which are outside of our control, and it is possible that we may fail to achieve these goals or that these constituencies may not be satisfied with the goals we set or our efforts to achieve them. Our disclosure on these matters and our failure, or perceived failure, to meet our goals and otherwise address these matters to our stakeholders' satisfaction, could harm our reputation, which could negatively impact our business, our relationship with our various stakeholders, and our results of operations. In addition, we could be criticized for the scope of our ESG initiatives. Our failure to meet shifting stakeholder expectations could negatively impact our brand, image, reputation, credibility, and the willingness of our customers and suppliers to do business with us.

In addition, complying with ESG-related rules and regulations, including collecting, measuring and reporting related data, can be costly, difficult and time consuming. Significant expenditures and commitment of time by management, employees and outside advisors may be involved in developing, implementing and overseeing policies, practices and internal controls related to ESG risk and performance, and we may undertake additional costs to meet our reporting and compliance obligations related to ESG matters. For example, the State of California passed the Climate Corporate Data Accountability Act and the Climate-Related Financial Risk Act that would impose broad climate-related disclosure obligations on companies doing business in California and may increase our costs

of compliance as a result; however, claimants have sought to permanently enjoin the two laws and there remains much uncertainty with respect to the final outcome of these and other climate-related laws.

We also may face stakeholder scrutiny, potential governmental enforcement actions or private litigation regarding our ESG initiatives and sustainability goals, or our disclosure of those goals and our metrics for measuring achievement of them, which may increase our costs of compliance, damage our reputation, or cause investors or consumers to lose confidence in us.

Strategic Risks

We may not be able to sustain our growth plans or successfully implement our long-range strategic goals.

Our growth largely depends on our ability to successfully open and operate new stores, as well as to expand our distribution capabilities in order to support that growth. While we have identified numerous market opportunities that we believe will allow us to operate 2,000 stores over the long term, the success of these strategies is dependent upon, among other things, the current retail environment, the identification of suitable markets and the availability of real estate that meets our criteria for traffic, square footage, co-tenancies, lease economics, demographics and other factors, the negotiation of acceptable lease terms, construction costs, the availability of financing, the hiring, training and retention of competent sales personnel, and the effective management of inventory to meet the needs of new and existing stores on a timely basis.

Notably, as we continue to evolve our off-price model, we plan on more effectively chasing the sales trend, making greater investments in our merchandising capabilities, operating with leaner inventories, improving operational flexibility, and challenging expenses, among other strategic initiatives. Executing these initiatives while also maintaining the current pace of our expansion may place increased demands on our operational, managerial and administrative resources. These initiatives may require us to increase the number of merchants and other associates we employ, modify how we manage our liquidity and inventory, as well as to monitor and upgrade our management information and other systems and our distribution infrastructure.

We may not be able to successfully execute our growth and other strategies on a timely basis or at all. If we fail to implement these strategies successfully, if we cannot keep up with the pace required for execution, or if these strategies do not yield the desired outcomes, our financial condition and results of operations would be adversely affected.

Failure to execute our opportunistic buying and inventory management process could adversely affect our business.

We purchase the majority of our inventory opportunistically, with our buyers purchasing close to need. Establishing the “treasure hunt” nature of the off-price buying experience to drive traffic to our stores requires us to offer changing assortments of merchandise in our stores. While opportunistic purchasing provides our buyers the ability to buy at desirable times and prices, in the quantities we need and into market trends, it places considerable discretion with our buyers, which subjects us to risks related to the pricing, quantity, nature and timing of inventory flowing to our stores. If we are unable to provide frequent replenishment of fresh, high quality, attractively priced merchandise in our stores, it could adversely affect traffic to our stores as well as our sales and margins. We base our purchases of inventory, in part, on our sales forecasts. If our sales forecasts do not match customer demand, we may experience higher inventory levels and need to mark down excess or slow-moving inventory, leading to decreased profit margins, or we may have insufficient inventory to meet customer demand, leading to lost sales, either of which could adversely affect our financial performance. We need to purchase inventory sufficiently below conventional retail to maintain our pricing differential to regular department and specialty store prices, and to attract customers and sustain our margins, which we may not achieve at various times and which could adversely affect our results.

In order to better serve our customers and maximize sales, we must properly execute our inventory management strategies by appropriately allocating merchandise among our stores, timely and efficiently distributing inventory to such locations, maintaining an appropriate mix and level of inventory in such locations, appropriately changing the allocation of floor space of stores among product categories to respond to customer demand, and effectively managing pricing and markdowns, and there is no assurance we will be able to do so. In addition, as we execute inventory localization initiatives, there could be disruptions in inventory flow and placement. Failure to effectively execute our opportunistic inventory buying and inventory management strategies could adversely affect our performance and our reputation.

In addition to our own execution, we may need to react to factors affecting inventory flow that are outside our control, such as adverse weather, natural disasters, epidemics or pandemics or other changes in conditions affecting our vendors and others in our supply chain, such as political instability, labor issues (including strikes or threats of strikes and scarcity of labor) and increased labor costs, reduced freight capacity and other transportation issues, or increasing cost of regulations. If we are not able to adjust appropriately to such factors, our inventory management may be affected, which could impact our performance and our reputation.

Operational Risks

If we cannot optimize our existing stores or maintain favorable lease terms, our growth strategy and profitability could be negatively impacted.

We lease substantially all of our store locations. Most of our current leases expire at various dates after ten-year terms, the majority of which are subject to our option to renew such leases for several additional five-year periods. While we have the right to terminate some of our leases under specified conditions, including by making specified payments, we may not be able to terminate a particular lease if or when we would like to close a particular store. If we decide to close stores, we are generally required to continue to perform obligations under the applicable leases, which generally include, among other things, paying rent and operating expenses for the balance of the lease term, or paying to exercise rights to terminate, and performing any of these obligations may be expensive. When we assign leases or sublease space to third parties, we may remain liable on the lease obligations, which could lead to significant expense if the assignee or sublessee does not perform. In addition, when the lease terms for the stores in our ongoing operations expire, our ability to renew such expiring leases on commercially acceptable terms or, if such leases cannot be renewed, our ability to lease a suitable alternative location, and our ability to enter into leases for new stores on favorable terms will each depend on many factors, some of which may not be within our control, such as conditions in the local real estate market, competition for desirable properties and our relationships with current and prospective lessors. As we renew and replace our store leases, we also strive to optimize the size of our existing stores to ensure maximum space utilization, which frequently means adjusting operations to accommodate smaller space through alternative floor plans and inventory turn optimization.

In addition, to the extent that our new store openings are in existing markets, we may experience reduced net sales volumes in existing stores in those markets. If we experience a decline in performance or landlord allowances become unavailable, we may slow or discontinue store openings, relocations, downsizes and/or remodels.

If any of the foregoing occurs, our growth and profitability may be negatively impacted.

If we are unable to purchase attractive brand name merchandise in sufficient quantities at competitive prices, we may be unable to offer an appealing merchandise mix and our sales may be harmed.

Our ability to purchase merchandise opportunistically from third party vendors depends upon the continuous, sufficient availability of high-quality merchandise that we can acquire at prices sufficiently below those paid by conventional retailers in order to achieve the value proposition we strive to provide to our customers. Some of our key vendors may limit the number of retail channels they use to sell their merchandise, which may result in intense competition among retailers to obtain and sell these goods. Moreover, we typically buy products from our vendors on a purchase order basis. We have no long-term purchase contracts with any of our vendors and, therefore, have no contractual assurances of continued supply, pricing or access to products, and any vendor could change the terms upon which they sell to us or discontinue selling to us at any time. Finally, if our vendors are better able to manage their inventory levels and reduce the amount of their excess inventory, the amount of high-quality merchandise available to us could be materially reduced.

If our relationships with our vendors are disrupted, we may not be able to acquire the merchandise we require in sufficient quantities or on terms acceptable to us. Any inability to acquire high quality merchandise would have a negative effect on our business and operating results because we would be missing products from our merchandise mix unless and until alternative supply arrangements were made, resulting in deferred or lost sales. In addition, events that adversely affect our vendors could impair our ability to obtain desired merchandise in sufficient quantities. Such events include difficulties or problems associated with our vendors' businesses, finances, labor, importation of products, costs, production, insurance and reputation.

Our failure to attract, train and retain quality employees and temporary personnel in sufficient numbers could adversely affect our business.

Our performance depends on recruiting, developing, training and retaining quality store, distribution center and other employees in large numbers as well as experienced buying and management personnel, and we invest significant resources in training and motivating them to maintain a high level of job satisfaction. Many of our store and distribution center employees are in entry level or part-time positions with historically high rates of turnover, which can lead to increased training and retention costs, particularly if employment opportunities increase. Availability and skill of employees may differ across markets in which we do business and in new markets we enter, and we need to manage our labor needs effectively.

In addition, because of the distinctive nature of our off-price model, we must provide significant internal training and development for key employees across the company, including within our buying organization. Similar to other retailers, we face challenges in securing and retaining sufficient talent in management and other key areas for many reasons, including competition in the retail industry generally and for talent in various geographic markets. If we do not continue to attract qualified individuals, train them in our business model, support their development and retain them, our performance could be adversely affected or our growth could be limited.

We are also dependent upon temporary personnel to adequately staff our distribution facilities, with heightened dependence during busy periods such as the holiday season. Although we strive to secure long-term contracts on favorable terms with our service providers and other vendors, we may not be able to avoid unexpected operating cost increases in the future, such as those associated with minimum wage increases or enhanced health care requirements. In addition, there can be no assurance that we will receive adequate assistance from our temporary personnel, or that there will be sufficient sources of suitable temporary personnel to meet our demand. Any such failure to meet our staffing needs or any material increases in associate turnover rates could have a material adverse effect on our business or results of operations. Further, any negative publicity regarding the agencies from which we source temporary personnel, such as in connection with immigration issues or employment practices, could damage our reputation, disrupt our ability to obtain needed labor or result in financial harm to our business.

Labor costs, including healthcare costs, and other challenges from our large workforce may adversely affect our results and profitability.

We have a large workforce, and our ability to meet our labor needs while controlling costs, including costs of providing health, retirement and other associate benefits, is subject to various factors such as unemployment levels; prevailing wage rates and minimum wage requirements; participant benefit levels; economic conditions; interest rate changes; health and other insurance costs; and the regulatory environment, including health care legislation, and with respect to governmental labor and employment and associate benefits programs and requirements. When wage rates or benefit levels increase in the market or the unemployment rate is otherwise low, increasing our wages or benefits to compete for employees may cause our earnings to decrease, while failing to increase our wages or benefits competitively or reducing our wages or benefits could result in a decline in our ability to attract or retain employees or in the quality of our workforce, causing our customer service or performance to suffer, which could negatively impact our results.

Parties with whom we do business may be subject to insolvency risks or may otherwise become unable or unwilling to perform their obligations to us.

We are party to contracts, transactions and business relationships with various third parties, including vendors, suppliers, service providers and lenders, pursuant to which such third parties have performance, payment and other obligations to us. In some cases, we depend upon such third parties to provide essential leaseholds, products, services or other benefits, including with respect to store and distribution center locations, merchandise, advertising, software development and support, logistics, other agreements for goods and services in order to operate our business in the ordinary course, extensions of credit, hedging instruments and other vital matters. Economic, industry and market conditions could result in increased risks to us associated with the potential financial distress of such third parties.

If any of the third parties with which we do business become subject to bankruptcy, receivership or similar insolvency proceedings, our rights and benefits in relation to our contracts, transactions and business relationships with such third parties could be terminated, modified in a manner adverse to us, or otherwise impaired. We cannot make any assurances that we would be able to arrange for alternate or replacement contracts, transactions or business relationships on terms as favorable as our existing contracts, transactions or business relationships, if at all. Any inability on our part to do so could negatively affect our cash flows, financial condition and results of operations.

Many of our vendors produce merchandise overseas, and our business is exposed to the risk of foreign and domestic operations and international tax and tariff policies and trade relations.

We do not own or operate any manufacturing facilities. As a result, we are dependent upon the timely receipt of quality merchandise from vendors, many of which produce merchandise overseas. Factors which affect overseas production could affect our vendors and, in turn, our ability to obtain inventory and the price levels at which they may be obtained. Factors that cause an increase in merchandise costs or a decrease in supply could lead to generally lower sales and gross margins in the retail industry.

Such factors include:

- political or labor instability in countries where vendors are located or at foreign ports which could result in lengthy shipment delays, which, particularly if timed ahead of the Fall and Winter peak selling periods, could materially and adversely affect our ability to stock inventory on a timely basis;
- disruptions in the operations of domestic ports through which we import our merchandise, including labor disputes involving work slowdowns, lockouts or strikes, which could require us and/or our vendors to ship merchandise to alternative ports in the United States or through the use of more expensive means, and shipping to alternative ports in the United States could result in increased lead times and transportation costs; disruptions at ports through which we import our goods could also result in unanticipated inventory shortages;
- political or military conflict, which could cause a delay in the transportation of our products to us and an increase in transportation costs;

- heightened terrorism security concerns, which could subject imported goods to additional, more frequent or more thorough inspections, leading to delays in deliveries or impoundment of goods for extended periods;
- disease epidemics, pandemics, outbreaks and other health-related concerns, which could result in closed factories, reduced workforces, scarcity of raw materials and scrutiny or embargoing of goods produced in affected areas;
- natural disasters and industrial accidents, which could have the effect of curtailing production and disrupting supplies;
- increases in labor and production costs in goods-producing countries, which would result in an increase in our inventory costs;
- the migration and development of manufacturers, which can affect where our products are or will be produced;
- fluctuation in our vendors' local currency against the dollar, which may increase our cost of goods sold; and
- changes in import duties, tariffs, taxes, charges, quotas, loss of "most favored nation" trading status with the United States for a particular foreign country, trade restrictions (including the United States imposing antidumping or countervailing duty orders, safeguards, remedies or compensation and retaliation due to illegal foreign trade practices) and other barriers to trade.

Any of the foregoing factors, or a combination thereof, could have a material adverse effect on our business.

Over the past few years, uncertainty has increased with respect to tax and trade policies, tariffs and government regulations affecting trade between the U.S. and other countries. Although we source the majority of our merchandise from third party vendors located in the U.S., the production of that merchandise occurs primarily overseas. As a result, we have been impacted by the volatility in effective tariffs, including new tariffs that commenced in 2025, retaliatory tariffs and other restrictions on trade that have resulted and may result in the future. We can provide no assurance that any strategies we implement to mitigate the impact of such tariffs or other trade actions will be successful.

In addition, other major developments in tax policy or trade relations, such as the disallowance of tax deductions for imported merchandise or the imposition of additional unilateral tariffs on imported products, could increase the cost of products purchased from suppliers in such countries or restrict the importation of products from such countries. It remains unclear how tax or trade policies, tariffs or trade relations may change in the future, and additional changes in turn could have a material adverse effect on our business, results of operations and liquidity.

Any disruption to our distribution network could cause disruptions in our business, a loss of sales and profits, increases in our expenses, and other material adverse effects.

Most of the merchandise we purchase is shipped directly to our distribution centers, where it is prepared for shipment to the appropriate stores. The success of our stores depends in part on their timely receipt of merchandise, and a strong, efficient and flexible distribution network is critical to our ability to grow and to maintain a low-cost operating structure. A disruption within our distribution network, including the shutdown of or loss of significant capacity by one or more of our current primary distribution centers could adversely affect our ability to deliver inventory in a timely manner and significantly disrupt our business. In addition, any failure to continue to add capacity to our existing distribution centers and build out planned additional distribution centers timely and cost effectively could adversely affect our business.

In addition to the distribution centers that we operate, we have arrangements with third parties for the use of pool point facilities, which we believe streamline and optimize our distribution network. If complications arise with a pool point facility or its operator, or if any such facility is severely damaged or destroyed, it may cause delays in the delivery of our merchandise to our stores. We also may be affected by disruptions in the global transportation network such as port strikes, weather conditions, work stoppages or other labor unrest, which may also adversely affect our ability to deliver inventory on a timely basis. We also depend upon third-party carriers for shipment of merchandise; any interruption in service by these carriers for any reason could cause disruptions in our business, a loss of sales and profits, and other material adverse effects.

If we are unable to protect our information systems against service interruption, misappropriation of data, breaches of security, or other cyber-related attacks, our operations could be disrupted, we may suffer financial losses and our reputation may be damaged.

We rely extensively on various information systems, including data centers, hardware, software and applications to manage many aspects of our business, including to process and record transactions in our stores, to enable effective communication systems, to plan and track inventory flow, to manage logistics and to generate performance and financial reports. In addition, some aspects of our business, like that of most retailers, involve the receipt, storage and transmission of customers' personal information and consumer preferences, as well as confidential information about our employees, our vendors and our Company, some of which is entrusted to third-party service providers and vendors. We are dependent on the integrity, security and consistent operations of these systems and related back-up systems, software, tools and monitoring to maintain reliable operations, provide

security and oversight for processing, transmission, storage and the protection of confidential information, and to recover from unexpected outages.

Like most major corporations, we and our third-party service providers face an increasingly complex threat landscape, with cybercriminals using techniques such as stolen credentials, malware, ransomware, phishing, and denial-of-service attacks to disrupt operations or access sensitive information. Hardware, software or applications (including AI capabilities) we develop or obtain from third parties may contain defects in design or manufacture or other problems that are not presently known and could unexpectedly compromise information security. In addition, our employees, contractors, or third parties may intentionally or inadvertently circumvent security controls, which could result in data breaches or other cybersecurity incidents. Further, our systems and third-party systems may also experience non-malicious disruptions, such as power outages, telecommunications failures, software defects, or human error. Moreover, the rapid evolution and increased adoption of artificial intelligence, machine learning, Software as a Service (SaaS), and cloud technologies may intensify our cybersecurity risks, especially as threat actors use AI to enhance attacks that are harder to detect and defend against.

If we or third parties with which we do business were to fall victim to successful cyber-attacks or experience other material cybersecurity incidents, including the loss of individually identifiable customer or other confidential data or the inability to provide contracted services, we may incur substantial costs and suffer other negative consequences, which may include:

- remediation costs, such as liability for stolen assets or information, repairs of system damage or replacement of systems, and incentives to customers or business partners in an effort to maintain relationships after an attack;
- increased cybersecurity protection costs, which may include the cost of continuing to make organizational changes, deploy additional personnel and protection technologies, train employees, and engage third party consultants;
- lost revenues resulting from operational disruption or the unauthorized use of proprietary information or the failure to retain or attract customers following an incident;
- litigation and legal risks, including regulatory actions by state and federal governmental authorities;
- increased cybersecurity and other insurance premiums;
- reputational damage that adversely affects customer or investor confidence; and
- damage to our competitiveness, stock price, and long-term stockholder value.

We employ various security measures and technologies to actively monitor, prevent, mitigate, and recover from cyber-attacks. Despite advances in security hardware, and software, the methods and tools used to obtain unauthorized access, disable or degrade service, or sabotage systems are constantly changing and evolving, and may be difficult to anticipate or detect, and there is no guarantee that the proactive measures we put in place will be adequate to safeguard against all data security breaches or misuses of data. As many of our non-store associates continue to work in a hybrid model, we face an increased risk due to the potential interruptions to internal or external information technology infrastructure as well as ongoing threats and attempts to breach our security networks. The Company carries information security risk insurance that is designed to mitigate against certain potential losses arising from a cybersecurity incident. However, there is no guarantee that this insurance coverage will be sufficient to cover all possible claims and we could suffer losses that could have a material adverse effect on our business.

Although we endeavor to maintain reliable operations and protect consumer identity and payment information through the development of security talent and the implementation of technologies, processes and procedures, including training programs for employees to raise awareness about phishing, malware and other cyber risks, we could experience increased costs associated with maintaining these protections as threats of cyber-attacks increase in sophistication and complexity. In addition, there are inherent risks associated with modifying or replacing systems, and with new or changed relationships, including accurately capturing and maintaining data, realizing the expected benefit of the change and managing the potential disruption of the operation of the systems as the changes are implemented. Potential issues associated with implementing technology initiatives and the time and resources required to optimize the benefits of new elements of our systems and infrastructure could reduce the efficiency of our operations in the short term.

We are subject to payment-related risks that could increase our operating costs, expose us to fraud or theft, subject us to potential liability and potentially disrupt our business.

We accept payments using a variety of methods, including cash, checks, credit and debit cards, buy now pay later, and gift cards, and we may offer new payment options over time. Acceptance of these payment methods subjects us to rules, regulations, contractual obligations and compliance requirements, including payment network rules and operating guidelines, data security standards and certification requirements, and rules governing electronic funds transfers. These requirements may change over time or be reinterpreted, making compliance more difficult or costly.

For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs. We rely on third parties to provide payment processing services, including the processing of credit cards, debit cards, and other forms of electronic payment. If these companies become unable to provide these services to us, or if their systems are compromised, it could potentially disrupt our business. The payment methods that we offer also subject us to potential fraud and theft by criminals, who are becoming increasingly sophisticated, seeking to obtain unauthorized access to or exploit weaknesses that may exist in the payment systems. If we fail to comply with applicable rules or requirements for the payment methods we accept, or if payment-related data is compromised due to a breach or misuse of data, we may be liable for costs incurred by payment card issuing banks and other third parties or subject to fines and higher transaction fees, or our ability to accept or facilitate certain types of payments may be impaired. In addition, our customers could lose confidence in certain payment types, which may result in a shift to other payment types or potential changes to our payment systems that may result in higher costs. As a result, our business and operating results could be adversely affected.

Our future growth and profitability could be adversely affected if our advertising and marketing programs are not effective in generating sufficient levels of customer awareness and traffic.

We rely on advertising to increase consumer awareness of our product offerings and pricing to drive traffic to our stores. In addition, we rely and will increasingly rely on other forms of media advertising, including digital, social media and e-marketing. Our future growth and profitability will depend in part upon the effectiveness and efficiency of our advertising and marketing programs. Our advertising and marketing programs may not be successful if we do not:

- manage advertising and marketing costs effectively in order to maintain acceptable operating margins and return on our marketing investment; and
- convert customer awareness into actual store visits and product purchases.

Our planned advertising and marketing expenditures may not result in increased total or comparable store sales or generate sufficient levels of product awareness. Further, we may not be able to manage our advertising and marketing expenditures on a cost-effective basis. Additionally, some of our competitors may have substantially larger marketing budgets, which may provide them with a competitive advantage over us.

Damage to our corporate reputation or brand could adversely affect our sales and operating results.

Building brand reputation is important to our continuing success. Our reputation is partially based on perceptions of various subjective qualities and overall integrity. Any incident that erodes the trust or confidence of our customers or the general public could adversely affect our reputation and business, particularly if the incident results in significant adverse publicity or governmental inquiry. Such an incident could also include alleged acts or omissions by or situations involving our vendors (or their contractors or subcontractors), the landlords for our stores, or our associates outside of work, and may pertain to social or political issues or protests largely unrelated to our business. In addition, information concerning us, whether or not true, may be instantly and easily posted on social media platforms and similar devices at any time, which information may be adverse to our reputation or business.

The harm may be immediate without affording us an opportunity for redress or correction. Damage to our reputation in any form could result in declines in customer loyalty and sales, affect our vendor relationships, development opportunities and associate retention, and otherwise adversely affect our business.

The loss of executives or other key personnel may disrupt our business and adversely affect our financial results.

We depend on the contributions of key personnel in various functions for our continued success. These executives and other key personnel may be hired by our competitors, some of which have considerably more financial resources than we do. The loss of key personnel, or the inability to hire, train, motivate and retain qualified employees, or changes to our organizational structure, operating results, or business model that adversely affect morale or retention, could adversely affect our business, financial condition and results of operations.

Effective succession planning is also a key factor for our success. Our failure to enable the effective transfer of knowledge and facilitate smooth transitions with regard to key personnel could adversely affect our strategic planning and execution and negatively affect our business, financial condition and results of operations. If we fail to enable the effective transfer of knowledge and facilitate smooth transitions for key personnel, the operating results and future growth for our business could be adversely affected, and the morale and productivity of the workforce could be disrupted.

Legal, Regulatory, Compliance and Tax Risks

Difficulty complying with existing and changing laws, rules, regulations and local codes could negatively affect our business operations and financial performance.

We are subject to federal, state and local laws, rules and regulations in the operation of our business. In addition to complying with current laws, rules and regulations, we must also comply with new and changing laws and regulations, executive orders and other directives, new regulatory initiatives, evolving interpretation of existing laws by judicial and regulatory authorities, and reforms in jurisdictions where we do business. Complying with local zoning codes, real estate land use restrictions, employment-related laws, and other local laws across numerous jurisdictions is particularly challenging as we grow the number of our stores in new municipalities and need to stay abreast of changes in such local laws. The increasing proliferation of local laws, some of which may be conflicting, further complicates our efforts to comply with all of the various laws, rules and regulations that apply to our business. We could also be negatively impacted by changes in government regulations, initiatives or programs in areas including taxes, healthcare, immigration and environmental protection.

All of the above legal, regulatory and administrative requirements may, individually or collectively, affect multiple aspects of our business, including those involving labor and employment benefits; health, welfare and finance; real estate management; consumer protection and product safety; climate change, supply chain, energy and waste; electronic communications, data protection and privacy; protection of third-party intellectual property rights; and income taxes. Changes to these laws and regulations could increase our costs of compliance or of doing business, and could adversely affect our operating results. In addition, we require our vendors to adhere to various conduct, compliance and other requirements, including those relating to employment and labor (including wages and working conditions), health and safety, and anti-bribery standards. Although we have implemented policies and procedures to facilitate compliance with laws and regulations, this does not guarantee that vendors and other third parties with whom we do business will not violate such laws and regulations or our policies. If we or other third parties with whom we do business fail to comply with these laws, rules and regulations, we may be subject to judgments, fines or other costs or penalties, which could materially adversely affect our business operations and financial performance.

The insurance we carry may not always pay, or be sufficient to pay or reimburse us, for our losses.

We are primarily self-insured and we purchase insurance only for catastrophic types of events for such risks as workers' compensation, employment practices liability, employee health benefits, product and other general liability claims, among others. If we suffer a substantial loss that is not covered by commercial insurance or our self-insurance reserves, the loss and related expenses could harm our business and operating results.

Issues with safety and merchandise shrinkage could damage our sales and financial results.

Various governmental authorities in the jurisdictions where we do business regulate the safety of the merchandise we sell to consumers. Regulations and standards in this area, including those related to the U.S. Consumer Product Safety Improvement Act of 2008, state regulations like California's Proposition 65, and similar legislation, impose restrictions and requirements on the merchandise we sell in our stores. These regulations change from time to time as new federal, state or local regulations are enacted. If we or our merchandise vendors are unable to comply with regulatory requirements on a timely basis or at all, or to adequately monitor new regulations that may apply to existing or new merchandise categories, significant fines or penalties could be incurred or we could have to curtail some aspects of our sales or operations, which could have a material adverse effect on our financial results.

We rely on our vendors to provide quality merchandise that complies with applicable product safety laws and other applicable laws, but they may not comply with their obligations to do so. Although our arrangements with our vendors frequently provide for indemnification for product liabilities, the vendors may fail to honor those obligations to an extent we consider sufficient or at all. Issues with the safety of merchandise, and issues with the authenticity of merchandise, or customer concerns about such issues, regardless of our fault, could cause damage to our reputation and could result in lost sales, uninsured product liability claims or losses, merchandise recalls and increased costs, and regulatory, civil or criminal fines or penalties, any of which could have a material adverse effect on our financial results.

An unfavorable, uncertain or volatile economic environment, as we have experienced recently as a result of inflation, fluctuating interest rates and supply chain disruptions, among other things, has and may continue to cause an increase in inventory shrinkage. Risk of loss or theft of assets, including inventory shrinkage, is inherent in the retail business, and we experienced increased shrinkage, as well as increased loss prevention costs, in recent years. Loss or theft may be caused by error or misconduct of associates, customers, vendors, organized retail theft, or other third parties. Our inability to effectively prevent and/or minimize the loss or theft of assets, or to effectively reduce the impact of those losses, could adversely affect our financial performance. Additionally, acts of violence at, or threatened against, our stores, including active shooter situations, may, in addition to other operational impact, result in damage and restricted access to our stores and/or store closures for short or extended periods of time, all of which could materially adversely affect our financial performance.



Compliance with increasingly rigorous privacy and data security regulations could be costly, affect or limit our business opportunities and how we collect and/or use data, and potentially subject us to fines and lawsuits.

As described above, the protection of customer, employee, vendor and Company data is critical to our business. As the regulatory environment relating to retailers' and other companies' obligation to protect such sensitive data becomes increasingly rigorous, with new and evolving requirements applicable to our business, compliance with those requirements could result in additional costs and could have a significant impact on our current and planned privacy, data protection and information security-related practices, our collection, use, sharing, retention and safeguarding of customer and/or employee information, and some of our current or future business plans. A material failure on our part to comply could subject us to fines or other regulatory sanctions and potentially to lawsuits.

In recent years, there has been increasing regulatory enforcement and litigation activity in the areas of privacy, data protection and information security in various states in which we operate. Compliance with the evolving privacy regulatory landscape will likely increase the costs of doing business, especially if we face differing regulatory requirements across multiple jurisdictions and/or a lack of adequate regulatory guidance. New legislation or regulations, including any potential comprehensive federal privacy legislation, as well as any associated inquiries or investigations or any other government actions, could also result in negative publicity, require significant management time and attention, and subject us to remedies that may harm our business, including fines or demands or orders that we modify or cease existing business practices.

Legal and regulatory proceedings could have an adverse impact on our results of operations.

We are subject to various legal and regulatory proceedings relating to our business, certain of which may involve jurisdictions with reputations for aggressive application of laws and procedures against corporate defendants. We are impacted by trends in litigation, such as representative claims under the California Private Attorneys' General Act and class action litigation brought under various consumer protection, employment, and privacy and information security laws. Accruals are established based on our best estimates of our potential liability. However, we cannot accurately predict the ultimate outcome of any such proceedings due to the inherent uncertainties of litigation. Regardless of the outcome or whether the claims are meritorious, legal and regulatory proceedings may require that we devote substantial time and expense to defend our Company. Unfavorable rulings could result in a material adverse impact on our business, financial condition or results of operations.

Use of social media by the Company or third parties at our direction in violation of applicable laws and regulations may adversely impact our reputation or subject us to fines or other penalties.

There has been a substantial increase in the use of social media platforms and other forms of internet-based communications, which allow individuals access to a broad audience of consumers and other interested persons. We have increasingly utilized social media in our marketing and employment recruiting efforts in order to reach as many current and potential new customers and potential employment candidates as efficiently and cost effectively as possible, and have also retained third parties, such as influencers, with expertise and distinction in the social media realm to bolster our social media efforts and our perceived affiliation with these individuals could cause us brand or reputational damage in the event they are perceived to be or take actions inconsistent with our brands and values. As laws and regulations rapidly evolve to govern the use of these platforms, the failure by us, our employees or third parties acting at our direction to abide by applicable laws and regulations in the use of these platforms could adversely impact our reputation or subject us to fines or other penalties.

Risk Related to Our Substantial Indebtedness and Corporate Structure

Our ability to generate sufficient cash depends on numerous factors beyond our control, and we may be unable to generate sufficient cash flow to service our debt obligations.

As of January 31, 2026, our obligations include (i) \$1,719.4 million, inclusive of original issue discount, under our senior secured term loan facility (Term Loan Facility) and (ii) \$297.1 million under our 1.25% Convertible Notes due December 15, 2027 (our "2027 Convertible Notes"). We had no outstanding balance on our \$1,000.0 million asset-based lending facility (ABL Line of Credit) as of January 31, 2026. Our debt obligations also include \$22.9 million of finance lease obligations as of January 31, 2026. Estimated cash required to make interest payments for these debt obligations, net of the impact of our interest rate swap, amounts to approximately \$93.2 million in the aggregate for the fiscal year ending January 30, 2027.

Our ability to make payments on and to refinance our debt, and to fund planned capital expenditures, will depend on our ability to generate cash in the future, which is to some extent subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. If we are unable to generate sufficient cash flow to service our debt and meet our other commitments, we will be required to adopt one or more alternatives, such as refinancing all or a portion of our debt, selling material assets or operations or raising additional debt or equity capital. We may not be able to successfully carry out any of these actions on a

timely basis, on commercially reasonable terms or at all, or be assured that these actions would be sufficient to meet our capital requirements. In addition, the terms of our existing or future debt agreements may restrict us from affecting any of these alternatives.

Our failure to comply with the agreements relating to our outstanding indebtedness, including as a result of events beyond our control, could result in an event of default that could materially and adversely affect our results of operations and our financial condition.

If an event of default under any of the agreements relating to our outstanding indebtedness occurred, the holders of the defaulted debt could cause all amounts outstanding with respect to that debt to be due and payable immediately. Our assets or cash flow may not be sufficient to fully repay borrowings under our outstanding debt instruments if accelerated upon an event of default, resulting in a need for an alternate source of funding. We cannot make any assurances that we would be able to obtain such an alternate source of funding on satisfactory terms, if at all, and our inability to do so could cause the holders of our securities to experience a partial or total loss of their investments in the Company. Further, if we are unable to repay, refinance or restructure our secured indebtedness, the holders of such debt could proceed against the collateral securing that indebtedness through foreclosure proceedings and/or by forcing us into bankruptcy or liquidation. In addition, any event of default or acceleration under one debt instrument could also result in an event of default under one or more of our other debt instruments.

The conditional conversion feature of the 2027 Convertible Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of our 2027 Convertible Notes is triggered, holders of our 2027 Convertible Notes will be entitled to convert their notes at any time during specified periods at their option. If one or more holders elect to convert their 2027 Convertible Notes, we would be required to settle the principal portion of our conversion obligation in cash, which could adversely affect our liquidity. In addition, even if holders of our 2027 Convertible Notes do not elect to convert their notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the 2027 Convertible Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

Conversion of the 2027 Convertible Notes will dilute the ownership interest of existing stockholders, including holders who had previously converted their 2027 Convertible Notes, or may otherwise depress the price of our common stock.

The conversion of some or all of the 2027 Convertible Notes will dilute the ownership interests of existing stockholders, as we will deliver shares of our common stock with respect to any excess over principal upon conversion of any of the 2027 Convertible Notes. The 2027 Convertible Notes may from time to time in the future be convertible at the option of their holders prior to their scheduled terms under certain circumstances. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the 2027 Convertible Notes may encourage short selling by market participants because the conversion of the 2027 Convertible Notes could be used to satisfy short positions, or anticipated conversion of the 2027 Convertible Notes into shares of our common stock could depress the price of our common stock.

We are a holding company and rely on dividends, distributions and other payments, advances and transfers of funds from our subsidiaries to meet our obligations.

We are a holding company that does not conduct any business operations of our own. As a result, we are largely dependent upon cash dividends and distributions and other transfers from our subsidiaries to meet our obligations. The deterioration of income from, or other available assets of, our subsidiaries for any reason could limit or impair their ability to pay dividends or other distributions to us.

Risks Related to Ownership of Our Common Stock

Our stock price has been and may continue to be volatile.

The market price of our common stock has fluctuated substantially in the past and may continue to fluctuate significantly. For example, in Fiscal 2025, our stock price fluctuated from a high of \$315.14 to a low of \$212.92. Future announcements or disclosures concerning us or any of our competitors, our strategic initiatives, our sales and profitability, our financial condition, any quarterly variations in actual or anticipated operating results or comparable sales, any failure to meet analysts' expectations and sales of large blocks of our common stock, among other factors, could cause the market price of our common stock to fluctuate substantially. In addition, the stock market has experienced price and volume fluctuations that have affected the market price of many retail and other stocks that have often been unrelated or disproportionate to the operating performance of these companies.

Anti-takeover provisions in our charter documents and Delaware law might discourage or delay acquisition attempts for us that stockholders might consider favorable.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of the Company more difficult without the approval of our Board of Directors. These provisions:

- authorize the issuance of undesignated preferred stock, the terms of which may be established and the shares of which may be issued without stockholder approval, and which may include super voting, special approval, dividend, or other rights or preferences superior to the rights of the holders of common stock;
- prohibit stockholder action by written consent, requiring all stockholder actions be taken at a meeting of our stockholders;
- establish advance notice requirements for nominations for elections to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings;
- establish a classified Board of Directors, as a result of which our Board of Directors is divided into three classes, with each class serving for staggered three-year terms, which will be phased out by the time of the 2027 Annual Meeting of Stockholders, in accordance with an amendment to our Certificate of Incorporation, approved by our stockholders in 2024, to declassify the Board in phases and provide for the annual election of the entire Board for one-year terms;
- until the 2027 Annual Meeting of Stockholders, limit the ability of stockholders to remove directors only for cause and only upon the affirmative vote of at least 75% of the voting power of all outstanding shares of capital stock entitled to vote generally in the election of directors, voting together as a single class; beginning with the 2027 Annual Meeting of Stockholders, when the Board will no longer be classified, directors may be removed with or without cause as required by Delaware law;
- prohibit stockholders from calling special meetings of stockholders;
- provide that the Board of Directors is expressly authorized to alter or repeal our amended and restated bylaws; and
- require the approval of holders of at least 75% of the outstanding shares of our voting common stock to amend the amended and restated bylaws and certain provisions of the amended and restated certificate of incorporation.

These anti-takeover provisions and other provisions under Delaware law could discourage, delay or prevent a transaction involving a change in control of the Company, even if doing so would benefit our stockholders. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors they choose or to cause us to take other corporate actions they desire.

Our business could be impacted as a result of actions by activist stockholders or others.

From time to time, we may be subject to legal and business challenges in the operation of our Company due to stockholder proposals, media campaigns, proxy contests, and other such actions instituted by activist stockholders or others. Responding to such actions could be costly and time-consuming, disrupt our operations, may not align with our business strategies and could divert the attention of our Board of Directors and senior management from the pursuit of current business strategies. Perceived uncertainties as to our future direction as a result of stockholder activism or potential changes to the composition of the Board of Directors may lead to the perception of a change in the direction of the business or other instability, and may affect our stock price or may make it more difficult to attract and retain qualified personnel and business partners.

Item 1B. Unresolved Staff Comments

Not Applicable.

Item 1C. Cybersecurity

Risk Governance and Oversight

Cybersecurity represents an important component of the Company's overall cross-functional approach to risk management. Our cybersecurity practices are integrated into the Company's enterprise risk management (ERM) approach, and cybersecurity risks are among the core enterprise risks identified for oversight by the Board through our annual ERM assessment. While the Board is ultimately responsible for risk oversight, the Audit Committee oversees the overall review of our policies and procedures with respect to risk assessment and risk management, and has oversight of information technology and security matters, which includes cybersecurity strategies and risks, as well as data privacy and data protection (Information Security). The Audit Committee oversees the management of risks from cybersecurity threats, including the policies, processes, and practices that the Company's management implements to address risks from cybersecurity threats.

On a quarterly basis, our Chief Information Officer (CIO) and Chief Information Security Officer (CISO) report to the Audit Committee on our Information Security program, including presentations and reports on cybersecurity risks, which address a wide range of topics including, for example, recent developments, security initiatives, vulnerability assessments, the threat environment,

technological trends, and information security considerations arising with respect to the Company's peers and vendors; recent cybersecurity-related developments; strategic activities; and the execution of our cybersecurity awareness training. In turn, the chair of the Audit Committee reports out to the full Board on a quarterly basis regarding these matters, among other matters addressed by the Audit Committee.

Management utilizes a cross-functional approach designed to address the risk from cybersecurity threats, involving senior management personnel from the technology, operations, legal, risk management, internal audit and other key business functions, as well as members of the Company's Board and the Audit Committee of the Board. The Company's CIO, with support from our CISO and the other members of the cybersecurity team, is the member of the Company's management that is principally responsible for overseeing the Company's cybersecurity risk management program.

The CIO, in coordination with the CISO, works to implement a program designed to protect the Company's information systems from cybersecurity threats and to promptly respond to cybersecurity incidents. To facilitate the success of this program, the cybersecurity team works to address cybersecurity threats and respond to cybersecurity incidents in accordance with the Company's written incident response plan. The CISO and cybersecurity team regularly meet to monitor the prevention, detection, mitigation and remediation of cybersecurity incidents, and the CISO consults with the CIO and executive management, including the Chief Executive Officer, to report such incidents to the Audit Committee and the Board and initiate a response to incidents when appropriate.

We believe our cybersecurity team, led by our CISO, has the appropriate expertise, background and depth of experience to manage risks arising from cybersecurity threats. Our CISO is a credentialed and industry-recognized security executive with over 20 years' experience in healthcare, government and the private sector implementing enterprise cybersecurity and privacy programs, building high performing teams, creating a risk-aware culture, managing cybersecurity incidents, and communicating cyber risks to boards of directors. He holds a Master degree in Computer Engineering and has obtained certifications, including Certified Information Security Manager and Certified Information Systems Security Professional. Prior to joining Burlington, the CISO served as the CISO at Hospital for Special Surgery for 6 years and as a CISO at NYC Health+Hospitals for 4 years. Our CISO reports to our CIO, who has more than 25 years of information technology leadership experience. Together our CIO and CISO have decades of leadership experience in information technology, cybersecurity and retail.

Risk Management

We have established a cybersecurity risk management program designed to prevent, detect, contain, and respond to material risks from cybersecurity threats and incidents. Cybersecurity risk is integrated into the Company's enterprise risk management ("ERM") framework and considered alongside other enterprise risks in business and strategic decision-making.

The program consists of policies, procedures, and supporting technical and organizational measures for identification, assessment, remediation, response, and reporting of cybersecurity threats and incidents.

The cybersecurity program employs a risk-based approach and draws upon elements of recognized industry frameworks, including the National Institute of Standards and Technology ("NIST") Cybersecurity Framework and the Payment Card Industry Data Security Standard ("PCI DSS"), which are applied in a manner tailored to the Company's risk profile and business operations.

Our cybersecurity risk management approach and processes are designed to manage risks from cybersecurity threats associated with our use of third-party service providers, ranging from vendor cyber vetting to conducting security assessments and monitoring activities. We also operate an employee awareness and training program to help ensure all relevant associates are equipped to recognize and respond to potential threats. Additionally, we leverage threat intelligence technologies to inform our response posture to potential emerging threats to our digital business infrastructure and systems. Furthermore, we engage with third-party cybersecurity consultants and technology vendors to assess our cybersecurity program and test our technical capabilities. The Company also carries information security risk insurance that is designed to mitigate against certain potential losses arising from a cybersecurity incident.

To date, we have not identified any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect the Company, including its business strategy, results of operations, or financial condition. As further discussed in Item 1A, Risk Factors, if we are unable to protect our information systems against service interruption, misappropriation of data, breaches of security, or other cyber-related attacks, our operations could be disrupted, we may suffer financial losses and our reputation may be damaged.

Item 2. Properties

We own the land and/or buildings for 19 of our stores and have leases for 1,193 of our stores. Our new stores are generally leased for an initial term of ten years, the majority of which are subject to our option to renew such leases for several additional five-year periods. Store leases generally provide for fixed monthly rental payments, plus the payment, in most cases, of real estate taxes

and other charges with escalation clauses. In some locations, our store leases contain formulas providing for the payment of additional rent based on sales. Some of our stores are freestanding or located in regional power centers, strip shopping centers or in malls.

We own approximately 235 acres of land in Burlington and Florence, New Jersey on which we have constructed our corporate campus, which includes our corporate headquarters and the Burlington, New Jersey (Route 130 North) warehousing facility. We own approximately 43 acres of land in Edgewater Park, New Jersey on which we have constructed our Edgewater Park, New Jersey (Route 130 South) distribution center and an office facility. We lease approximately 171,000 square feet of office space in New York City (east coast buying office), and 50,000 square feet of office space in Los Angeles, California (west coast buying office). During Fiscal 2025, we signed a lease for an additional approximately 36,000 square feet of space at the east coast buying office, which we expect to take possession of during Fiscal 2026.

As described in Item 1, Business, we currently operate multiple distribution centers and warehousing facilities.

Item 3. Legal Proceedings

In the course of business, the Company is party to class or collective actions alleging violations of federal and state wage and hour and other labor statutes, representative claims under the California Private Attorneys' General Act and various other lawsuits and regulatory proceedings from time to time including, among others, commercial, product, employee, customer, intellectual property, privacy and other claims. Actions against us are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties. Refer to Note 14, "Commitments and Contingencies," to our Consolidated Financial Statements for further detail.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is listed on the New York Stock Exchange under the symbol “BURL.”

Holders

As of February 28, 2026, we had one holder of record of our common stock. This figure does not include the significantly greater number of beneficial holders of our common stock.

Dividends

We have not declared, and do not anticipate declaring in the near term, dividends on shares of our common stock. We currently do, and intend to continue to, retain all available funds and any future earnings to fund all of the Company's capital expenditures, business initiatives, and to support any potential opportunistic capital structure initiatives. Any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon results of operations, financial condition, contractual restrictions, including those under agreements governing our existing indebtedness, or any potential future indebtedness we may incur, restrictions imposed by applicable law, capital requirements and other factors our Board of Directors deems relevant.

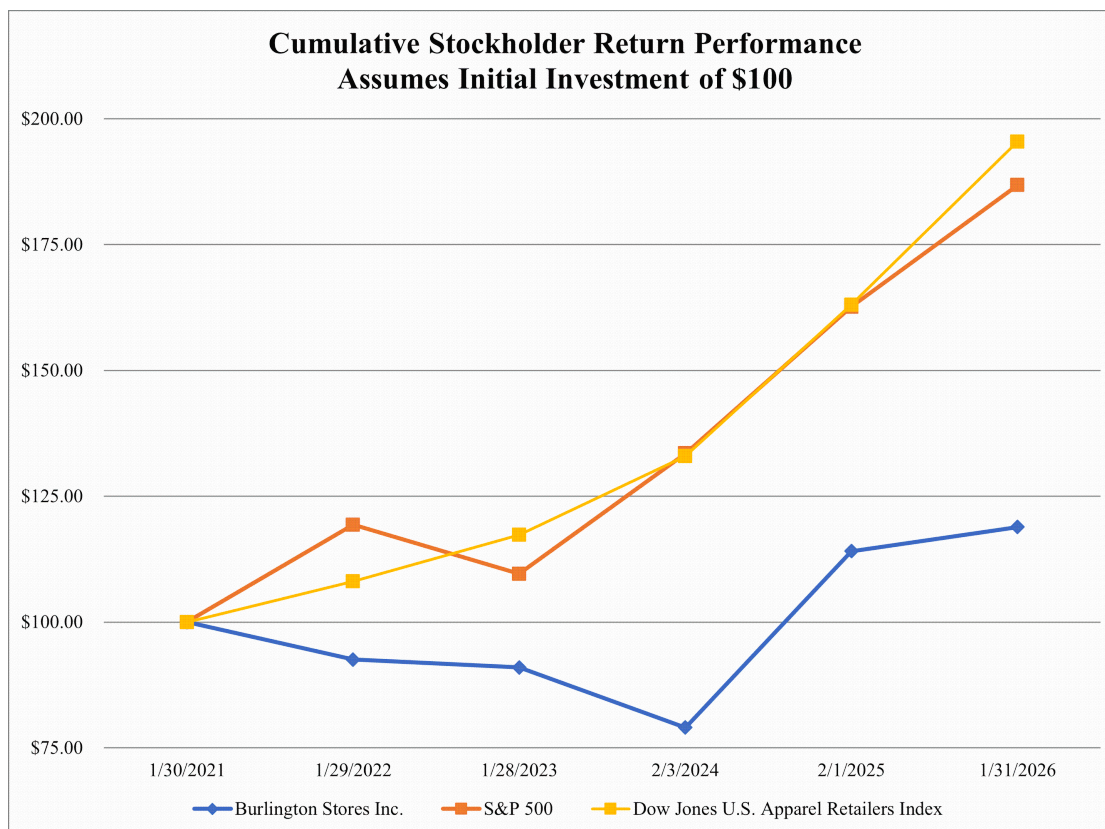
In addition, since we are a holding company, substantially all of the assets shown on our consolidated balance sheets are held by our subsidiaries. Accordingly, our earnings, cash flow and ability to pay dividends are largely dependent upon the earnings and cash flows of our subsidiaries and the distribution or other payment of such earnings to us in the form of dividends.

Stock Performance Graph

The performance graph below and related information shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference into such filing.

The following graph compares the cumulative total stockholder return on our common stock from the closing prices as of the end of each fiscal year from January 30, 2021 through January 31, 2026, with the return on the Standard & Poor’s (S&P) 500 Index and the Dow Jones United States Apparel Retailers Index over the same period. This graph assumes an initial investment of \$100 and

assumes the reinvestment of dividends, if any. Such returns are based on historical results and are not intended to suggest future performance.



Company / Index	Base Period	Indexed Returns for Fiscal Years Ended				
	January 30, 2021	January 29, 2022	January 28, 2023	February 3, 2024	February 1, 2025	January 31, 2026
Burlington Stores, Inc.	\$ 100.00	\$ 92.52	\$ 90.95	\$ 79.04	\$ 114.07	\$ 118.87
S&P 500 Index	\$ 100.00	\$ 119.32	\$ 109.59	\$ 133.50	\$ 162.63	\$ 186.82
Dow Jones U.S. Apparel Retailers Index	\$ 100.00	\$ 108.05	\$ 117.29	\$ 132.95	\$ 163.05	\$ 195.42

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information regarding our purchases of common stock during the three fiscal months ended January 31, 2026:

Month	Total Number of Shares Purchased	Average Price Paid Per Share (a)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in thousands)
November 2, 2025 through November 29, 2025	33,064	\$ 279.68	33,064	\$ 435,204
December 2, 2025 through January 3, 2026	155,877	\$ 254.53	155,877	\$ 395,528
January 4, 2026 through January 31, 2026	34,922	\$ 302.11	34,922	\$ 384,977
Total	223,863		223,863	

- (a) Includes commissions for the shares repurchased under our publicly announced share repurchase programs.
- (b) On August 15, 2023, our Board of Directors authorized the repurchase of up to \$500.0 million of common stock, which expired on August 15, 2025. During the second quarter of Fiscal 2025, the Company's Board of Directors authorized the repurchase of up to an additional \$500.0 million of common stock, which is authorized to be executed through May 20, 2027. For a further discussion of our share repurchase program, see “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Share Repurchase Program.”

Item 6. Reserved

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

The following discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and cash flows as of and for the periods presented below. The following discussion and analysis should be read in conjunction with our Consolidated Financial Statements, including the notes thereto, appearing elsewhere in this Annual Report.

In addition to historical information, this discussion and analysis contains forward-looking statements based on current expectations that involve risks, uncertainties and assumptions, such as our plans, objectives, expectations and intentions as further described under the caption above entitled "Cautionary Statement Regarding Forward-Looking Statements." Our actual results or other events and the timing of events may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in Item 1A, Risk Factors and elsewhere in this Annual Report.

General

We are a nationally recognized off-price retailer of high-quality, branded merchandise at everyday low prices. We opened our first store in Burlington, New Jersey in 1972, selling primarily coats and outerwear. Since then, we have expanded our store base to 1,212 stores as of January 31, 2026 in 46 states, Washington D.C. and Puerto Rico. We have diversified our product categories by offering an extensive selection of in-season, fashion-focused merchandise at up to 60% off other retailers' prices, including: women's ready-to-wear apparel, menswear, youth apparel, baby, beauty, footwear, accessories, home, toys, gifts and coats. We sell a broad selection of desirable, first-quality, current-brand, labeled merchandise acquired directly from nationally-recognized manufacturers and other suppliers.

Executive Summary

Store Openings, Closings and Relocations

During the fiscal year ended February 1, 2025 (Fiscal 2025), we opened 131 new stores, inclusive of 18 relocations, and closed nine stores, exclusive of the aforementioned relocations, bringing our store count as of January 31, 2026 to 1,212 stores. We continue to pursue our growth plans and invest in capital projects that meet our financial requirements. During the fiscal year ending January 30, 2027 (Fiscal 2026), we plan to open approximately 110 net new stores.

Fiscal Year Ended

Our fiscal year ends on the Saturday closest to January 31. We report fiscal years under a 52/53-week format and as a result, certain fiscal years will contain 53 weeks. Fiscal 2025 included 52 weeks, the fiscal year ended February 1, 2025 (Fiscal 2024) included 52 weeks, and the fiscal year ended February 3, 2024 (Fiscal 2023) included 53 weeks. Fiscal 2026 will have 52 weeks.

Ongoing Initiatives for Fiscal 2026

We continue to focus on several ongoing strategic initiatives aimed at operating with flexibility, responsiveness, and efficiency in everything we do, while delivering great value to our customers through continued improvement in the execution of our off-price model. These initiatives are outlined below.

Merchandising

Our merchandising strategy is centered on delivering compelling value while remaining responsive to evolving customer preferences. Key initiatives include:

- focusing on fashion, quality, brand, and price to inform our buying decisions and provide customers with outstanding value on their purchases;
- delivering remarkable value every day with speed and agility through a culture of customer focus and continuous learning and innovation;
- enabling buyers to spend more time in the market and take data-driven actions informed by current trends and opportunities;
- following the off-price principles of opportunistic buying and in-season purchasing to more effectively chase the sales trend;
- building capabilities to localize the assortment by region and store; and

- continuing to grow our merchandising talent base.

Stores

We remain focused on delivering a neat, clean, easy-to-shop, organized, and consistent shopping experience for our customers while maintaining disciplined cost and inventory controls. Key initiatives include:

- redesigning our stores with new interior layouts, signage and fixtures to better highlight our selection of trend-right, branded merchandise, and create an inviting environment for customers that accentuates the thrill of the treasure hunt;
- optimizing shortage reduction by identifying risks and implementing innovative physical security solutions and technologies; and
- getting fresh receipts out to the sales floor rapidly and efficiently.

Real Estate

We continue to selectively expand our store footprint in attractive locations to support long-term growth. Key initiatives include:

- opening 100 stores per year on average, which we believe will allow us to operate 2,000 stores over the long-term;
- prioritizing 25,000 square foot stores located in busy, convenient strip malls; and
- downsizing existing stores to incorporate our new store designs and reduce occupancy costs.

Supply Chain

We continue to invest in supply chain capabilities to support growth and improve operational efficiency. Key initiatives include:

- driving cost savings through speed, flexibility, and efficiency in distribution and transportation; and
- expanding and modernizing our supply chain network with flexible and efficient distribution centers purpose-built to execute our off-price business model.

Marketing

Our marketing efforts are focused on building a strong and renewed reputation with consumers. Key initiatives include:

- communicating a strong value message to new and existing shoppers; and
- investing in advertising that drives traffic to our stores.

Uncertainties and Challenges

As we strive to increase profitability, there are uncertainties and challenges that we face that could have a material impact on our revenues or income.

General Economic Conditions. There remains a high level of uncertainty in the current macroeconomic and geopolitical environments, and prolonged inflationary pressures could continue to negatively impact the discretionary spending of the low-income shopper, our core customer. In addition to inflation, consumer spending habits, including spending for the merchandise that we sell, are affected by, among other things, prevailing global economic conditions, the costs of basic necessities and other goods, levels of employment, salaries and wage rates, prevailing interest rates, reductions in government benefits and lower tax refunds, housing and food costs, energy and fuel costs, commodities pricing, income tax rates and policies, immigration policies, consumer confidence and consumer perception of economic conditions. In addition, consumer purchasing patterns are generally influenced by consumers' disposable income, credit availability and debt levels.

A broad, protracted slowdown or downturn in the U.S. economy, an extended period of high unemployment or inflation rates, an uncertain domestic or global economic outlook or a financial crisis could adversely affect consumer spending habits resulting in lower net sales and profits than expected on a quarterly or annual basis. Conversely, if inflation declines, it could benefit our core customers who have been impacted by higher cost of living, and if economic growth slows, it could cause moderate and higher-income shoppers to become more value conscious. Either of these developments, if they occur, would be expected to improve our business. Consumer confidence is also affected by the domestic and international political situation. Our financial condition and operations could be impacted by changes in government regulations, initiatives or programs in areas including, but not limited to, trade and tariffs, taxes, healthcare, and immigration. In addition, trade and tariff regulations have had and are expected to continue to

have an indirect impact on consumer prices. We will continue to monitor changes in tariff policy and the impact of these changes on our industry and the economy and seek to adjust to these changes as efficiently as possible. The outbreak or escalation of war, or the occurrence of terrorist acts or other hostilities in or affecting the U.S., or public health issues such as pandemics or epidemics, could lead to a decrease in spending by consumers. In addition, natural disasters, public health issues, industrial accidents and acts of war or conflicts in various parts of the world (such as the conflict in Ukraine or the conflict in the Middle East), could have the effect of disrupting supplies and raising prices globally which, in turn, may have adverse effects on the world and U.S. economies and lead to a downturn in consumer confidence and spending.

We closely monitor our net sales, gross margin and expenses. We have performed scenario planning such that if our net sales decline for an extended period of time, we have identified variable costs that could be reduced to partially mitigate the impact of these declines. If we were to experience adverse sales trends and if our efforts to counteract the impacts of these trends are not sufficiently effective, there could be a negative impact on our financial performance and position in future fiscal periods.

Seasonality of Sales and Weather Conditions. Our business, like that of most retailers, is subject to seasonal influences. In the second half of the year, which includes the back-to-school and holiday seasons, we generally realize a higher level of sales and net income.

Weather continues to be a contributing factor to the sale of our merchandise. Generally, our sales are higher if the weather is cold during the Fall and warm during the early Spring. Sales of cold weather clothing are generally increased by early cold weather during the Fall, while sales of warm weather clothing are generally increased by early warm weather conditions in the Spring. Although we have diversified our product offerings, we believe traffic to our stores is still driven, in part, by weather patterns.

Competition and Margin Pressure. We believe that in order to remain competitive with retailers, including off-price retailers and discount stores, we must continue to offer brand-name merchandise at a discount to prices offered by other retailers as well as an assortment of merchandise that is appealing to our customers.

The U.S. retail apparel and home furnishings markets are highly fragmented and competitive. We compete for business with department stores, off-price retailers, internet retailers, specialty stores, discount stores, wholesale clubs, and outlet stores as well as with certain traditional, full-price retail chains that have developed off-price concepts. At various times throughout the year, traditional full-price department store chains and specialty shops offer brand-name merchandise at substantial markdowns, which can result in prices approximating those offered by us at our Burlington Stores. We anticipate that competition will increase in the future. Therefore, we will continue to look for ways to differentiate our stores from those of our competitors.

The U.S. retail industry continues to face increased pressure on margins as overall challenging retail conditions have led consumers to be more value conscious. Additionally, lower-to-moderate income shoppers continue to face economic pressure due to higher cost of living. Our strategy to chase the sales trend allows us the flexibility to purchase less pre-season merchandise with the balance purchased in-season and opportunistically. It also provides us with the flexibility to shift purchases between suppliers and categories. We believe that this enables us to obtain better terms with our suppliers, which we expect will help offset any rising costs of goods.

Key Performance and Non-GAAP Measures

We consider numerous factors in assessing our performance. Key performance and non-GAAP measures used by management include net income, Adjusted Net Income, Adjusted EBITDA, Adjusted EBIT, comparable store sales, gross margin, inventory and liquidity.

Net income. We earned net income of \$610.2 million during Fiscal 2025 compared with \$503.6 million during Fiscal 2024. This increase was primarily driven by higher sales and increased gross margin rate. Refer to the section below entitled “Results of Operations” for further explanation.

Adjusted Net Income, Adjusted EBITDA and Adjusted EBIT: Adjusted Net Income, Adjusted EBITDA and Adjusted EBIT are non-GAAP financial measures of our performance.

We define Adjusted Net Income as net income, exclusive of the following items, if applicable: (i) net favorable lease costs; (ii) loss on extinguishment of debt; (iii) costs related to debt amendments; (iv) impairment charges; (v) amounts related to certain litigation matters; and (vi) other unusual, non-recurring expenses, losses, charges or gains, all of which are tax effected to arrive at Adjusted Net Income.

We define Adjusted EBITDA as net income, exclusive of the following items, if applicable: (i) interest expense; (ii) interest income; (iii) loss on extinguishment of debt; (iv) costs related to debt amendments; (v) income tax expense; (vi) depreciation and amortization; (vii) net favorable lease costs; (viii) impairment charges; (ix) amounts related to certain litigation matters; and (x) other unusual, non-recurring expenses, losses, charges or gains.

We define Adjusted EBIT as net income, exclusive of the following items, if applicable: (i) interest expense; (ii) interest income; (iii) loss on extinguishment of debt; (iv) costs related to debt amendments; (v) income tax expense; (vi) impairment charges; (vii) net favorable lease costs; (viii) amounts related to certain litigation matters; and (ix) other unusual, non-recurring expenses, losses, charges or gains.

We present Adjusted Net Income, Adjusted EBITDA and Adjusted EBIT because we believe they are useful supplemental measures in evaluating the performance of our business and provide greater transparency into our results of operations. In particular, we believe that excluding certain items that may vary substantially in frequency and magnitude from what we consider to be our core operating results are useful supplemental measures that assist investors and management in evaluating our ability to generate earnings and leverage sales, and to more readily compare core operating results between past and future periods.

We believe that these non-GAAP measures provide investors helpful information with respect to our operations and financial condition. Other companies in the retail industry may calculate these non-GAAP measures differently such that our calculation may not be directly comparable.

Adjusted Net Income has limitations as an analytical tool, and should not be considered either in isolation or as a substitute for net income or other data prepared in accordance with GAAP. Among other limitations, Adjusted Net Income does not reflect the following items, net of their tax effect:

- net favorable lease costs;
- losses on extinguishment of debt;
- costs related to debt amendments;
- impairment charges on long-lived assets;
- amounts charged for certain litigation matters; and
- other unusual, non-recurring expenses, losses, charges or gains.

During Fiscal 2025, Adjusted Net Income improved \$97.7 million to \$625.7 million. This increase was primarily driven by higher sales and increased gross margin rate. Refer to the section below entitled “Results of Operations” for further explanation.

The following table shows our reconciliation of net income to Adjusted Net Income for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

	<i>(unaudited)</i> <i>(in thousands)</i>		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024 (53 Weeks)
Net income	\$ 610,153	\$ 503,639	\$ 339,649
Net favorable lease costs (a)	7,742	11,189	15,263
Loss on extinguishment of debt (b)	—	1,412	38,274
Costs related to debt amendments (c)	112	4,553	97
Impairment charges - long-lived assets	9,857	12,921	6,367
Litigation matters (d)	4,175	2,525	1,500
Layaway liabilities (e)	(12,716)	—	—
Security tags (f)	11,657	—	—
Tax effect (g)	(5,297)	(8,298)	(7,770)
Adjusted Net Income	\$ 625,683	\$ 527,941	\$ 393,380

- (a) Net favorable lease costs represent the non-cash expense associated with favorable and unfavorable leases that were recorded as a result of purchase accounting related to the April 13, 2006 Bain Capital acquisition of Burlington Coat Factory Warehouse Corporation (the Merger Transaction). These expenses are recorded in the line item “Selling, general and administrative expenses” in our Consolidated Statements of Income.
- (b) Fiscal 2024 amount relates to the partial write-off of the original issue discount and deferred debt costs related to the September 2024 extension and upsize of the Term Loan Facility. Fiscal 2023 amount relates to the partial repurchases of the 2.25% Convertible Senior Notes due 2025 (the “2025 Convertible Notes”) and the exchange of a portion of the 2025 Convertible Notes.
- (c) Fiscal 2025 amount relates to the settlement of the 2025 Convertible Notes during the first quarter of Fiscal 2025. Fiscal 2024 amount relates to the September 2024 extension and upsizing of the Term Loan Facility. Fiscal 2023 amount relates to the Term Loan Facility amendment changing from the Adjusted LIBOR Rate to the Adjusted Term SOFR Rate.
- (d) Represents amounts charged for certain litigation matters.
- (e) Represents a one-time settlement of certain layaway liabilities on our Consolidated Balance Sheet, resulting in a gain.
- (f) Represents a one-time write-off to amortization related to certain merchandise security tags on our Consolidated Balance Sheet.
- (g) Tax effect is calculated based on the effective tax rates (before discrete items) for the respective periods, adjusted for the tax effect for the impact of items (a) through (f).

Adjusted EBIT and Adjusted EBITDA have limitations as analytical tools, and should not be considered either in isolation or as a substitute for net income or other data prepared in accordance with GAAP. Among other limitations, Adjusted EBIT and Adjusted EBITDA do not reflect:

- net interest expense;
- net favorable lease costs;
- losses on the extinguishments of debt;
- costs related to debt issuances and amendments;
- amounts charged for certain litigation matters;
- impairment charges on long-lived assets;
- income tax expense; and

- other unusual, non-recurring expenses, losses, charges or gains.

Adjusted EBITDA is further adjusted for cash requirements for replacement of assets. Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will likely have to be replaced in the future.

During Fiscal 2025, Adjusted EBIT improved \$141.7 million to \$887.1 million. During Fiscal 2025, Adjusted EBITDA increased \$200.3 million to \$1,293.3 million. These increases were primarily driven by higher sales and increased gross margin rate. Refer to the section below entitled “Results of Operations” for further explanation.

The following table shows our reconciliation of net income to Adjusted EBIT and Adjusted EBITDA for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

	<i>(unaudited)</i> <i>(in thousands)</i>		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024 (53 Weeks)
Reconciliation of net income to Adjusted EBIT and Adjusted EBITDA			
Net income	\$ 610,153	\$ 503,639	\$ 339,649
Interest expense	71,041	69,522	78,399
Interest income	(20,904)	(31,519)	(24,633)
Net favorable lease costs (a)	7,742	11,189	15,263
Loss on extinguishment of debt (b)	—	1,412	38,274
Costs related to debt amendments (c)	112	4,553	97
Impairment charges - long-lived assets	9,857	12,921	6,367
Litigation matters (d)	4,175	2,525	1,500
Layaway liabilities (e)	(12,716)	—	—
Security tags (f)	11,657	—	—
Income tax expense	205,965	171,175	126,124
Adjusted EBIT	887,082	745,417	581,040
Depreciation and amortization (g)	406,214	347,575	307,064
Adjusted EBITDA	\$ 1,293,296	\$ 1,092,992	\$ 888,104

- Net favorable lease costs represent the non-cash expense associated with favorable and unfavorable leases that were recorded as a result of purchase accounting related to the Merger Transaction. These expenses are recorded in the line item “Selling, general and administrative expenses” in our Consolidated Statements of Income.
- Fiscal 2024 amount relates to the partial write-off of the original issue discount and deferred debt costs related to the September 2024 extension and upsize of the Term Loan Facility. Fiscal 2023 amount relates to the partial repurchases of the 2025 Convertible Notes and the exchange of a portion of the 2025 Convertible Notes.
- Fiscal 2025 amount relates to the settlement of the 2025 Convertible Notes during the first quarter of Fiscal 2025. Fiscal 2024 amount relates to the September 2024 extension and upsizing of the Term Loan Facility. Fiscal 2023 amount relates to the Term Loan Facility amendment changing from the Adjusted LIBOR Rate to the Adjusted Term SOFR Rate.
- Represents amounts charged for certain litigation matters.
- Represents a one-time settlement of certain layaway liabilities on our Consolidated Balance Sheet, resulting in a gain.
- Represents a one-time write-off to amortization related to certain merchandise security tags on our Consolidated Balance Sheet.
- Depreciation and amortization excludes the write-off of security tags in item (f).

Comparable Store Sales. Comparable store sales measure performance of a store during the current reporting period against the performance of the same store in the corresponding period of a prior year. The method of calculating comparable store sales varies across the retail industry. As a result, our definition of comparable store sales may differ from other retailers.

We define comparable store sales as merchandise sales of those stores commencing on the first day of the fiscal month one year after the end of their grand opening activities, which normally conclude within the first two months of operations. If a store is closed for seven or more days during a month, our policy is to remove that store from our calculation of comparable store sales for any such month, as well as during the month(s) of their grand re-opening activities. The table below depicts the change in our comparable store sales during Fiscal 2025, Fiscal 2024 and Fiscal 2023, all of which are calculated on a 52-week basis.

	Comparable Store Sales
Fiscal 2025	2%
Fiscal 2024	4%
Fiscal 2023	4%

Various factors affect comparable store sales, including, but not limited to, weather conditions, current economic conditions, the timing of our releases of new merchandise and promotional events, the general retail sales environment, consumer preferences and buying trends, changes in sales mix among distribution channels, competition, and the success of marketing programs.

Gross Margin. Gross margin is the difference between net sales and the cost of sales. Our cost of sales and gross margin may not be comparable to those of other entities, since some entities may include all of the costs related to their buying and distribution functions, certain store-related costs and other costs, in cost of sales. We include certain of these costs in the line items “Selling, general and administrative expenses” and “Depreciation and amortization” in our Consolidated Statements of Income. We include in our “Cost of sales” line item all costs of merchandise (net of purchase discounts and certain vendor allowances), inbound freight, distribution center outbound freight and certain merchandise acquisition costs, primarily commissions and import fees.

Gross margin as a percentage of net sales expanded to 43.8% during Fiscal 2025, compared with 43.2% during Fiscal 2024, driven primarily by improved merchandise margin and freight costs.

Product sourcing costs, which are included in selling, general and administrative expenses, decreased approximately 20 basis points as a percentage of net sales during the fiscal year ended January 31, 2026, compared with the fiscal year ended February 1, 2025. Product sourcing costs include the costs of processing goods through our supply chain and buying costs.

Inventory. Inventory as of January 31, 2026 increased to \$1,311.9 million from \$1,250.8 million at February 1, 2025. This increase primarily relates to an increase in comparable store inventory and new store inventory at 104 net new stores since the end of Fiscal 2024.

Reserve inventory includes all inventory that is being stored for release either later in the season, or in a subsequent season. We intend to use our reserve merchandise to effectively chase sales trends. Reserve inventory was 40% of total inventory at the end of Fiscal 2025 compared to 46% at the end Fiscal 2024.

In order to better serve our customers and maximize sales, we continue to refine our merchandising mix and inventory levels within our stores. By appropriately managing our inventories, we believe we will be better able to deliver a continual flow of fresh merchandise to our customers.

Liquidity. Liquidity measures our ability to generate cash. Management measures liquidity through cash flow, which is the measure of cash generated from or used in operating, financing, and investing activities. Cash and cash equivalents increased \$237.8 million during Fiscal 2025, compared with an increase of \$69.3 million during Fiscal 2024. Refer to the section below entitled “Liquidity and Capital Resources” for further explanation.

Results of Operations

The following table sets forth certain items in the Consolidated Statements of Income as a percentage of net sales for the periods indicated.

	Percentage of Net Sales		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Net sales	100.0%	100.0%	100.0%
Other revenue	0.1	0.2	0.2
Total revenue	100.1	100.2	100.2
Cost of sales	56.2	56.8	57.5
Selling, general and administrative expenses	33.1	33.4	33.9
Costs related to debt amendments	0.0	0.0	0.0
Depreciation and amortization	3.6	3.3	3.2
Impairment charges - long-lived assets	0.1	0.1	0.1
Other income - net	(0.3)	(0.2)	(0.2)
Loss on extinguishment of debt	—	0.0	0.4
Interest income	(0.2)	(0.3)	(0.2)
Interest expense	0.6	0.7	0.8
Total costs and expenses	93.1	93.8	95.5
Income before income tax expense	7.0	6.4	4.7
Income tax expense	1.8	1.6	1.3
Net income	5.2%	4.8%	3.4%

Performance for Fiscal Year Ended January 31, 2026 (Fiscal 2025) Compared with Fiscal Year Ended February 1, 2025 (Fiscal 2024)

Net sales

Net sales improved \$932.9 million, or 8.8%, to \$11,549.6 million, primarily driven by both an increase in net sales of \$691.4 million from our new stores and non-comparable stores as well as an increase of 2%, or \$241.5 million, in comparable store sales during Fiscal 2025.

Cost of sales

Cost of sales as a percentage of net sales decreased to 56.2% during Fiscal 2025, compared with 56.8% during Fiscal 2024, primarily driven by improved merchandise margin and freight costs. On a dollar basis, cost of sales increased \$461.7 million, or 7.7%, primarily driven by our overall increase in sales.

Selling, general and administrative expenses

Selling, general and administrative expenses as a percentage of net sales decreased to 33.1% during the fiscal year ended January 31, 2026, compared to 33.4% during the fiscal year ended February 1, 2025. The decrease was primarily driven by supply chain efficiency initiatives and store payroll costs, partially offset by increased occupancy costs. On a dollar basis, selling, general and administrative expenses increased by \$270.2 million, or 7.6%, to \$3,817.2 million during the fiscal year ended January 31, 2026. The increase was primarily driven by our 104 net new stores opened since the end of Fiscal 2024.

During Fiscal 2025 and Fiscal 2024, the Company acquired leases through bankruptcy proceedings. The acquisition of these leases resulted in \$35.5 million and \$15.7 million of pre-opening costs that are recorded in the line item, “Selling, general and administrative expenses” in our Consolidated Statements of Income during Fiscal 2025 and Fiscal 2024, respectively.

Depreciation and amortization

Depreciation and amortization expense amounted to \$417.9 million during Fiscal 2025, compared with \$347.6 million during Fiscal 2024. The increase in depreciation and amortization expense was primarily driven by new and non-comparable stores, as well as capital expenditures related to investments in our supply chain infrastructure.

Impairment charges—long-lived assets

Impairment charges related to long-lived assets were \$9.9 million and \$12.9 million during Fiscal 2025 and Fiscal 2024, respectively. Fiscal 2025 relates to an owned store selling below carrying value, unrecoverable assets at underperforming stores, as well as stores relocated and closed before the end of the respective lease-end dates. Fiscal 2024 relates to two owned stores selling below carrying value, unrecoverable assets at underperforming stores, and stores relocated and closed before the end of the respective lease-end dates.

The recoverability assessment related to these store-level assets requires various judgments and estimates, including estimates related to future revenues, gross margin rates, store expenses and other assumptions. We base these estimates upon our past and expected future performance. We believe our estimates are appropriate in light of current market conditions. However, future impairment charges could be required if we do not achieve our current revenue or cash flow projections for each store. Refer to Note 4, “Impairment Charges,” for further discussion.

Other income, net

Other income, net improved \$14.6 million to \$31.3 million during Fiscal 2025. The improvement in other income was primarily driven by a one-time settlement of certain layaway liabilities, resulting in a gain.

Loss on Extinguishment of Debt

There were no loss on extinguishment of debt charges during Fiscal 2025. During Fiscal 2024, debt extinguishment charges amounted to \$1.4 million related to the partial write-off of the original issue discount and deferred debt costs, as a result of the September 2024 extension and upsize of our Term Loan Facility. Refer to Note 5, “Long Term Debt,” for further discussion regarding our debt transactions.

Interest income

Interest income decreased \$10.6 million to \$20.9 million. The decrease was primarily driven by more investments in Fiscal 2024 compared to Fiscal 2025.

Interest expense

Interest expense increased \$1.5 million to \$71.0 million. The increase is related to the upsize of the Term Loan Facility, partially offset by increased capitalized interest as a result of the ongoing construction of a distribution center and paydown of the 2025 Convertible Notes during the first quarter of Fiscal 2025.

The average interest rate on the Term Loan Facility was 5.9% and 7.0% for the fiscal year ended January 31, 2026 and the fiscal year ended February 1, 2025, respectively. The average balance on the Term Loan Facility, excluding the original issue discount, was \$1,561.2 million and \$1,047.0 million for the fiscal year ended January 31, 2026 and the fiscal year ended February 1, 2025, respectively.

Income tax expense

Income tax expense was \$206.0 million for Fiscal 2025 compared with \$171.2 million for Fiscal 2024. The effective tax rate was 25.2% related to pretax income of \$816.1 million for Fiscal 2025, and 25.4% related to pretax income of \$674.8 million for Fiscal 2024. The increase in income tax expense is primarily driven by higher pre-tax income.

Net income

We earned net income of \$610.2 million during Fiscal 2025 compared with net income of \$503.6 million for Fiscal 2024. This increase was primarily driven by higher sales and increased gross margin rate. Net income included \$26.4 million and \$11.7 million of expense, net of income taxes, for Fiscal 2025 and Fiscal 2024, respectively, related to the bankruptcy acquired leases.

Performance for Fiscal Year Ended February 1, 2025 (Fiscal 2024) Compared with Fiscal Year Ended February 3, 2024 (Fiscal 2023)

For a discussion related to Fiscal 2024 performance compared to Fiscal 2023 performance, refer to Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in our Annual Report on Form 10-K for the fiscal year ended February 1, 2025 (Fiscal 2024 10-K).

Liquidity and Capital Resources

Our ability to satisfy interest payment and future principal payment obligations on our outstanding debt will depend largely on our future performance which, in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control. If we do not have sufficient cash flow to service interest payment and future principal payment obligations on our outstanding indebtedness and if we cannot borrow or obtain equity financing to satisfy those obligations, our business and results of operations will be materially adversely affected. We cannot be assured that any replacement borrowing or equity financing could be successfully completed on terms similar to our current financing agreements, or at all.

We believe that cash generated from operations, along with our existing cash and our ABL Line of Credit, will be sufficient to fund our expected cash flow requirements and planned capital expenditures for at least the next twelve months as well as the foreseeable future. However, there can be no assurance that we would be able to offset declines in our comparable store sales with savings initiatives.

As market conditions warrant, we may, from time to time, repurchase our outstanding debt securities in the open market, in privately negotiated transactions, by tender offer, by exchange transaction or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity and other factors and may be commenced or suspended at any time. The amounts involved and total consideration paid may be material.

From time to time, we evaluate options to opportunistically increase, refinance or extend our debt. Our assessment will be based on our capital needs for, among other things, facility purchases, capital improvements and expenditures. No assurance can be given that we will enter into such agreements.

Cash Flows

Cash Flows for Fiscal 2025 Compared with Fiscal 2024

We generated \$237.8 million of cash flows during Fiscal 2025 compared with \$69.3 million during Fiscal 2024.

Net cash provided by operating activities amounted to \$1,231.4 million and \$863.4 million during Fiscal 2025 and Fiscal 2024, respectively. The increase in our operating cash flows was primarily driven by improved net income as well as changes in working capital.

Net cash used in investing activities was \$1,055.1 million and \$882.3 million during Fiscal 2025 and Fiscal 2024, respectively. This change was primarily the result of investments in our supply chain infrastructure, as well as new store construction.

Net cash provided by financing activities was \$61.5 million during Fiscal 2025 compared to a use of \$88.2 million during Fiscal 2024. This change was primarily driven by the settlement of the 2025 Convertible Notes during the first quarter of Fiscal 2025 and an increase in treasury stock repurchases, partially offset by net proceeds related to the upside of the Term Loan Facility during the second quarter of Fiscal 2025.

Changes in working capital also impact our cash flows. Working capital equals current assets minus current liabilities. We had working capital at January 31, 2026 of \$522.3 million compared with \$356.3 million at February 1, 2025. The increase in working capital was primarily driven by increased cash balance and a decrease in current maturity of long term debt, partially offset by a decrease in prepaid assets.

Cash Flows for Fiscal 2024 Compared with Fiscal 2023

For a discussion of our cash flows for Fiscal 2024 compared to Fiscal 2023, refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in our Fiscal 2024 10-K.

Capital Expenditures

For Fiscal 2025, capital expenditures, net of \$56.9 million of landlord allowances, amounted to \$1,104.1 million (inclusive of accrued capital expenditures). These capital expenditures include approximately \$482.0 million, net of the previously mentioned landlord allowances, for store expenditures (new stores, downsizes, remodels and other store expenditures). In addition, we made capital expenditures of \$464.0 million to support our supply chain initiatives, largely related to the purchase of the distribution center in California and build-out of the distribution center in Georgia, with the remaining capital to support information technology and other business initiatives. During Fiscal 2024, we incurred capital expenditures of \$843.9 million (inclusive of accrued capital expenditures), net of approximately \$28.9 million of landlord allowances.

We estimate that we will spend approximately \$875 million, net of approximately \$55 million of landlord allowances, in capital expenditures during Fiscal 2026, including approximately \$420 million, net of the previously mentioned landlord allowances, for store expenditures (new stores, downsizes, remodels and other store expenditures). In addition, we estimate that we will spend approximately \$290 million to support our supply chain initiatives, largely related to completing the build-out of the distribution center in Georgia and beginning construction on a distribution center in Arizona. The remaining capital will be used to support our information technology and other business initiatives.

Share Repurchase Program

On August 15, 2023, our Board of Directors authorized the repurchase of up to \$500.0 million of common stock, which expired on August 15, 2025.

On May 20, 2025, our Board of Directors authorized the repurchase of up to an additional \$500.0 million of common stock, which is authorized to be executed through May 20, 2027.

During Fiscal 2025, we repurchased 985,594 shares of common stock for \$251.4 million under our share repurchase program. As of January 31, 2026, we had \$385.0 million remaining under our share repurchase authorization.

We are authorized to repurchase shares of our outstanding common stock from time to time on the open market or in privately negotiated transactions under our repurchase program. The timing and amount of stock repurchases will depend on a variety of factors, including the market conditions as well as corporate and regulatory considerations. Our share repurchase program may be suspended, modified or discontinued at any time, and we have no obligation to repurchase any amount of our common stock under the program.

Dividends

We currently do, and intend to continue to, retain all available funds and any future earnings to fund all of our capital expenditures, business initiatives, and to support any potential opportunistic capital structure initiatives. Therefore, at this time, we do not anticipate paying cash dividends in the near term. Our ability to pay dividends on our common stock will be limited by restrictions on the ability of our subsidiaries to pay dividends or make distributions under the terms of current and any future agreements governing our indebtedness. Any future determination to pay dividends will be at the discretion of our Board of Directors, subject to compliance with covenants in our current and future agreements governing our indebtedness, and will depend upon our results of operations, financial condition, capital requirements and other factors that our Board of Directors deems relevant.

In addition, since we are a holding company, substantially all of the assets shown on our Consolidated Balance Sheets are held by our subsidiaries. Accordingly, our earnings, cash flow and ability to pay dividends are largely dependent upon the earnings and cash flows of our subsidiaries and the distribution or other payment of such earnings to us in the form of dividends.

Debt and Hedging

As of January 31, 2026, our obligations, inclusive of original issue discount, include \$1,719.4 million under our Term Loan Facility, \$297.1 million of 2027 Convertible Notes and no outstanding borrowings on our ABL Line of Credit. Our debt obligations also include \$22.9 million of finance lease obligations as of January 31, 2026. Refer to Note 5 to our Consolidated Financial Statements, "Long Term Debt," for an overview of the terms and conditions of these instruments.

Term Loan Facility

BCFWC and certain of its subsidiaries and holding companies are party to a Credit Agreement (as amended, supplemented and otherwise modified, the Term Loan Facility) that provides for term loans in an aggregate principal amount as of January 31, 2026 of \$1,730.6 million maturing on September 24, 2031.

On September 24, 2024, we entered into an amendment to the Term Loan Facility dated as of February 24, 2011 (the "Amendment"), which among other things, (i) refinanced the outstanding \$933.0 million principal amount of Term B-6 Loans with Term B-7 Loans in an aggregate principal amount of \$1,250.0 million, which includes incremental term loans in an aggregate principal amount of \$317.0 million, (ii) extended the maturity date from June 24, 2028 to September 24, 2031, and (iii) reduced the interest rate margins applicable to our term loan facility from 1.00% to 0.75%, in the case of prime rate loans, and from 2.00% to

1.75%, in the case of SOFR loans, with a 0.00% SOFR floor, and removed the SOFR adjustment. The Term B-7 Loans were issued with an original issue discount of 99.5.

On June 11, 2025, we entered into an amendment to the Term Loan Facility, which among other things, provided for \$500.0 million of incremental term loans under the Term Loan Credit Agreement as additional Term B-7 Loans. The incremental term loans were issued with an original issue discount of 99.0 and are otherwise on terms identical to, and fungible with, the existing Term B-7 Loans.

The Term Loan Facility is collateralized by a first lien on BCFWC's and each guarantor's equity interests, equipment, intellectual property, and certain favorable leases and real estate, and certain related assets and proceeds thereof (subject to certain exceptions), and a second lien on BCFWC's and each guarantor's other assets and proceeds thereof (subject to certain exceptions).

At January 31, 2026, our borrowing rate related to the Term Loan Facility, exclusive of the impact of interest rate swaps, was 5.4%.

ABL Line of Credit

BCFWC and certain of its subsidiaries and holding companies are party to a Second Amended and Restated Credit Agreement (as amended, supplemented and otherwise modified, the ABL Line of Credit) that provides for \$1,000.0 million of revolving commitments (subject to a borrowing base limitation) maturing on July 25, 2030, and, subject to the satisfaction of certain conditions, BCFWC can increase the aggregate amount of commitments up to an amount not to exceed the sum of (i) the greater of (x) \$300.0 million and (y) the amount by which the Borrowing Base exceeds the aggregate Commitments, plus (iii) the amount of all permanent reductions in commitments after July 25, 2025. The interest rate margin applicable under the ABL Line of Credit is 1.125% to 1.375% in the case of a daily SOFR rate or a term SOFR rate, and 0.125% to 0.375% in the case of a prime rate, depending on the average daily availability of the lesser of (a) the total commitments or (b) the borrowing base. The ABL Line of Credit is collateralized by a first priority lien on BCFWC's and each guarantor's inventory, receivables, bank accounts, and certain related assets and proceeds thereof (subject to certain exceptions), and a second priority lien on BCFWC's and each guarantor's other assets and proceeds thereof (other than real estate and subject to certain exceptions)

On July 25, 2025, we entered into an amendment to the ABL Line of Credit in order to, among other things, (i) increase the aggregate principal amount of the commitments from \$900.0 million to \$1,000.0 million and (ii) extend the maturity date of the commitments and loans from December 22, 2026 to July 25, 2030.

At January 31, 2026, we had \$934.5 million available under the ABL Line of Credit. Average borrowings during Fiscal 2025 amounted to \$20.2 million at an average interest rate of 5.5%.

2025 Convertible Notes

On April 16, 2020, we issued 2025 Convertible Notes, which matured on April 15, 2025. The 2025 Convertible Notes were general unsecured obligations of the Company and bore interest at a rate of 2.25% per year, payable semi-annually in cash, in arrears, on April 15 and October 15 of each year.

Prior to maturity, holders of the 2025 Convertible Notes submitted conversion notices with respect to approximately \$155.5 million aggregate principal amount of the 2025 Convertible Notes. On the conversion settlement date, the Company paid to the converting holders the aggregate principal amount of 2025 Convertible Notes subject to conversion, and issued and delivered to such holders 57,149 shares of common stock, in respect of the remainder of its conversion obligation in excess of such aggregate principal amount. At maturity, the Company paid in cash the principal balance and related accrued and unpaid interest on the 2025 Convertible Notes not previously converted. There was no resulting debt extinguishment charge from this transaction.

2027 Convertible Notes

On September 12, 2023, we closed the issuance of approximately \$297.1 million aggregate principal amount of our 2027 Convertible Notes pursuant to separate, privately negotiated exchange and subscription agreements with a limited number of holders of our 2025 Convertible Notes and certain investors, in each case pursuant to exemptions from registration under the Securities Act of 1933. An aggregate of up to 1,422,568 shares of common stock may be issued upon conversion of the 2027 Convertible Notes, which number is subject to adjustment up to an aggregate of 1,911,372 shares following certain corporate events that occur prior to the maturity date or if we issue a notice of redemption, and which is also subject to certain anti-dilution adjustments.

The 2027 Convertible Notes bear interest at a rate of 1.25% per year, payable semi-annually in arrears on June 15 and December 15 of each year. The 2027 Convertible Notes will mature on December 15, 2027, unless earlier converted, redeemed or repurchased.

Prior to the close of business on the business day immediately preceding September 15, 2027, the 2027 Convertible Notes will be convertible at the option of the holders only upon the occurrence of certain events and during certain periods. Thereafter, the 2027 Convertible Notes will be convertible at the option of the holders at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. The 2027 Convertible Notes have an initial conversion rate of 4.8560 shares per \$1,000 principal amount of 2027 Convertible Notes (equivalent to an initial conversion price of approximately \$205.93 per share of our common stock), subject to adjustment if certain events occur. The initial conversion price represents a conversion premium of approximately 32.50% over \$155.42 per share, the last reported sale price of our common stock on September 7, 2023 on The New York Stock Exchange. Upon conversion, we will pay cash up to the aggregate principal amount of 2027 Convertible Notes being converted, and pay (and deliver, if applicable) cash, shares of our common stock or a combination thereof, at its election, in respect of the remainder (if any) of our conversion obligation in excess of such aggregate principal amount. We will not be able to redeem the 2027 Convertible Notes prior to December 20, 2025. On or after December 20, 2025 and prior to the 21st scheduled trading day immediately preceding December 15, 2027, we will be able to redeem for cash all or any portion of the 2027 Convertible Notes, at its option, if the last reported sale price of our common stock is equal to or greater than 130% of the conversion price for a specified period of time, at a redemption price equal to 100% of the aggregate principal amount of the 2027 Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

If we undergo a fundamental change, subject to certain conditions, holders of the 2027 Convertible Notes may require us to repurchase for cash all or any portion of our 2027 New Convertible Notes. The fundamental change repurchase price will be 100% of the aggregate principal amount of the 2027 Convertible Notes to be repurchased plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

On March 12, 2026 and March 13, 2026, we entered into separate, privately negotiated exchange agreements with certain holders of the 2027 Convertible Notes. Under the terms of the Exchange Agreements, the holders have agreed to exchange \$111.0 million in aggregate principal amount of 2027 Convertible Notes held by them for a combination of an aggregate of \$128.6 million in cash and 150,831 shares of our common stock. These exchange transactions are expected to close on or around March 19, 2026, subject to the satisfaction of customary closing conditions.

Hedging

During the second quarter of Fiscal 2025, we entered into a \$200.0 million interest rate swap agreement with a fixed interest rate of 3.76%. On the same date, we also entered into a \$100.0 million interest rate swap agreement with a fixed interest rate of 3.73%.

In total, we have interest rate swaps which hedge \$1,100.0 million of variable rate exposure under our Term Loan Facility. The interest rate swaps are designated as cash flow hedges and expire on September 24, 2031. Refer to Note 6, "Derivative Instruments and Hedging Activities," for further discussion regarding our derivative transactions.

Certain Information Concerning Material Cash Requirements

The following table sets forth certain information regarding our obligations to make future payments under current contracts as of January 31, 2026:

	Payments Due By Period				
	Total	1 Year	2-3 Years (in thousands)	4-5 Years	Thereafter
Debt obligations (a)	\$ 2,078,290	\$ 68,140	\$ 332,119	\$ 35,050	\$ 1,642,981
Interest on debt obligations (b)	501,229	93,185	181,014	172,246	54,784
Finance lease obligations (c)	31,514	3,640	7,087	4,144	16,643
Operating lease obligations (d)	5,046,394	654,698	1,386,061	1,153,582	1,852,053
Purchase obligations (e)	1,774,019	1,774,019	—	—	—
Other (f)	2,024	1,950	74	—	—
Total	\$ 9,433,470	\$ 2,595,632	\$ 1,906,355	\$ 1,365,022	\$ 3,566,461

- (a) Represents future principal payments on outstanding borrowings as of January 31, 2026.
- (b) Represents interest payments on (i) the outstanding balance of the Term Loan Facility with an interest rate of 5.4%; (ii) 1,100.0 million interest rate swap; and (iii) the outstanding balance of the 2027 Convertible Notes.
- (c) Finance lease obligations include future interest payments.
- (d) Represents minimum rent payments for operating leases under the current terms. The above table excludes approximately \$536.9 million for 96 stores and one office that we have committed to open or relocate but have not yet taken possession of the space.
- (e) Represents commitments to purchase merchandise that have not been received as of January 31, 2026. The table above excludes estimated commitments for non-merchandise goods of approximately \$225 million, which primarily relates to capital expenditures for our stores as well as other miscellaneous operating expenses.
- (f) Represents severance payments in the normal course of business that are included in the line item “Selling, general and administrative expenses” in our Consolidated Statements of Income.

The table above excludes ASC Topic No. 740 “Income Taxes” (Topic No. 740) liabilities which represent uncertain tax positions related to temporary differences. The total Topic No. 740 liability was \$5.8 million, inclusive of \$4.3 million of interest and penalties, neither of which is presented in the table above as we are not certain if and when these payments would be required.

The table above excludes our irrevocable letters of credit guaranteeing payment and performance under certain leases, insurance contracts, debt agreements, merchandising agreements and utility agreements in the amount of \$50.4 million as of January 31, 2026.

As of January 31, 2026, insurance reserves amounted to \$111.0 million. These amounts are excluded from the table above as we are not certain if and when these payments would be required.

Critical Accounting Policies and Estimates

Our Consolidated Financial Statements have been prepared in accordance with GAAP. We believe there are several accounting policies that are critical to understanding our historical and future performance as these policies affect the reported amounts of revenues and other significant areas that involve management’s judgments and estimates. The preparation of our Consolidated Financial Statements requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities; (ii) the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements; and (iii) the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to revenue recognition, inventories, long-lived assets, intangible assets, goodwill, insurance reserves, leases, and income taxes. Historical experience and various other factors that are believed to be reasonable under the circumstances form the basis for making estimates and judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. As events continue to evolve and additional information becomes available, our estimates may change materially in future periods. A critical accounting estimate meets two criteria: (1) it requires assumptions about highly uncertain matters and (2) there would be a material effect on the Consolidated Financial Statements from either using a different, although reasonable, amount within the range of the estimate in the current period or from reasonably likely period-to-period changes in the estimate.



While there are a number of accounting policies, methods and estimates affecting our Consolidated Financial Statements as addressed in Note 1 to our Consolidated Financial Statements, “Summary of Significant Accounting Policies,” areas that are particularly critical and significant include:

Revenue Recognition. While our revenue recognition does not involve significant judgment, it represents an important accounting policy. We record revenue at the time control of goods are transferred to the customer, which we determine to be at point of sale and delivery of merchandise, net of allowances for estimated future returns, which is estimated based on historical return rates. We present sales, net of sales taxes, in our Consolidated Statements of Income. We account for layaway sales in compliance with ASC Topic No. 606 “Revenue from Contracts with Customers.” Layaway sales are recognized upon delivery of merchandise to the customer. The amount of cash received upon initiation of the layaway is recorded as a deposit liability within the line item “Other current liabilities” in our Consolidated Balance Sheets. Stored value cards (gift cards and store credits issued for merchandise returns) are recorded as a liability at the time of issuance, and the related sale is recorded upon redemption.

We estimate and recognize stored value card breakage income in proportion to actual stored value card redemptions. We determine an estimated stored value card breakage rate by continuously evaluating historical redemption data. Breakage income is recognized on a monthly basis in proportion to the historical redemption patterns for those stored value cards for which the likelihood of redemption is remote.

Inventory. Our inventory is valued at the lower of cost or market using the retail inventory method. Under the retail inventory method, the valuation of inventory and the resulting gross margin are determined by applying a calculated cost to retail ratio to the retail value of inventory. The retail inventory method is an averaging method that results in valuing inventory at the lower of cost or market provided markdowns are taken timely to reduce the retail value of inventory. Inherent in the retail inventory method calculation are certain significant management judgments and estimates including merchandise markups, markdowns and shortage, which significantly impact the ending inventory valuation as well as the resulting gross margin. Management believes that our retail inventory method provides an inventory valuation which approximates cost using a first-in, first-out assumption and results in carrying value at the lower of cost or market. We reserve for aged inventory based on historical trends and specific identification. Our aged inventory reserve contains uncertainties as the calculations require management to make assumptions and to apply judgment regarding a number of factors, including market conditions, the selling environment, historical results and current inventory trends. A 1% change in the dollar amount of retail markdowns would have resulted in an increase in markdown dollars, at cost, of approximately \$2.8 million for Fiscal 2025.

Estimates are used to record inventory shortage at retail stores between physical inventories. Actual physical inventories are conducted at least annually to calculate actual shortage. While we make estimates on the basis of the best information available to us at the time the estimates are made, over accruals or under accruals of shortage may be identified as a result of the physical inventory counts, requiring adjustments.

Insurance Reserves. We have risk participation agreements with insurance carriers with respect to workers’ compensation, general liability insurance and health insurance. Pursuant to these arrangements, we are responsible for paying individual claims up to designated dollar limits. The amounts included in our costs related to these claims are estimated and can vary based on changes in assumptions or claims experience included in the associated insurance programs. For example, changes in legal trends and interpretations, as well as changes in the nature and method of how claims are settled, can impact ultimate costs. An increase in workers’ compensation claims by employees, health insurance claims by employees or general liability claims may result in a corresponding increase in our costs related to these claims. Insurance reserves amounted to \$111.0 million and \$102.8 million at January 31, 2026 and February 1, 2025, respectively.

Recent Accounting Pronouncements

Refer to Note 2, “Recent Accounting Pronouncements,” of our Consolidated Financial Statements for a discussion of recent accounting pronouncements and their impact on our Consolidated Financial Statements.

Fluctuations in Operating Results

We expect that our revenues and operating results may fluctuate from fiscal quarter to fiscal quarter or over the longer term. Certain of the general factors that may cause such fluctuations are discussed in Item 1A, Risk Factors and elsewhere in this Annual Report.

Inflation

There can be no assurance that we will be able to offset inflationary pressure in the future by increasing prices or through other means, or that our business will not be negatively affected by continued inflation in the future. We may not be able to adequately increase our prices over time to offset increased costs, whether due to inflation or otherwise. Any decreases in consumer discretionary spending could result in a decrease in store traffic and same store sales, all of which could negatively affect our business, operations, liquidity, financial results and/or stock price, particularly if consumer spending levels are depressed for a prolonged period of time.

The U.S. retail industry continues to face increased pressure on margins as commodity prices increase and the overall challenging retail conditions have led consumers to be more value conscious. Additionally, lower-to-moderate income shoppers continue to face economic pressure due to higher cost of living. Our strategy of chasing sales, in which we purchase both pre-season and in-season merchandise, allows us the flexibility to purchase less pre-season with the balance purchased in-season and opportunistically. It also provides us the flexibility to shift purchases between suppliers and categories. This enables us to obtain better terms with our suppliers, which we expect to help offset the expected rising costs of goods.

Market Risk

We are exposed to market risks relating to fluctuations in interest rates. Our borrowings contain floating rate obligations and are subject to interest rate fluctuations. The objective of our financial risk management is to minimize the negative impact of interest rate fluctuations on our earnings and cash flows. We manage interest rate risk through the use of our interest rate swap contracts.

As more fully described in Note 6 to our Consolidated Financial Statements, “Derivative Instruments and Hedging Activities,” we enter into interest rate derivative contracts to manage interest rate risks associated with our long term debt obligations. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in the line item “Accumulated other comprehensive income” on the Consolidated Balance Sheets and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. We continue to have exposure to interest rate risks to the extent they are not hedged.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to certain market risks as part of our ongoing business operations. Primary exposures include changes in interest rates, as borrowings under our ABL Line of Credit and Term Loan Facility bear interest based on SOFR, in each case plus an applicable borrowing margin. The interest rate of our Term Loan Facility is also dependent on the prime rate, and the federal funds rate as further discussed in Note 5 to our Consolidated Financial Statements, “Long Term Debt.” On September 24, 2024, we entered into an amendment to the Credit Agreement dated as of February 24, 2011, which among other things, (i) refinanced the outstanding \$933 million principal amount of term B-6 loans with term B-7 loans in an aggregate principal amount of \$1,250 million, which includes incremental term loans in an aggregate principal amount of \$317 million, (ii) extended the maturity date from June 24, 2028 to September 24, 2031, and (iii) reduced the interest rate margins applicable to our term loan facility from 1.00% to 0.75%, in the case of prime rate loans, and from 2.00% to 1.75%, in the case of SOFR loans, with a 0.00% SOFR floor, and removing the SOFR adjustment.

On June 11, 2025, we entered into an amendment to the Term Loan Facility, which among other things, provided for \$500.0 million of incremental term loans under the Term Loan Credit Agreement as additional Term B-7 Loans. The incremental term loans were issued with an original issue discount of 99.0 and are otherwise on terms identical to, and fungible with, the existing Term B-7 Loans.

We manage our interest rate risk through the use of interest rate derivative contracts. For our floating-rate debt, interest rate changes generally impact our earnings and cash flows, assuming other factors are held constant.

On September 27, 2024, we terminated the previous \$450.0 million interest rate swap, and entered into a new interest rate swap in the notional amount of \$500.0 million with a blended interest rate of 2.83%. On this same date, we also entered into a new interest rate swap for \$300.0 million with an interest rate of 3.37%.

On June 12, 2025, we entered into an interest rate swap agreement with a notional amount of \$200.0 million and a fixed interest rate of 3.76%. On the same date, we also entered into an interest rate swap agreement with a notional amount of \$100.0 million and a fixed interest rate of 3.73%. These interest rate swap agreements are designated as cash flow hedges. Refer to Note 6, “Derivative Instruments and Hedging Activities,” for further discussion regarding our derivative transactions.

We have unlimited interest rate risk related to borrowings on our variable rate debt in excess of the notional principal amount of our interest rate swap contract.

At January 31, 2026, we had \$1,730.6 million of floating-rate debt, exclusive of original issue discount. Based on this, a one percentage point interest rate increase or decrease as of January 31, 2026 (after considering our interest rate swap contract and assuming current borrowing level remains constant), would cause an increase or decrease, respectively, to cash interest expense of \$6.3 million per year. This sensitivity analysis assumes our mix of financial instruments and all other variables will remain constant in future periods. These assumptions are made in order to facilitate the analysis and are not necessarily indicative of our future intentions.

Our ability to satisfy our interest payment obligations on our outstanding debt will depend largely on our future performance, which, in turn, is in part subject to prevailing economic conditions and to financial, business and other factors beyond our control. If we do not have sufficient cash flow to service our interest payment obligations on our outstanding indebtedness and if we cannot borrow or obtain equity financing to satisfy those obligations, our business and results of operations will be materially adversely affected. We cannot be assured that any replacement borrowing or equity financing could be successfully completed.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

	Page
Consolidated Financial Statements	
<u>Report of Independent Registered Public Accounting Firm</u>	41
<u>Consolidated Statements of Income for the fiscal years ended January 31, 2026, February 1, 2025 and February 3, 2024</u>	43
<u>Consolidated Statements of Comprehensive Income for the fiscal years ended January 31, 2026, February 1, 2025 and February 3, 2024</u>	44
<u>Consolidated Balance Sheets as of January 31, 2026 and February 1, 2025</u>	45
<u>Consolidated Statements of Cash Flows for the fiscal years ended January 31, 2026, February 1, 2025 and February 3, 2024</u>	46
<u>Consolidated Statements of Stockholders' Equity for the fiscal years ended January 31, 2026, February 1, 2025 and February 3, 2024</u>	47
<u>Notes to Consolidated Financial Statements for the fiscal years ended January 31, 2026, February 1, 2025 and February 3, 2024</u>	48

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Burlington Stores, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Burlington Stores, Inc. and subsidiaries (the "Company") as of January 31, 2026 and February 1, 2025, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows, for each of the three years in the period ended January 31, 2026, and the related notes and the schedules listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of January 31, 2026 and February 1, 2025, and the results of its operations and its cash flows for each of the three years in the period ended January 31, 2026, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of January 31, 2026, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 19, 2026, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of



critical audit matters does not alter in any way our opinion on the 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.

Retail Inventory Method—Impact of Markdowns—Refer to Note 1 to the financial statements

Critical Audit Matter Description

The Company values merchandise inventories at the lower of cost or market using the retail inventory method. Under this method, the valuation of inventories at cost and the resulting gross margins are determined by applying a calculated cost-to-retail ratio to the retail value of inventories. The retail inventory method is an averaging method that results in valuing inventory at the lower of cost or market provided markdowns are taken timely to reduce the retail value of inventory.

The judgments involved in determining when to record markdowns can significantly impact the ending inventory valuation and the resulting gross profit. Given the significant judgments necessary to identify and record markdowns timely, performing audit procedures to evaluate the timeliness of markdowns involved a high degree of auditor judgment.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the timing of markdowns taken included the following, among others:

- We tested the effectiveness of management’s controls over inventory valuation, specifically those over the determination and execution of markdowns.
- We made a selection of markdowns recorded throughout the year to test the timeliness of markdowns taken.
- We made a selection of markdowns recorded after year-end to determine if the selected markdowns should have been taken as of the year-end balance sheet date.
- We made a selection of purchases made throughout the year; determined if those purchases were subsequently marked down; and, if marked down, that the markdown was recorded timely.
- We analyzed trends in the aging of inventory to determine if there were any significant fluctuations in aged inventory that would indicate markdowns were not taken timely.
- We developed an expectation of markdowns in ending inventory based on historical relationships between markdowns and inventory balances on hand and compared to recorded markdowns.

/s/ Deloitte & Touche LLP

Morristown, New Jersey
March 19, 2026

We have served as the Company’s auditor since 1983.

BURLINGTON STORES, INC.
CONSOLIDATED STATEMENTS OF INCOME
(All amounts in thousands, except per share data)

	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024 (53 Weeks)
REVENUES:			
Net sales	\$ 11,549,607	\$ 10,616,743	\$ 9,708,973
Other revenue	17,303	18,080	18,494
Total revenue	11,566,910	10,634,823	9,727,467
COSTS AND EXPENSES:			
Cost of sales	6,486,922	6,025,272	5,584,060
Selling, general and administrative expenses	3,817,180	3,546,967	3,288,315
Costs related to debt amendments	112	4,553	97
Depreciation and amortization	417,871	347,575	307,064
Impairment charges - long-lived assets	9,857	12,921	6,367
Other income - net	(31,287)	(16,694)	(16,249)
Loss on extinguishment of debt	—	1,412	38,274
Interest income	(20,904)	(31,519)	(24,633)
Interest expense	71,041	69,522	78,399
Total costs and expenses	10,750,792	9,960,009	9,261,694
Income before income tax expense	816,118	674,814	465,773
Income tax expense	205,965	171,175	126,124
Net income	\$ 610,153	\$ 503,639	\$ 339,649
Net income per common share:			
Common stock - basic	\$ 9.69	\$ 7.91	\$ 5.25
Common stock - diluted	\$ 9.51	\$ 7.80	\$ 5.23
Weighted average number of common shares:			
Common stock - basic	62,984	63,634	64,672
Common stock - diluted	64,126	64,595	64,917

See Notes to Consolidated Financial Statements.

BURLINGTON STORES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(All amounts in thousands)

	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024 (53 Weeks)
Net income	\$ 610,153	\$ 503,639	\$ 339,649
Other comprehensive income, net of tax:			
Interest rate derivative contracts:			
Net unrealized (loss) gain arising during the period	(13,526)	22,438	10,460
Net reclassification into earnings during the period	(11,643)	(13,449)	(5,675)
Other comprehensive (loss) income, net of tax	(25,169)	8,989	4,785
Total comprehensive income	\$ 584,984	\$ 512,628	\$ 344,434

See Notes to Consolidated Financial Statements.

BURLINGTON STORES, INC.
CONSOLIDATED BALANCE SHEETS
(All amounts in thousands, except share and per share data)

	January 31, 2026	February 1, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,232,525	\$ 994,698
Accounts receivable—net of allowance for doubtful accounts of \$1,611 and \$2,959, respectively	105,296	88,079
Merchandise inventories	1,311,903	1,250,775
Assets held for disposal	3,364	32,193
Prepaid and other current assets	118,444	263,058
Total current assets	2,771,532	2,628,803
Property and equipment—net	3,164,218	2,369,720
Operating lease assets	3,624,786	3,386,852
Tradenames	238,000	238,000
Goodwill	47,064	47,064
Deferred tax assets	2,139	2,248
Other assets	71,318	97,726
Total assets	<u>\$ 9,919,057</u>	<u>\$ 8,770,413</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,019,152	\$ 1,038,148
Current operating lease liabilities	425,468	406,891
Other current liabilities	734,000	656,581
Current maturities of long term debt and other current debt	70,591	170,891
Total current liabilities	2,249,211	2,272,511
Long term debt	2,011,735	1,539,918
Long term operating lease liabilities	3,497,343	3,253,825
Other liabilities	75,738	74,402
Deferred tax liabilities	277,771	259,261
Commitments and contingencies (Note 14)		
Stockholders' equity:		
Preferred stock, \$0.0001 par value: authorized: 50,000,000 shares; no shares issued and outstanding	—	—
Common stock, \$0.0001 par value:		
Authorized: 500,000,000 shares		
Issued: 83,337,586 shares and 82,805,353 shares, respectively		
Outstanding: 62,717,720 shares and 63,284,385 shares, respectively	9	8
Additional paid-in-capital	2,369,633	2,237,579
Accumulated earnings	2,097,856	1,487,703
Accumulated other comprehensive income	17,353	42,522
Treasury stock, at cost	(2,677,592)	(2,397,316)
Total stockholders' equity	1,807,259	1,370,496
Total liabilities and stockholders' equity	<u>\$ 9,919,057</u>	<u>\$ 8,770,413</u>

See Notes to Consolidated Financial Statements.

BURLINGTON STORES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(All amounts in thousands)

	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024 (53 Weeks)
OPERATING ACTIVITIES			
Net income	\$ 610,153	\$ 503,639	\$ 339,649
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	417,871	347,575	307,064
Impairment charges—long-lived assets	9,857	12,921	6,367
Amortization of deferred financing costs	2,866	3,079	3,193
Accretion of long term debt instruments	1,753	1,041	958
Deferred income taxes	27,784	28,637	20,663
Loss on extinguishment of debt	—	1,412	38,274
Non-cash stock compensation expense	106,732	87,572	83,948
Non-cash lease expense	(3,057)	(9,856)	(7,724)
Cash received from landlord allowances	56,856	28,872	14,585
Changes in assets and liabilities:			
Accounts receivable	(18,092)	(14,253)	(4,464)
Merchandise inventories	(61,128)	(162,934)	94,141
Prepaid and other current assets	74,811	(46,894)	(84,473)
Accounts payable	(23,703)	86,505	(21,953)
Other current liabilities	31,706	10,368	80,774
Other long term assets and long term liabilities	(2,390)	1,136	3,651
Other operating activities	(637)	(15,444)	(5,918)
Net cash provided by operating activities	1,231,382	863,376	868,735
INVESTING ACTIVITIES			
Cash paid for property and equipment	(1,059,793)	(880,384)	(492,644)
Lease acquisition costs	(22,798)	(11,599)	(24,640)
Net proceeds from sale of property and equipment and assets held for sale	27,541	9,729	13,539
Net cash used in investing activities	(1,055,050)	(882,254)	(503,745)
FINANCING ACTIVITIES			
Proceeds from long term debt—ABL Line of Credit	150,000	—	—
Principal payments on long term debt—ABL Line of Credit	(150,000)	—	—
Proceeds from long term debt—Term Loan Facility	495,000	605,843	—
Principal payments on long term debt—Term Loan Facility	(16,269)	(302,597)	(9,614)
Proceeds from long term debt— 2027 Convertible Notes	—	—	297,069
Principal payment on long term debt— 2025 Convertible Notes	(156,158)	—	(386,519)
Purchase of treasury shares	(278,422)	(256,293)	(243,188)
Proceeds from stock option exercises	25,327	31,651	18,783
Other financing activities	(7,983)	9,613	4,633
Net cash provided by (used in) financing activities	61,495	88,217	(318,836)
Increase in cash and cash equivalents	237,827	69,339	46,154
Cash and cash equivalents at beginning of period	994,698	925,359	879,205
Cash and cash equivalents at end of period	\$ 1,232,525	\$ 994,698	\$ 925,359
Supplemental disclosure of cash flow information:			
Interest paid	\$ 73,076	\$ 84,614	\$ 88,148
Income tax payments - net	\$ 170,886	\$ 170,259	\$ 86,237
Non-cash investing and financing activities:			
Finance lease modification	\$ —	\$ (1,523)	\$ —
Accrued purchases of property and equipment	\$ 155,380	\$ 102,829	\$ 110,475
Land purchased through issuance of promissory note	\$ 50,615	\$ —	\$ —

See Notes to Consolidated Financial Statements.

BURLINGTON STORES, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(All dollar amounts in thousands)

	Common Stock		Additional Paid-in	Accumulated	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total
	Shares	Amount	Capital	Earnings		Shares	Amount	
Balance at January 28, 2023	82,037,994	\$ 8	\$ 25	\$ 644,415	\$ 28,748	(17,018,281)	(1,893,891)	\$ 794,905
Net income	—	—	—	339,649	—	—	—	339,649
Stock options exercised	157,003	—	18,783	—	—	—	—	18,783
Shares used for tax withholding	—	—	—	—	—	(62,894)	(11,255)	(11,255)
Shares purchased as part of publicly announced programs, inclusive of \$1.9 million related to excise tax	—	—	—	—	—	(1,354,031)	(233,883)	(233,883)
Vesting of restricted shares	204,580	—	—	—	—	—	—	—
Stock based compensation	—	—	83,948	—	—	—	—	83,948
Unrealized gains on interest rate derivative contracts, net of related taxes of \$3.8 million	—	—	—	—	10,460	—	—	10,460
Amount reclassified into earnings, net of related taxes of \$2.1 million	—	—	—	—	(5,675)	—	—	(5,675)
Balance at February 3, 2024	82,399,577	8	56	984,064	33,533	(18,435,206)	(2,139,029)	996,932
Net income	—	—	—	503,639	—	—	—	503,639
Stock options exercised	189,919	—	31,651	—	—	—	—	31,651
Shares used for tax withholding	—	—	—	—	—	(72,201)	(14,370)	(14,370)
Shares purchased as part of publicly announced programs, inclusive of \$2.0 million related to excise tax	—	—	—	—	—	(1,013,561)	(243,917)	(243,917)
Vesting of restricted shares	215,857	—	—	—	—	—	—	—
Stock based compensation	—	—	87,572	—	—	—	—	87,572
Unrealized gains on interest rate derivative contracts, net of related taxes of \$8.1 million	—	—	—	—	22,438	—	—	22,438
Amount reclassified into earnings, net of related taxes of \$4.9 million	—	—	—	—	(13,449)	—	—	(13,449)
Balance at February 1, 2025	82,805,353	8	79	1,487,703	42,522	(19,520,968)	(2,397,316)	1,370,496
Net income	—	—	—	610,153	—	—	—	610,153
Stock options exercised	150,964	—	25,327	—	—	—	—	25,327
Shares used for tax withholding	—	—	—	—	—	(113,304)	(26,995)	(26,995)
Shares issued as part of convertible debt settlement	57,149	1	(5)	—	—	—	—	(4)
Shares purchased as part of publicly announced programs, inclusive of \$1.9 million related to excise tax	—	—	—	—	—	(985,594)	(253,281)	(253,281)
Vesting of restricted shares	324,120	—	—	—	—	—	—	—
Stock based compensation	—	—	106,732	—	—	—	—	106,732
Unrealized losses on interest rate derivative contracts, net of related taxes of \$4.9 million	—	—	—	—	(13,526)	—	—	(13,526)
Amount reclassified into earnings, net of related taxes of \$4.2 million	—	—	—	—	(11,643)	—	—	(11,643)
Balance at January 31, 2026	83,337,586	\$ 9	\$ 33	\$ 2,097,856	\$ 17,353	(20,619,866)	(2,677,592)	\$ 1,807,259

See Notes to Consolidated Financial Statements.

BURLINGTON STORES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Business

As of January 31, 2026, Burlington Stores, Inc., a Delaware corporation (collectively with its subsidiaries, the Company), has expanded its store base to 1,212 retail stores in 46 states, Washington D.C. and Puerto Rico. The Company sells in-season, fashion-focused merchandise at up to 60% off other retailers' prices, including: women's ready-to-wear apparel, menswear, youth apparel, baby, beauty, footwear, accessories, home, toys, gifts and coats. As of January 31, 2026, the Company operated stores under the names "Burlington Stores" (1,211 stores), and "Cohoes Fashions" (1 store). Cohoes Fashions offers products similar to those offered by Burlington Stores.

Basis of Consolidation and Presentation

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). The Consolidated Financial Statements include the accounts of Burlington Stores, Inc. and its subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation.

Fiscal Years

The Company defines its fiscal year as the 52 or 53-week period ending on the Saturday closest to January 31. The fiscal year ended January 31, 2026 (Fiscal 2025) consisted of 52 weeks, the fiscal year ended February 1, 2025 (Fiscal 2024) consisted of 52 weeks, and the fiscal year ended February 3, 2024 (Fiscal 2023) consisted of 53 weeks.

Use of Estimates

Certain amounts included in the Consolidated Financial Statements are estimated based on historical experience, currently available information and management's judgment as to the expected outcome of future conditions and circumstances. While every effort is made to ensure the integrity of such estimates, actual results could differ from these estimates, and such differences could have a material impact on the Company's Consolidated Financial Statements.

Cash and Cash Equivalents

Cash and cash equivalents represent cash and short-term, highly liquid investments with maturities of three months or less at the time of purchase. Book cash overdrafts are included in the line item "Accounts payable" on the Company's Consolidated Balance Sheets.

Accounts Receivable

Accounts receivable consist of credit card receivables, interest receivables, and other receivables. Accounts receivable are recorded at net realizable value, which approximates fair value. The Company provides an allowance for doubtful accounts for amounts deemed uncollectible.

Inventories

Merchandise inventories are valued at the lower of cost or market, as determined by the retail inventory method. Under the retail inventory method, the valuation of inventories at cost and the resulting gross margins are calculated by applying a calculated cost to retail ratio to the retail value of inventories. The Company regularly records a provision for estimated shortage, thereby reducing the carrying value of merchandise inventory. Complete physical inventories of all of the Company's stores and warehouses are performed no less frequently than annually, with the recorded amount of merchandise inventory being adjusted to coincide with these physical counts.

The Company records its cost of merchandise (net of purchase discounts and certain vendor allowances), certain merchandise acquisition costs (primarily commissions and import fees), inbound freight, outbound freight from distribution centers, and freight on internally transferred merchandise in the line item "Cost of sales" in the Company's Consolidated Statements of Income.

Costs associated with the Company's distribution, buying, and store receiving functions (product sourcing costs) are included in the line items "Selling, general and administrative expenses" and "Depreciation and amortization" in the Company's Consolidated Statements of Income. Product sourcing costs included within the line item "Selling, general and administrative expenses" amounted to \$851.8 million, \$800.4 million and \$780.3 million during Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively. Depreciation and amortization related to the distribution and purchasing functions for the same periods amounted to \$96.9 million, \$85.3 million and \$68.8 million, respectively.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from 10 to 40 years for buildings, depending upon the expected useful life of the facility, and 3 to 15 years for store fixtures and equipment. Leasehold improvements are amortized over the lease term, including any reasonably assured renewal options or the expected economic life of the improvement, whichever is less. Repairs and maintenance expenditures are expensed as incurred. Renewals and betterments, which significantly extend the useful lives of existing property and equipment, are capitalized. Assets recorded under finance leases are recorded at the present value of minimum lease payments and are amortized over the lease term. Amortization of assets recorded as finance leases is included in the line item "Depreciation and amortization" in the Company's Consolidated Statements of Income. The carrying value of all long-lived assets is reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable, in accordance with ASC Topic No. 360 "Property, Plant, and Equipment" (Topic No. 360). Refer to Note 4, "Impairment Charges," for further discussion of the Company's measurement of impairment of long-lived assets.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets held and used is measured by a comparison of the carrying amount of an asset to undiscounted pre-tax future net cash flows expected to be generated by that asset. If the undiscounted future cash flows are not adequate to recover the carrying value of the asset, an impairment charge is recognized for the amount by which the carrying amount of the assets exceeds the fair value of such assets. Refer to Note 4, "Impairment Charges," for further discussion of the Company's measurement of impairment of long-lived assets.

Capitalized Computer Software Costs

The Company accounts for capitalized software in accordance with ASC Topic No. 350 "Intangibles—Goodwill and Other" (Topic No. 350) which requires the capitalization of certain costs incurred in connection with developing or obtaining software for internal use. The Company capitalized \$32.7 million, \$33.3 million, and \$33.9 million relating to these costs during Fiscal 2025, Fiscal 2024, and Fiscal 2023, respectively.

Intangible Assets

The Company accounts for intangible assets in accordance with Topic No. 350. The Company's intangible assets represent tradenames. The tradename asset "Burlington" is expected to generate cash flows indefinitely and, therefore, is accounted for as an indefinite-lived asset not subject to amortization. The Company evaluates its intangible assets for possible impairment as follows:

The Company tests identifiable intangible assets with an indefinite life for impairment on an annual basis, or when a triggering event occurs, relying on a number of factors that include operating results, business plans and projected future cash flows. The impairment test consists of a comparison of the fair value of the indefinite-lived intangible asset with its carrying amount. The Company determines fair value through the relief of royalty method which is a widely accepted valuation technique. On the first business day of the second quarter, the Company's annual assessment date, the Company performed a quantitative analysis and determined that the fair values of each of the Company's identifiable intangible assets are greater than their respective carrying values. There were no impairment charges recorded during Fiscal 2025, Fiscal 2024 or Fiscal 2023 related to indefinite-lived intangible assets.

Intangible assets at January 31, 2026 and February 1, 2025 consist primarily of tradenames.

	(in thousands)					
	January 31, 2026			February 1, 2025		
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Tradenames	\$ 238,000	\$ —	\$ 238,000	\$ 238,000	\$ —	\$ 238,000

Goodwill

Goodwill represents the excess of the acquisition cost over the estimated fair value of tangible assets and other identifiable intangible assets acquired less liabilities assumed. Topic No. 350 requires a comparison, at least annually, of the carrying value of the assets and liabilities associated with a reporting unit, including goodwill, with the fair value of the reporting unit. The Company determines fair value through multiple widely accepted valuation techniques. These techniques use a variety of assumptions including projected market conditions, discount rates and future cash flows. If the carrying value of the assets and liabilities exceeds the fair value of the reporting unit, the Company would calculate the implied fair value of its reporting unit goodwill as compared with the carrying value of its reporting unit goodwill to determine the appropriate impairment charge. On the first business day of the second fiscal quarter, the Company's annual assessment date, the Company performed a quantitative analysis and determined that the fair value of the Company's reporting unit was greater than its carrying value. There were no impairment charges related to goodwill during Fiscal 2025, Fiscal 2024 or Fiscal 2023.

Other Assets

Other assets consist primarily of the fair value of derivative contracts, landlord-owned store assets that the Company has paid for as part of its lease, and deferred financing costs associated with the Company's senior secured asset-based revolving credit facility (the ABL Line of Credit). Landlord-owned assets represent leasehold improvements at certain stores for which the Company has paid and derives a benefit, but the landlord has retained title. These assets are amortized over the lease term inclusive of reasonably assured renewal options, and are included in the line item "Depreciation and amortization" in the Company's Consolidated Statements of Income. Deferred financing costs are amortized over the life of the ABL Line of Credit using the interest method of amortization. Amortization of deferred financing costs is recorded in the line item "Interest expense" in the Company's Consolidated Statements of Income.

Other Current Liabilities

Other current liabilities primarily consist of accrued payroll costs, self-insurance reserves, customer liabilities, accrued operating expenses, sales tax payable, payroll taxes payable and other miscellaneous items. Customer liabilities totaled \$23.2 million and \$36.8 million as of January 31, 2026 and February 1, 2025, respectively.

The Company has risk participation agreements with insurance carriers with respect to workers' compensation, general liability insurance and health insurance. Pursuant to these arrangements, the Company is responsible for paying individual claims up to designated dollar limits. The amounts related to these claims are estimated and can vary based on changes in assumptions or claims experience included in the associated insurance programs. An increase in workers' compensation claims, health insurance claims or general liability claims may result in a corresponding increase in costs related to these claims. Self-insurance reserves as of January 31, 2026 and February 1, 2025 were:

	(in thousands)	
	January 31, 2026	February 1, 2025
Short-term self-insurance reserve	\$ 46,502	\$ 41,309
Long-term self-insurance reserve	64,536	61,475
Total	\$ 111,038	\$ 102,784

Other Liabilities

Other liabilities primarily consist of the long term portion of self-insurance reserves and tax liabilities associated with the uncertain tax positions recognized by the Company in accordance with ASC Topic No. 740 "Income Taxes" (Topic No. 740).

Revenue Recognition

The Company records revenue at the time control of the goods are transferred to the customer, which the Company determines to be at point of sale and delivery of merchandise, net of allowances for estimated future returns, which is estimated based on historical return rates. The Company presents sales, net of sales taxes, in its Consolidated Statements of Income. Sales percentage by major product category is as follows:

Category	Fiscal 2025	Fiscal 2024	Fiscal 2023
Ladies apparel	20%	21%	21%
Accessories and shoes	28%	27%	27%
Home	20%	20%	20%
Mens apparel	17%	17%	17%
Kids apparel and baby	12%	12%	12%
Outerwear	3%	3%	3%

The Company accounts for layaway sales in compliance with ASC Topic No. 606 “Revenue from Contracts with Customers” (Topic No. 606). Layaway sales are recognized upon delivery of merchandise to the customer. The amount of cash received upon initiation of the layaway is recorded as a deposit liability in the line item “Other current liabilities” in the Company’s Consolidated Balance Sheets. Stored value cards (gift cards and store credits issued for merchandise returns) are recorded as a liability at the time of issuance, and the related sale is recorded upon redemption.

The Company determines an estimated stored value card breakage rate by continuously evaluating historical redemption data. Breakage income is recognized monthly in proportion to the historical redemption patterns for those stored value cards for which the likelihood of redemption is remote.

The Company has a private label credit card program, in which customers earn reward points for purchases made using the card. The Company reduces net sales for the dollar value of any points earned at the time of the initial transaction, and subsequently recognizes net sales at the time the points are redeemed or expired. The Company receives royalty revenue based on a percentage of all purchases made on the card, which is recognized within net sales at the time of the initial transaction.

Other Revenue

Other revenue consists of service fees (layaway and other miscellaneous service charges), subleased rental income and certain revenue received from the bank related to the Company’s private label credit card (PLCC) as shown in the table below:

	(in thousands)		
	Fiscal Years Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Service fees	\$ 3,715	\$ 3,928	\$ 4,165
Subleased rental income and other	8,064	9,041	9,317
PLCC	5,524	5,111	5,012
Total	\$ 17,303	\$ 18,080	\$ 18,494

Advertising Costs

The Company’s advertising costs consist primarily of video, audio and digital marketing. Advertising costs are expensed the first time the advertising takes place, and are included in the line item “Selling, general and administrative expenses” on the Company’s Consolidated Statements of Income. During Fiscal 2025, Fiscal 2024 and Fiscal 2023, advertising costs were \$42.4 million, \$35.3 million and \$36.5 million, respectively.

Income Taxes

The Company accounts for income taxes in accordance with Topic No. 740. Deferred income taxes reflect the impact of temporary differences between amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws. A valuation allowance against the Company’s deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In determining the need for a valuation allowance, management is required to make assumptions and to apply judgment, including forecasting future earnings, taxable income, and the mix of earnings in the jurisdictions in which the Company operates. Management periodically assesses the need for a valuation allowance based on the Company’s



current and anticipated results of operations. The need for and the amount of a valuation allowance can change in the near term if operating results and projections change significantly.

Topic No. 740 requires the recognition in the Company's Consolidated Financial Statements of the impact of a tax position taken or expected to be taken in a tax return, if that position is "more likely than not" to be sustained upon examination by the relevant taxing authority, based on the technical merits of the position. The tax benefits recognized in the Company's Consolidated Financial Statements from such a position are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate resolution. The Company records interest and penalties related to unrecognized tax benefits as part of income taxes.

Other Income, Net

Other income, net, consists of gains and losses on insurance proceeds, net gains and losses on disposition of assets, gift card breakage, and other miscellaneous items. During Fiscal 2025 the Company had a one-time write-off of certain layaway liabilities, resulting in a one-time gain, which is included in other income, net. The Company also recognized \$5.0 million during Fiscal 2023 related to the sale of certain state tax credits. There were no sales of tax credits during Fiscal 2025 and Fiscal 2024. Interest income was disaggregated from the financial statement line item other income, net on the Company's Consolidated Statement of Income beginning in Fiscal 2025. The amounts for Fiscal 2024 and Fiscal 2023 were retrospectively adjusted for comparability purposes.

Comprehensive Income

Comprehensive income is comprised of net income and the effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges, less amounts reclassified into earnings.

Lease Accounting

The Company leases store locations, distribution centers and office space used in its operations. The Company accounts for these types of leases in accordance with ASC Topic No. 842, "Leases" (Topic No. 842), which requires that leases be evaluated and classified as operating or finance leases for financial reporting purposes. The lease liability is calculated as the present value of the remaining future lease payments over the lease term, including reasonably assured renewal options. The discount rates used in valuing the Company's leases are not readily determinable, and are based on the Company's incremental borrowing rate on a fully collateralized basis. In calculating its incremental borrowing rate, the Company uses a retail industry yield curve, adjusted for the Company's credit profile. The right-of-use asset for operating leases is based on the lease liability plus initial direct costs and prepaid lease payments, less landlord incentives received.

The Company's operating lease cost, included in the line item "Selling, general and administrative expenses" on its Consolidated Statements of Income, includes amortization of right-of-use assets, interest on lease liabilities, as well as any variable and short-term lease cost. The Company commences recording operating lease cost when the underlying asset is made available for use.

Assets held under finance leases are included in the line item "Property and equipment—net of accumulated depreciation and amortization" in the Company's Consolidated Balance Sheets.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC Topic No. 718, "Stock Compensation" (Topic No. 718), which requires companies to record stock compensation expense for all non-vested and new awards beginning as of the grant date and through the end of the vesting period. Refer to Note 9, "Stock-Based Compensation," for further details.

Net Income Per Share

Net income per share is calculated using the treasury stock method. Refer to Note 8, "Net Income Per Share," for further details.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents and investments. The Company manages the credit risk associated with cash equivalents and investments by investing with high-quality institutions and, by policy, limiting investments only to those which meet prescribed investment guidelines. The Company maintains cash accounts that, at times, may exceed federally insured limits. The Company has not experienced any losses

from maintaining cash accounts in excess of such limits. Management believes that it is not exposed to any significant risks on its cash and cash equivalent accounts.

Segment Information

The Company reports segment information in accordance with ASC Topic No. 280 "Segment Reporting," and has one reportable segment. The Company derives all revenue in the United States and manages its business activities on a consolidated basis.

The Company is an off-price retailer that derives revenues from customers by providing a complete line of value-priced apparel, including: women's ready-to-wear apparel, menswear, youth apparel, baby, beauty, footwear, accessories, home, toys, gifts and coats. The Company's chief operating decision maker (CODM) is the Chief Executive Officer of the Company.

The CODM assesses performance for the segment and decides how to allocate resources based on net income that also is reported on the Consolidated Statements of Income. The measure of segment assets is reported on the Consolidated Balance Sheets as total assets. Net income is used to monitor budget versus actual results, as well as actual results compared to the prior period. These comparisons are used in assessing performance of the segment and in establishing management's allocation of resources. Below is an extract of certain disaggregated expense information that is regularly provided to the CODM.

	<i>(in thousands)</i>		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024 (53 Weeks)
Total revenue	\$ 11,566,910	\$ 10,634,823	\$ 9,727,467
Cost of sales	6,486,922	6,025,272	5,584,060
Product sourcing costs	851,831	800,354	780,286
Other segment expenses (a)	2,965,349	2,746,613	2,508,029
Costs related to debt amendments	112	4,553	97
Depreciation and amortization	417,871	347,575	307,064
Impairment charges - long-lived assets	9,857	12,921	6,367
Other income - net	(31,287)	(16,694)	(16,249)
Loss on extinguishment of debt	—	1,412	38,274
Interest income	(20,904)	(31,519)	(24,633)
Interest expense	71,041	69,522	78,399
Income tax expense	205,965	171,175	126,124
Net income	\$ 610,153	\$ 503,639	\$ 339,649

- (a) The other segment expenses category includes store related costs, store payroll costs, corporate costs, marketing & strategy costs, and other store & selling expenses.

2. Recent Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updates ("ASU") 2023-09, "Income Taxes (Topics 740): Improvements to Income Tax Disclosures" (ASU 2023-09) to expand the disclosure requirements for income taxes, specifically related to the rate reconciliation and income taxes paid. ASU 2023-09 is effective for annual reporting periods beginning after December 15, 2024, with early adoption permitted and can be applied on either a prospective or retroactive basis. Refer to Note 12, "Income Taxes" for the Company's disclosure in accordance with ASU 2023-09.

There were no other new accounting standards that had a material impact on the Company's Consolidated Financial Statements and notes thereto during Fiscal 2025.

Accounting Pronouncements Not Yet Adopted

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" (ASU 2024-03), which requires disaggregated disclosure of income statement expenses for public business entities. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of ASU 2024-03 on its disclosures in the consolidated financial statements.

In September 2025, the FASB issued ASU 2025-06, "Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40)" (ASU 2025-06), which amends certain aspects of the accounting for and disclosure of software costs under ASC 350-40. ASU 2025-06 is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact of ASU 2025-06 on its disclosures in the consolidated financial statements.

3. Property and Equipment

Property and equipment consist of:

	Useful Lives	(in thousands)	
		January 31, 2026	February 1, 2025
Land	N/A	\$ 138,848	\$ 82,692
Buildings	10 to 40 Years	570,375	363,658
Store fixtures and equipment	3 to 15 Years	2,042,833	1,828,472
Software	3 to 10 Years	326,887	387,200
Leasehold improvements	Shorter of lease term or useful life	1,450,330	1,180,491
Construction in progress	N/A	935,987	584,124
Total property and equipment at cost		5,465,260	4,426,637
Less: accumulated depreciation and amortization		(2,301,042)	(2,056,917)
Total property and equipment, net of accumulated depreciation and amortization		\$ 3,164,218	\$ 2,369,720

As of January 31, 2026 and February 1, 2025, assets, net of accumulated amortization of \$15.4 million and \$13.2 million, respectively, held under finance leases amounted to approximately \$16.2 million and \$18.4 million, respectively, and are included in the line item "Buildings" in the foregoing table. Amortization expense related to finance leases is included in the line item "Depreciation and amortization" in the Company's Consolidated Statements of Income. The total amount of depreciation expense during Fiscal 2025, Fiscal 2024 and Fiscal 2023 was \$379.6 million, \$311.4 million and \$273.5 million, respectively.

Internally developed software is amortized on a straight line basis over three to ten years and is recorded in the line item "Depreciation and amortization" in the Company's Consolidated Statements of Income. Amortization of internally developed software amounted to \$29.1 million, \$25.7 million and \$23.0 million during Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively.

Landlord-owned assets represent leasehold improvements at certain stores for which the Company has paid and derives a benefit, but the landlord has retained title. These assets are amortized over the lease term inclusive of reasonably assured renewal options. Amortization of landlord-owned assets was \$9.2 million, \$10.4 million and \$10.6 million, during Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively, and was included in the line item "Depreciation and amortization" in the Company's Consolidated Statements of Income.

During Fiscal 2025, Fiscal 2024 and Fiscal 2023, the Company recorded impairment charges related to property and equipment of \$8.1 million, \$11.2 million and \$3.7 million, respectively. These charges are recorded in the line item "Impairment charges—long-lived assets" in the Company's Consolidated Statements of Income. Refer to Note 4, "Impairment Charges," for further discussion.

4. Impairment Charges

Impairment charges recorded during Fiscal 2025, Fiscal 2024 and Fiscal 2023 amounted to \$9.9 million, \$12.9 million and \$6.4 million, respectively. Impairment charges are primarily related to declines in revenues and operating results of certain stores in

Fiscal 2025, Fiscal 2024, and Fiscal 2023, as well as sales of owned properties in Fiscal 2025 and Fiscal 2024. Impairment charges during these periods related to the following:

Asset Categories	(in thousands)		
	Fiscal Years Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Store fixtures and equipment	\$ 2,325	\$ 1,402	\$ 2,471
Leasehold improvements	390	422	1,272
Operating lease assets	1,804	1,763	2,623
Buildings	517	1,437	—
Land	3,512	7,882	—
Other assets	1,309	15	1
Total	\$ 9,857	\$ 12,921	\$ 6,367

The Company recorded impairment charges related to store-level assets for 17 stores during Fiscal 2025, 10 stores during Fiscal 2024, and 11 stores during Fiscal 2023.

Long-lived assets are measured at fair value on a non-recurring basis for purposes of calculating impairment using the fair value hierarchy of ASC Topic No. 820 "Fair Value Measurements" (Topic No. 820). Refer to Note 13, "Fair Value of Financial Instruments," for further discussion of the Company's fair value hierarchy. The fair value of the Company's long-lived assets is calculated using a discounted cash-flow model that used level 3 inputs. In calculating future cash flows, the Company makes estimates regarding future operating results and market rent rates, based on its experience and knowledge of market factors in which the retail location is located. The assets impaired had a remaining carrying value after impairments of \$25.8 million, \$56.8 million, and \$73.0 million during Fiscal 2025, Fiscal 2024, and Fiscal 2023, respectively, primarily related to the right-of-use assets.

5. Long Term Debt

Long term debt consists of:

	(in thousands)	
	January 31, 2026	February 1, 2025
Senior secured term loan facility, adjusted SOFR (with a floor of 0.00%) plus 1.75%, matures on September 24, 2031	\$ 1,719,406	\$ 1,238,921
Convertible senior notes, 2.25%, matured on April 15, 2025	—	156,155
Convertible senior notes, 1.25%, matures on December 15, 2027	297,069	297,069
ABL senior secured revolving facility, SOFR plus spread based on average outstanding balance, matures on July 25, 2030	—	—
Finance lease obligations	22,943	24,980
Unamortized deferred financing costs	(7,706)	(6,316)
Total long-term debt	2,031,712	1,710,809
Less: current maturities (a)	(19,977)	(170,891)
Long term debt, net of current maturities	\$ 2,011,735	\$ 1,539,918

- (a) The amount presented in the table above excludes a \$50.6 million short-term promissory note, which is included in the line item "Current maturities of long-term debt and other current debt" on the Consolidated Balance Sheet for Fiscal 2025. This promissory note was repaid in February 2026.

Term Loan Facility

BCFWC and certain of its subsidiaries and holding companies are party to a Credit Agreement (as amended, supplemented and otherwise modified, the Term Loan Facility) that provides for term loans in an aggregate principal amount as of January 31, 2026 of \$1,730.6 million maturing on September 24, 2031.

On September 24, 2024, the Company entered into an amendment to the Term Loan Facility dated as of February 24, 2011 (the "Amendment"), which among other things, (i) refinanced the outstanding \$933 million principal amount of Term B-6 Loans with Term B-7 Loans in an aggregate principal amount of \$1,250 million, which includes incremental term loans in an aggregate principal

amount of \$317 million, (ii) extended the maturity date from June 24, 2028 to September 24, 2031, and (iii) reduced the interest rate margins applicable to the Company's term loan facility from 1.00% to 0.75%, in the case of prime rate loans, and from 2.00% to 1.75%, in the case of SOFR loans, with a 0.00% SOFR floor, and removed the SOFR adjustment. The Term B-7 Loans were issued with an original issue discount of 99.5.

On June 11, 2025, the Company entered into an amendment to the Term Loan Facility, which among other things, provided for \$500.0 million of incremental term loans under the Term Loan Credit Agreement as additional Term B-7 Loans. The incremental term loans were issued with an original issue discount of 99.0 and are otherwise on terms identical to, and fungible with, the existing Term B-7 Loans.

The Term Loan Facility is collateralized by a first lien on BCFWC's and each guarantor's equity interests, equipment, intellectual property, and certain favorable leases and real estate, and certain related assets and proceeds thereof (subject to certain exceptions), and a second lien on BCFWC's and each guarantor's other assets and proceeds thereof (subject to certain exceptions).

As of January 31, 2026 and February 1, 2025, the Company's borrowing rate related to the Term Loan Facility, exclusive of the impact of interest rate swaps, was 5.4% and 6.1%, respectively.

2025 Convertible Notes

On April 16, 2020, the Company issued its 2025 Convertible Notes, which matured on April 15, 2025. The 2025 Convertible Notes were general unsecured obligations of the Company and bore interest at a rate of 2.25% per year, payable semi-annually in cash, in arrears, on April 15 and October 15 of each year.

Prior to maturity, holders of the 2025 Convertible Notes submitted conversion notices with respect to approximately \$155.5 million aggregate principal amount of the 2025 Convertible Notes. On the conversion settlement date, the Company paid to the converting holders the aggregate principal amount of 2025 Convertible Notes subject to conversion, and issued and delivered to such holders 57,149 shares of common stock, in respect of the remainder of its conversion obligation in excess of such aggregate principal amount. At maturity, the Company paid in cash the principal balance and related accrued and unpaid interest on the 2025 Convertible Notes not previously converted. There was no resulting debt extinguishment charge from this transaction.

2027 Convertible Notes

On September 12, 2023, the Company closed the issuance of approximately \$297.1 million aggregate principal amount of its 1.25% Convertible Senior Notes due 2027 (2027 Convertible Notes) pursuant to separate, privately negotiated exchange and subscription agreements with a limited number of holders of its 2025 Convertible Notes and certain investors, in each case pursuant to exemptions from registration under the Securities Act of 1933. An aggregate of up to 1,422,568 shares of common stock may be issued upon conversion of the 2027 Convertible Notes, which number is subject to adjustment up to an aggregate of 1,911,372 shares following certain corporate events that occur prior to the maturity date or if the Company issues a notice of redemption, and which is also subject to certain anti-dilution adjustments.

The 2027 Convertible Notes bear interest at a rate of 1.25% per year, payable semi-annually in arrears on June 15 and December 15 of each year. The 2027 Convertible Notes will mature on December 15, 2027, unless earlier converted, redeemed or repurchased.

Prior to the close of business on the business day immediately preceding September 15, 2027, the 2027 Convertible Notes will be convertible at the option of the holders only upon the occurrence of certain events and during certain periods. Thereafter, the 2027 Convertible Notes will be convertible at the option of the holders at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. The 2027 Convertible Notes have an initial conversion rate of 4.8560 shares per \$1,000 principal amount of 2027 Convertible Notes (equivalent to an initial conversion price of approximately \$205.93 per share of the Company's common stock), subject to adjustment if certain events occur. The initial conversion price represents a conversion premium of approximately 32.50% over \$155.42 per share, the last reported sale price of the Company's common stock on September 7, 2023 on The New York Stock Exchange. Upon conversion, the Company will pay cash for the aggregate principal amount of 2027 Convertible Notes being converted, and pay (and deliver, if applicable) cash, shares of the Company's common stock or a combination thereof, at its election, in respect of the remainder (if any) of the Company's conversion obligation in excess of such aggregate principal amount. The Company will not be able to redeem the 2027 Convertible Notes prior to December 20, 2025. On or after December 20, 2025 and prior to the 21st scheduled trading day immediately preceding December 15, 2027, the Company will be able to redeem for cash all or any portion of the 2027 Convertible Notes, at its option, if the last reported sale price of the Company's common stock is equal to or greater than 130% of the conversion price for a specified period of time, at a redemption price equal to 100% of the aggregate principal amount of the 2027 Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

If the Company undergoes a fundamental change, subject to certain conditions, holders of the 2027 Convertible Notes may require the Company to repurchase for cash all or any portion of their 2027 New Convertible Notes. The fundamental change repurchase price will be 100% of the aggregate principal amount of the 2027 Convertible Notes to be repurchased plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date. The effective interest rate is 1.7%.

ABL Line of Credit

BCFWC and certain of its subsidiaries and holding companies are party to a Second Amended and Restated Credit Agreement (as amended, supplemented and otherwise modified, the ABL Line of Credit) that provides for \$1,000.0 million of revolving commitments (subject to a borrowing base limitation) maturing on July 25, 2030, and, subject to the satisfaction of certain conditions, BCFWC can increase the aggregate amount of commitments up to an amount not to exceed the sum of (i) the greater of (x) \$300.0 million and (y) the amount by which the Borrowing Base exceeds the aggregate Commitments, plus (iii) the amount of all permanent reductions in commitments after July 25, 2025. The interest rate margin applicable under the ABL Line of Credit is 1.125% to 1.375% in the case of a daily SOFR rate or a term SOFR rate, and 0.125% to 0.375% in the case of a prime rate, depending on the average daily availability of the lesser of (a) the total commitments or (b) the borrowing base. The ABL Line of Credit is collateralized by a first priority lien on BCFWC's and each guarantor's inventory, receivables, bank accounts, and certain related assets and proceeds thereof (subject to certain exceptions), and a second priority lien on BCFWC's and each guarantor's other assets and proceeds thereof (other than real estate and subject to certain exceptions).

On July 25, 2025, the Company entered into an amendment to the ABL Line of Credit in order to, among other things, (i) increase the aggregate principal amount of the commitments from \$900.0 million to \$1,000.0 million and (ii) extend the maturity date of the commitments and loans from December 22, 2026 to July 25, 2030.

At February 1, 2025, the Company had \$827.0 million available under the ABL Line of Credit. The Company did not have any borrowings during Fiscal 2024.

At January 31, 2026, the Company had \$934.5 million available under the ABL Line of Credit. Average borrowings during Fiscal 2025 amounted to \$20.2 million at an average interest rate of 5.5%.

Deferred Financing Costs

The Company had \$3.1 million and \$1.4 million in deferred financing costs associated with its ABL Line of Credit as of January 31, 2026 and February 1, 2025, respectively, which are recorded in the line item "Other assets" in the Company's Consolidated Balance Sheets. In addition, the Company had \$7.7 million and \$6.3 million of deferred financing costs associated with its Term Loan Facility and Convertible Notes, recorded in the line item "Long term debt" in the Company's Consolidated Balance Sheets as of January 31, 2026 and February 1, 2025, respectively.

Amortization of deferred financing costs amounted to \$2.9 million, \$3.1 million and \$3.2 million during Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively, which was included in the line item "Interest expense" in the Company's Consolidated Statements of Income.

Amortization expense related to deferred financing costs as of January 31, 2026 for each of the next five fiscal years and thereafter is estimated to be as follows:

Fiscal Years	(in thousands)
2026	\$ 2,904
2027	2,760
2028	1,659
2029	1,618
2030	1,249
Thereafter	592
Total	\$ 10,782

Deferred financing costs have a weighted average amortization period of approximately 4.5 years.

Scheduled Maturities

Scheduled maturities of the Company's long term debt obligations, as they exist as of January 31, 2026, in each of the next five fiscal years and thereafter are as follows:

	<u>(in thousands)</u> <u>Total Long-Term Debt</u>
Fiscal Years:	
2026 (a)	\$ 17,525
2027	314,594
2028	17,525
2029	17,525
2030	17,525
Thereafter	1,642,981
Total	2,027,675
Less: unamortized discount	(11,200)
Less: unamortized deferred financing costs	(7,706)
Finance lease liabilities	22,943
Total long-term debt	\$ 2,031,712

- (a) The amount presented in the table above excludes a \$50.6 million short-term promissory note, which is included in the line item "Current maturities of long-term debt and other current debt" on the Consolidated Balance Sheet for Fiscal 2025. This promissory note was repaid in February 2026.

6. Derivative Instruments and Hedging Activities

The Company accounts for derivatives and hedging activities in accordance with ASC Topic No. 815 "Derivatives and Hedging" (Topic No. 815). Topic No. 815 provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (i) how and why an entity uses derivative instruments, (ii) how the entity accounts for derivative instruments and related hedged items, and (iii) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Further, qualitative disclosures are required that explain the Company's objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

As required by Topic No. 815, the Company records all derivatives on the balance sheet at fair value and adjusts them to market on a quarterly basis. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting, and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain of its risk, even though hedge accounting does not apply or the Company elects not to apply hedge accounting.

The Company has used interest rate swap contracts to add stability to interest expense and to manage its exposure to interest rate movements. The fair value of these contracts are determined using the market standard methodology of discounted future variable cash flows. The variable cash flows of the interest rate swap contract are determined using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates rise or fall compared to current levels in conjunction with the fixed cash payments. The variable interest rates used in the calculation of projected receipts on the swap contracts are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities. In addition, to comply with the provisions of Topic No. 820, credit valuation adjustments, which consider the impact of any credit enhancements to the contracts, are incorporated in the fair values to account for potential nonperformance risk. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered any applicable credit enhancements such as collateral postings, thresholds, mutual puts, and guarantees.

In accordance with Topic No. 820, the Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio. There is no impact of netting because the Company's only derivatives are interest rate swap contracts that are with separate counterparties and are under separate master netting agreements.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its counterparties. However, as of January 31, 2026 and February 1, 2025, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustment is not significant to the overall valuation of its derivative portfolio. As a result, the Company classifies its derivative valuations in Level 2 of the fair value hierarchy.

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company uses derivative financial instruments to manage differences in the amount, timing, and duration of the Company's known or expected cash payments principally related to the Company's borrowings.

Cash Flow Hedges of Interest Rate Risk

On September 27, 2024, the Company terminated its previous \$450.0 million interest rate swap, and entered into a new interest rate swap in the notional amount of \$500.0 million with a blended interest rate of 2.83%. On this same date, the Company also entered into a new interest rate swap for \$300.0 million with an interest rate of 3.37%. These interest rate swap agreements are designated as cash flow hedges.

On June 12, 2025, the Company entered into an interest rate swap agreement with a notional amount of \$200.0 million and a fixed interest rate of 3.76%. On the same date, the Company also entered into an interest rate swap agreement with a notional amount of \$100.0 million and a fixed interest rate of 3.73%. These interest rate swap agreements are designated as cash flow hedges.

During Fiscal 2025, the Company's derivatives were used to hedge the variable cash flows associated with existing variable-rate debt. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges are recorded in the line item "Accumulated other comprehensive income" on the Company's Consolidated Balance Sheets and are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. Amounts reported in accumulated other comprehensive income related to the Company's derivative contracts will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. As of January 31, 2026, the Company estimates that \$8.0 million will be reclassified as a reduction to interest expense during the next twelve months.

As of January 31, 2026, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

Interest Rate Derivative	Number of Instruments	Notional Aggregate Principal Amount	Interest Swap Rate	Maturity Date
Interest rate swap contracts	Four	\$1,100.0 million	2.83%-3.76%	September 24, 2031

Tabular Disclosure

The tables below present the fair value of the Company's derivative financial instruments on a gross basis, as well as their classification on the Company's Consolidated Balance Sheets:

<i>(in thousands)</i>				
Fair Values of Derivative Instruments				
January 31, 2026		February 1, 2025		
Derivatives Designated as Hedging Instruments	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate swap contracts	Other assets	\$ 20,454	Other assets	\$ 45,699
Interest rate swap contracts	Other liabilities	\$ 3,290	Other liabilities	\$ —

The following table presents the unrealized gains deferred to accumulated other comprehensive income resulting from the Company's derivative instruments designated as cash flow hedging instruments for each of the reporting periods.

<i>(in thousands)</i>			
Interest Rate Derivatives:	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Unrealized (losses) gains, before taxes	\$ (18,462)	\$ 30,563	\$ 14,243
Income tax benefit (expense)	4,936	(8,125)	(3,783)
Unrealized (losses) gains, net of taxes	\$ (13,526)	\$ 22,438	\$ 10,460

The following table presents information about the reclassification of losses from accumulated other comprehensive income into earnings related to the Company's derivative instruments designated as cash flow hedging instruments for each of the reporting periods.

<i>(in thousands)</i>			
Component of Earnings:	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Interest benefit	\$ (15,873)	\$ (18,355)	\$ (7,749)
Income tax expense	4,230	4,906	2,074
Net reclassification into earnings	\$ (11,643)	\$ (13,449)	\$ (5,675)

7. Capital Stock

Common Stock

As of January 31, 2026, the total amount of the Company's authorized capital stock consisted of 500,000,000 shares of common stock, par value \$0.0001 per share, and 50,000,000 shares of undesignated preferred stock, par value of \$0.0001 per share.

The Company's common stock is not entitled to preemptive or other similar subscription rights to purchase any of the Company's securities. The Company's common stock is neither convertible nor redeemable. Unless the Company's Board of Directors determines otherwise, the Company will issue all of the Company's capital stock in uncertificated form.

Preferred Stock

The Company does not have any shares of preferred stock issued or outstanding. The Company's Board of Directors has the authority to issue shares of preferred stock from time to time on terms it may determine, to divide shares of preferred stock into one or more series and to fix the designations, preferences, privileges, and restrictions of preferred stock, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preference, sinking fund terms, and the number of shares constituting any series or the designation of any series to the fullest extent permitted by the General Corporation Law of the State of Delaware. The issuance of the Company's preferred stock could have the effect of decreasing the trading price of the Company's common stock, restricting dividends on the Company's capital stock, diluting the voting power of the Company's common stock, impairing the liquidation rights of the Company's capital stock, or delaying or preventing a change in control of the Company.

Dividend Rights

Each holder of shares of the Company's capital stock will be entitled to receive such dividends and other distributions in cash, stock or property as may be declared by the Company's Board of Directors from time to time out of the Company's assets or funds legally available for dividends or other distributions. These rights are subject to the preferential rights of any other class or series of the Company's preferred stock.

Treasury Stock

The Company accounts for treasury stock under the cost method.

During Fiscal 2025, the Company acquired 113,304 shares of common stock from employees for approximately \$27.0 million to satisfy their minimum statutory tax withholdings related to the vesting of restricted stock units, which was recorded in the line item "Treasury stock" on the Company's Consolidated Balance Sheets, and the line item "Purchase of treasury shares" on the Company's Consolidated Statements of Cash Flows.

Share Repurchase Program

On August 15, 2023, the Company's Board of Directors authorized the repurchase of up to \$500.0 million of common stock, which expired on August 15, 2025.

On May 20, 2025, the Company's Board of Directors authorized the repurchase of up to an additional \$500.0 million of common stock, which is authorized to be executed through May 20, 2027.

This repurchase program is funded using the Company's available cash and borrowings under the ABL Line of Credit.

During Fiscal 2025, the Company repurchased 985,594 shares of common stock for \$251.4 million under its share repurchase program. As of the end of Fiscal 2025, the Company had \$385.0 million remaining under this share repurchase authorization.

8. Net Income Per Share

Basic net income per share is calculated by dividing net income by the weighted-average number of common shares outstanding. Dilutive net income per share is calculated by dividing net income by the weighted-average number of common shares and potentially dilutive securities outstanding during the period using the treasury stock method for the Company's stock option, restricted stock and restricted stock unit awards, and the if-converted method for the 2025 Convertible Notes and 2027 Convertible Notes, as applicable.

	<i>(in thousands, except per share data)</i>		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
<i>Basic net income per share</i>			
Net income	\$ 610,153	\$ 503,639	\$ 339,649
Weighted average number of common shares – basic	62,984	63,634	64,672
Net income per common share – basic	\$ 9.69	\$ 7.91	\$ 5.25
<i>Diluted net income per share</i>			
Net income	\$ 610,153	\$ 503,639	\$ 339,649
Shares for basic and diluted net income per share:			
Weighted average number of common shares – basic	62,984	63,634	64,672
Assumed exercise of stock options and vesting of restricted stock	795	673	245
Assumed conversion of convertible debt	347	288	—
Weighted average number of common shares – diluted	64,126	64,595	64,917
Net income per common share – diluted	\$ 9.51	\$ 7.80	\$ 5.23

Approximately 173,000 shares, 405,000 shares and 1,524,000 shares were excluded from diluted net income per share for Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively, since their effect was anti-dilutive.

9. Stock-Based Compensation

On May 20, 2025, the Company's stockholders approved an amendment to the Company's 2022 Omnibus Incentive Plan to, among other things, increase the number of shares of Company common stock subject to the plan by 3,100,000.

The Company accounts for awards issued under the Plans in accordance with Topic No. 718. As of January 31, 2026, there were 6,080,426 shares of common stock available for issuance under the Company's 2022 Omnibus Incentive Plan.

Non-cash stock compensation expense is as follows:

Type of Non-Cash Stock Compensation	(in thousands)		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Restricted stock unit grants (a)	\$ 51,510	\$ 43,005	\$ 43,037
Stock option grants (a)	16,441	19,543	19,502
Performance stock unit grants (a)	38,781	25,024	21,409
Total (b)	<u>\$ 106,732</u>	<u>\$ 87,572</u>	<u>\$ 83,948</u>

- (a) Included in the line item "Selling, general and administrative expenses" in the Company's Consolidated Statements of Income.
- (b) The amounts presented in the table above exclude the effect of income taxes. The tax benefit related to the Company's non-cash stock compensation was \$19.3 million, \$15.6 million and \$15.5 million during Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively.

Stock Options

Options granted during Fiscal 2025, Fiscal 2024 and Fiscal 2023, were all service-based awards granted under the Plans at the following exercise prices:

	Exercise Price Ranges	
	From	To
Fiscal 2025	\$ 273.66	\$ 273.66
Fiscal 2024	\$ 178.02	\$ 290.34
Fiscal 2023	\$ 118.58	\$ 234.15

All awards granted during Fiscal 2025, Fiscal 2024 and Fiscal 2023 generally vest in one-fourth annual increments (subject to continued employment through the applicable vesting date). The final exercise date for any option granted is the tenth anniversary of the grant date. Options granted during Fiscal 2025, Fiscal 2024 and Fiscal 2023 become exercisable if the grantee's employment is terminated without cause or, in some instances, the recipient resigns with good reason, within a certain period of time following a change in control. Unless determined otherwise by the plan administrator, upon cessation of employment other than for cause, the majority of options that have not vested will terminate immediately, and unexercised vested options will be exercisable for a period of 60 to 180 days.

As of January 31, 2026, the Company had 1,260,295 options outstanding to purchase shares of common stock, and there was \$20.8 million of unearned non-cash stock-based option compensation that the Company expects to recognize as expense over a weighted average period of 1.9 years. The awards are expensed on a straight-line basis over the requisite service period. During Fiscal 2025, the Company eliminated stock option grants and shifted to granting more restricted stock units.

Stock option transactions during Fiscal 2025 are summarized as follows:

	Number of Shares	Weighted Average Exercise Price Per Share
Options outstanding, February 1, 2025	1,456,342	\$ 196.77
Options granted	589	273.66
Options exercised (a)	(150,964)	167.77
Options forfeited	(45,672)	212.26
Options outstanding, January 31, 2026	<u>1,260,295</u>	<u>199.72</u>

(a) Options exercised during Fiscal 2025 had a total intrinsic value of \$15.8 million.

The following table summarizes information about the stock options vested and expected to vest during the contractual term, as well as options exercisable:

	Options	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Aggregate Intrinsic Value (in millions)
Options vested and expected to vest	<u>1,260,295</u>	<u>6.1</u>	<u>\$ 199.72</u>	<u>\$ 124.3</u>
Options exercisable	<u>813,227</u>	<u>5.2</u>	<u>\$ 207.55</u>	<u>\$ 75.0</u>

During Fiscal 2025, the fair value of each stock option granted was estimated on the date of grant using the Black Scholes option pricing model. The fair value of each stock option granted during Fiscal 2025 was estimated using the following assumptions on a weighted average basis:

	Fiscal Year Ended January 31, 2026
Risk-free interest rate	4.3%
Expected volatility	42.3%
Expected life (years)	4.0
Contractual life (years)	10.0
Expected dividend yield	0.0%
Grant date fair value of options issued	\$ 106.01

The expected dividend yield was based on the Company's expectation of not paying dividends in the near term. To evaluate its volatility factor, the Company uses the historical volatility of its stock price over the expected life of the options. The risk free interest rate was based on the U.S. Treasury rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the awards being valued. The expected life of the options was estimated using historical exercise rates.

Restricted Stock Units

Restricted stock units granted during Fiscal 2025 were all service-based awards. The fair value of each unit of restricted stock granted during Fiscal 2025 was based upon the closing price of the Company's common stock on the grant date. Most of the awards outstanding as of January 31, 2026 have graded vesting provisions that generally vest in one-fourth annual increments (subject to continued employment through the applicable vesting date). Certain awards outstanding as of January 31, 2026 cliff vest at the end of a designated service period, ranging from two years to four years from the grant date. Awards granted to non-employee members of the Company's Board of Directors vest 100% on the first anniversary of the grant date. Following a change of control, all unvested restricted stock units shall remain unvested, provided, however, that 100% of such shares shall vest if, following such change of control, the employment of the recipient is terminated without cause or, in some instances, the recipient resigns with good reason, within a certain period of time following a change in control.

As of January 31, 2026, there was approximately \$96.9 million of unearned non-cash stock-based compensation related to restricted stock units that the Company expects to recognize as expense over a weighted average period of 2.5 years. The awards are expensed on a straight-line basis over the requisite service periods.

Award grant, vesting and forfeiture transactions during Fiscal 2025 are summarized as follows:

	Number of Shares	Weighted Average Grant Date Fair Value Per Award
Non-vested awards outstanding, February 1, 2025	653,406	\$ 190.83
Awards granted	341,487	231.91
Awards vested (a)	(224,732)	198.21
Awards forfeited	(42,648)	201.97
Non-vested awards outstanding, January 31, 2026	<u>727,513</u>	<u>207.18</u>

(a) Restricted stock units vested during Fiscal 2025 had a total intrinsic value of \$54.2 million.

Performance Share Units

The Company grants performance-based restricted stock units to its senior executives. Vesting of the performance stock units granted are based on continued service and the achievement of pre-established adjusted net income per share growth over a three-year performance period. Based on the Company's achievement of these goals, each award may be earned up to 200% of the target award. In the event that actual performance is below threshold, no award will be made. Compensation costs recognized on the performance stock units are adjusted, as applicable, for performance above or below the target specified in the award.

As of January 31, 2026, there was approximately \$44.9 million of unearned non-cash stock-based compensation related to performance share units that the Company expects to recognize as expense over a weighted average period of 1.7 years. The awards are expensed on a straight-line basis over the requisite service periods.

Performance share unit transactions during Fiscal 2025 are summarized as follows:

	Number of Shares	Weighted Average Grant Date Fair Value Per Award
Non-vested awards outstanding, February 1, 2025	292,870	\$ 188.37
Awards granted	174,248	225.56
Awards vested (a)	(99,388)	207.29
Awards forfeited	(3,776)	196.30
Non-vested awards outstanding, January 31, 2026	<u>363,954</u>	<u>200.92</u>

(a) Performance-based stock awards vested during Fiscal 2025 had a total intrinsic value of \$23.3 million.

10. Lease Commitments

The Company's leases primarily consist of stores, distribution facilities and office space under operating and finance leases that will expire principally during the next 30 years. The leases typically include renewal options at five-year intervals and escalation clauses. Lease renewals are only included in the lease liability to the extent that they are reasonably assured of being exercised. The Company's leases typically provide for contingent rentals based on a percentage of gross sales. Contingent rentals are not included in the lease liability, and they are recognized as variable lease cost when incurred.

The following is a schedule of the Company's future lease payments:

Fiscal Year	(in thousands)	
	Operating Leases	Finance Leases
2026	\$ 654,698	\$ 3,640
2027	712,552	3,640
2028	673,509	3,447
2029	615,727	2,104
2030	537,855	2,040
Thereafter	1,852,053	16,643
Total future minimum lease payments	5,046,394	31,514
Amount representing interest	(1,123,583)	(8,571)
Total lease liabilities	3,922,811	22,943
Less: current portion of lease liabilities	(425,468)	(2,452)
Total long term lease liabilities	\$ 3,497,343	\$ 20,491
Weighted average discount rate	6.2%	5.5%
Weighted average remaining lease term (years)	7.9	11.6

The above schedule excludes approximately \$536.9 million for 96 stores and one office the Company has committed to open, expand or relocate but has not yet taken possession of the space. The discount rates used in valuing the Company's leases are not readily determinable, and are based on the Company's incremental borrowing rate on a fully collateralized basis.

The following is a schedule of net lease costs for the years indicated:

	(in thousands)		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Finance lease cost:			
Amortization of finance lease asset (a)	\$ 2,264	\$ 2,573	\$ 3,506
Interest on lease liabilities (b)	1,303	1,439	1,858
Operating lease cost (c)	684,975	628,433	587,214
Variable lease cost (c)	281,035	254,586	235,223
Total lease cost	969,577	887,031	827,801
(Gain) impairment on sale and leaseback transaction (d)	(1,039)	8,959	(1,958)
Less all rental income (e)	(4,747)	(5,377)	(5,733)
Total net rent expense (f)	\$ 963,791	\$ 890,613	\$ 820,110

- (a) Included in the line item "Depreciation and amortization" in the Company's Consolidated Statements of Income.
- (b) Included in the line item "Interest expense" in the Company's Consolidated Statements of Income.
- (c) Included in the line item "Selling, general and administrative expenses" in the Company's Consolidated Statements of Income. Variable lease cost is primarily comprised of real estate taxes, common area maintenance, insurance and percentage rent.
- (d) Impairment included in the line item "Impairment charges - long-lived assets" and gain included in line item "Other income - net" in the Company's Consolidated Statements of Income.
- (e) Included in the line item "Other revenue" in the Company's Consolidated Statements of Income.
- (f) Excludes an immaterial amount of short-term lease cost.

Supplemental cash flow disclosures related to leases are as follows:

	<i>(in thousands)</i>		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Cash paid for amounts included in the measurement of lease liabilities:			
Cash payments arising from operating lease liabilities (a)	\$ 688,032	\$ 638,361	\$ 595,028
Cash payments for the principal portion of finance lease liabilities (b)	\$ 2,037	\$ 2,566	\$ 4,378
Cash payments for the interest portion of finance lease liabilities (a)	\$ 1,303	\$ 1,439	\$ 1,858
Supplemental non-cash information:			
Operating lease liabilities arising from obtaining right-of-use assets	\$ 734,096	\$ 737,222	\$ 611,569
(a)	Included within operating activities in the Company's Consolidated Statements of Cash Flows.		
(b)	Included within financing activities in the Company's Consolidated Statements of Cash Flows.		

11. Employee Retirement Plans

The Company maintains separate defined contribution 401(k) retirement savings and profit-sharing plans covering employees in the United States and Puerto Rico who meet specified age and service requirements. The discretionary profit-sharing component (which the Company has not utilized since 2005 and has no current plans to utilize) is entirely funded by the Company, and the Company also makes additional matching contributions to the 401(k) component of the plans. Participating employees can voluntarily elect to contribute a percentage of their earnings to the 401(k) component of the plans (up to certain prescribed limits) through a cash or deferred (salary deferral) feature qualifying under Section 401(k) of the Internal Revenue Code (401(k) Plan).

The Company recorded \$17.9 million, \$16.5 million and \$15.6 million of 401(k) Plan match expense during Fiscal 2025, Fiscal 2024 and Fiscal 2023 respectively, which is included in the line item "Selling, general and administrative expenses" on the Company's Consolidated Statements of Income.

12. Income Taxes

Income before income taxes was as follows for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

	<i>(in thousands)</i>		
	Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Domestic	\$ 794,349	\$ 659,414	\$ 454,491
Foreign	21,769	15,400	11,282
Total income before income taxes	<u>\$ 816,118</u>	<u>\$ 674,814</u>	<u>\$ 465,773</u>

Income tax expense was as follows for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

	<i>(in thousands)</i>		
	Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Current:			
Federal	\$ 129,660	\$ 105,828	\$ 85,834
State	40,532	31,116	16,150
Foreign	7,989	5,594	3,477
Subtotal	178,181	142,538	105,461
Deferred:			
Federal	28,287	25,560	12,583
State	(612)	2,889	7,311
Foreign	109	188	769
Subtotal	27,784	28,637	20,663
Total income tax expense	<u>\$ 205,965</u>	<u>\$ 171,175</u>	<u>\$ 126,124</u>

Income taxes paid (net of refunds received) for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

	<i>(in thousands)</i>		
	January 31, 2026	February 1, 2025	February 3, 2024
Income Taxes Paid:			
Federal	\$ 124,000	\$ 132,000	\$ 69,500
State	38,526	33,399	13,877
Foreign	8,360	4,860	2,860
Total income tax expense	<u>\$ 170,886</u>	<u>\$ 170,259</u>	<u>\$ 86,237</u>

The tax rate reconciliations were as follows for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

	<i>(all dollar amounts in thousands)</i>					
	Fiscal Year Ended					
	January 31, 2026		February 1, 2025		February 3, 2024	
	Amount	Percent	Amount	Percent	Amount	Percent
U.S. federal statutory tax rate	\$ 171,385	21.0%	\$ 141,711	21.0%	\$ 97,812	21.0%
State income taxes, net of federal benefit (a)	33,271	4.1	28,202	4.2	20,061	4.3
Foreign tax effects	3,937	0.5	2,763	0.4	3,351	0.7
Effect of cross-border tax laws	(1,670)	(0.2)	(1,548)	(0.2)	(1,032)	(0.2)
Tax credits:						
Work opportunity tax credit	(5,272)	(0.7)	(5,849)	(0.9)	(5,482)	(1.2)
Other	(138)	(0.0)	(138)	(0.0)	(138)	(0.0)
Non-taxable or non-deductible expenses:						
Section 162(m): limit on compensation	9,434	1.1	6,794	1.0	5,996	1.3
Other	(2,778)	(0.3)	2,620	0.4	1,192	0.2
Changes in unrecognized tax benefits	(1,803)	(0.2)	(1,593)	(0.2)	(1,408)	(0.3)
Loss from extinguishment of convertible debt	—	—	—	—	6,757	1.5
Other	(401)	(0.1)	(1,787)	(0.3)	(985)	(0.2)
Effective tax rate	<u>\$ 205,965</u>	<u>25.2%</u>	<u>\$ 171,175</u>	<u>25.4%</u>	<u>\$ 126,124</u>	<u>27.1%</u>

(a) The majority of the state and local tax expense is attributable to California, Florida, Illinois, New York, and New York City.

The tax effects of temporary differences are included in deferred tax accounts as follows:

	<i>(in thousands)</i>			
	January 31, 2026		February 1, 2025	
	Tax Assets	Tax Liabilities	Tax Assets	Tax Liabilities
Non-current deferred tax assets and liabilities:				
Property and equipment basis adjustments	\$ —	\$ 316,248	\$ —	\$ 264,774
Operating lease liability	1,016,097	—	950,808	—
Operating lease asset	—	933,642	—	879,433
Intangibles—indefinite-lived	—	63,664	—	63,791
Employee benefit compensation	38,613	—	31,917	—
State net operating losses (net of federal benefit)	3,203	—	4,513	—
Tax credits	8,783	—	8,342	—
Other	—	20,369	—	35,653
Valuation allowance	(8,405)	—	(8,942)	—
Total non-current deferred tax assets and liabilities	<u>\$ 1,058,291</u>	<u>\$ 1,333,923</u>	<u>\$ 986,638</u>	<u>\$ 1,243,651</u>
Net deferred tax liability		<u>\$ 275,632</u>		<u>\$ 257,013</u>

As of January 31, 2026, the Company has a deferred tax asset related to state net operating losses of \$3.2 million which will expire at various dates between 2036 and 2040. As of January 31, 2026, the Company had tax credit carry-forwards totaling \$8.8 million, inclusive of \$8.3 million in foreign tax credits, which will begin to expire in Fiscal 2033 and \$0.5 million in state tax credit carry-forwards, which will begin to expire in Fiscal 2026.

As of February 1, 2025, the Company had a deferred tax asset related to net operating losses of \$4.5 million, inclusive of \$4.1 million of state net operating losses, and \$0.4 million of deferred tax assets recorded for Puerto Rico net operating loss carry-forwards. As of February 1, 2025, the Company had tax credit carry-forwards totaling \$8.3 million, inclusive of \$4.9 million in foreign tax credits, and \$3.4 million in state tax credit carry-forwards.

The Company believes it is more likely than not that certain credits will not be realized. To account for this risk, the Company has established a valuation allowance totaling \$8.4 million, inclusive of \$8.3 million for foreign tax credit carry-forwards and \$0.1 million for state tax credit carry-forwards. If the Company's assumptions change and it determines that these tax credits can be realized, the resulting tax benefits from reversing the valuation allowance on deferred tax assets as of January 31, 2026 will be recorded to the Company's Consolidated Statement of Income. As of February 1, 2025, the Company provided a valuation allowance

totaling \$8.9 million, inclusive of \$4.9 million for foreign tax credit carry-forwards, \$0.6 million for state net operating losses, \$3.0 million for state tax credit carry-forwards, and \$0.4 million for Puerto Rico net operating loss carry-forwards.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits (exclusive of interest and penalties) is as follows:

	<u>(in thousands)</u>
	<u>Gross Unrecognized Tax Benefits, Exclusive of Interest and Penalties</u>
Balance at January 28, 2023	\$ 3,933
Additions for tax positions of the current year	—
Additions for tax positions of prior years	—
Reduction for tax positions of prior years	(783)
Settlements	—
Lapse of statute of limitations	(18)
Balance at February 3, 2024	3,132
Additions for tax positions of the current year	—
Additions for tax positions of prior years	—
Reduction for tax positions of prior years	(783)
Settlements	—
Lapse of statute of limitations	—
Balance at February 1, 2025	2,349
Additions for tax positions of the current year	—
Additions for tax positions of prior years	—
Reduction for tax positions of prior years	(783)
Settlements	—
Lapse of statute of limitations	—
Balance at January 31, 2026	<u>\$ 1,566</u>

As of January 31, 2026, the Company reported total unrecognized benefits of \$1.6 million, of which \$1.2 million would affect the Company's effective tax rate if recognized. As a result of previous positions taken and current period activity, the Company recorded a net benefit of \$1.2 million of interest and penalties during Fiscal 2025 in the line item "Income tax expense" in the Company's Consolidated Statements of Income. Cumulative interest and penalties of \$4.3 million are recorded in the line item "Other liabilities" in the Company's Consolidated Balance Sheet as of January 31, 2026. The Company recognizes interest and penalties related to unrecognized tax benefits as part of income taxes.

As of February 1, 2025, the Company reported total unrecognized benefits of \$2.3 million, of which \$1.9 million would affect the Company's effective tax rate if recognized. As a result of previous positions taken, the Company recorded a net benefit of \$1.0 million of interest and penalties during Fiscal 2024 in the line item "Income tax expense" in the Company's Consolidated Statements of Income. Cumulative interest and penalties of \$5.8 million are recorded in the line item "Other liabilities" in the Company's Consolidated Balance Sheets as of February 1, 2025.

The Company files tax returns in the U.S. federal jurisdiction, Puerto Rico, and various state and local jurisdictions. The Company is open to examination by the IRS under the applicable statutes of limitations for Fiscal Years 2022 through 2025. The Company or its subsidiaries' state and Puerto Rico income tax returns are open to audit for Fiscal Years 2021 through 2025 with a few exceptions, under the applicable statutes of limitations. There are ongoing state audits in several jurisdictions, and the Company has accrued for possible exposures as required under Topic No. 740. The Company does not expect the settlement of these audits to have a material impact to its financial results.

13. Fair Value of Financial Instruments

The Company accounts for fair value measurements in accordance with Topic No. 820 which defines fair value, establishes a framework for measurement and expands disclosure about fair value measurements. Topic No. 820 defines fair value as the price that

would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price), and classifies the inputs used to measure fair value into the following hierarchy:

- Level 1: Quoted prices for identical assets or liabilities in active markets.
- Level 2: Quoted market prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3: Pricing inputs that are unobservable for the assets and liabilities, and include situations where there is little, if any, market activity for the assets and liabilities.

The inputs into the determination of fair value require significant management judgment or estimation.

The carrying amounts of cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term nature of these instruments.

Refer to Note 6, "Derivative Instruments and Hedging Activities," for further discussion regarding the fair value of the Company's interest rate swap contract.

Refer to Note 4, "Impairment Charges," for further discussion regarding the fair value of the Company's long-lived assets after impairment.

Financial Assets

The fair values of the Company's financial assets and the hierarchy of the level of inputs as of January 31, 2026 and February 1, 2025 are summarized below:

		<i>(in thousands)</i>	
		Fair Value Measurements at	
		January 31, 2026	February 1, 2025
Level 1			
Cash equivalents	\$	746,996	\$ 728,443

Financial Liabilities

The fair values of the Company's financial liabilities are summarized below:

	<i>(in thousands)</i>			
	January 31, 2026		February 1, 2025	
	Principal Amount	Fair Value	Principal Amount	Fair Value
Term Loan Facility	\$ 1,730,606	\$ 1,730,606	\$ 1,246,875	\$ 1,250,965
2025 Convertible Notes	—	—	156,155	202,852
2027 Convertible Notes	297,069	451,205	297,069	444,674
ABL Line of Credit (a)	—	—	—	—
Total debt (b)	\$ 2,027,675	\$ 2,181,811	\$ 1,700,099	\$ 1,898,491

- (a) To the extent the Company has any outstanding borrowings under the ABL Line of Credit, the fair value would approximate its reported value, because the interest rate is variable and reflects current market rates, due to its short term nature.
- (b) The table above excludes finance lease obligations, debt discount, deferred debt costs, and short-term promissory note.

The fair values presented herein are based on pertinent information available to management as of the respective year end dates. The estimated fair values of the Company's debt are classified as Level 2 in the fair value hierarchy, and are based on current market quotes received from inactive markets. Although management is not aware of any factors that could significantly affect the estimated

fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date, and current estimates of fair value may differ from amounts presented herein.

14. Commitments and Contingencies

Legal

In the course of business, the Company is party to class or collective actions alleging violations of federal and state wage and hour and other labor statutes, representative claims under the California Private Attorneys' General Act and various other lawsuits and regulatory proceedings from time to time including, among others, commercial, product, employee, customer, intellectual property, privacy and other claims. Actions against us are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties. While no assurance can be given as to the ultimate outcome of these matters, the Company believes that the final resolution of these actions will not have a material adverse effect on the Company's results of operations, financial position, liquidity or capital resources.

Letters of Credit

The Company had irrevocable letters of credit in the amounts of \$50.4 million and \$52.5 million as of January 31, 2026 and February 1, 2025, respectively.

Letters of credit outstanding as of January 31, 2026 and February 1, 2025 amounted to \$49.8 million and \$51.9 million, respectively, guaranteeing performance under various lease agreements, insurance contracts, and utility agreements. The Company also had outstanding letters of credit arrangements in the aggregate amount of \$0.5 million at January 31, 2026, related to certain merchandising agreements, and \$0.6 million at February 1, 2025. Based on the terms of the agreement governing the ABL Line of Credit, the Company had the ability to enter into letters of credit up to \$149.6 million and \$147.5 million as of January 31, 2026 and February 1, 2025, respectively.

Inventory Purchase Commitments

The Company had \$1,774.0 million of purchase commitments related to goods that were not received as of January 31, 2026.

15. Subsequent Events

On December 23, 2025, the Company purchased 178 acres of land in Buckeye, AZ. As part of the consideration for this purchase, the Company entered into a promissory note with the seller for \$50.6 million. The promissory note had a stated interest rate of zero percent and was repaid on the maturity date of February 9, 2026.

On February 20, 2026, the U.S. Supreme Court issued a ruling limiting the authority to impose tariffs under the International Emergency Economic Powers Act ("IEEPA"), creating uncertainty regarding the potential recovery of tariffs previously assessed under that statute. The availability, timing, and amount of any such refunds remain uncertain and depend on further legal, regulatory, and administrative actions. Following the U.S. Supreme Court's ruling, the U.S. President announced a new global tariff pursuant to Section 122 of the Trade Act of 1974, effective February 24, 2026, for a period of 150 days, subject to certain exemptions. As of the date of this filing, significant uncertainty remains regarding tariff policy. The Company is actively monitoring these developments and evaluating their potential impact on operations, including the ability to recover previously paid tariffs.

On March 12, 2026 and March 13, 2026, the Company entered into separate, privately negotiated exchange agreements with certain holders of the 2027 Convertible Notes. Under the terms of the Exchange Agreements, the holders have agreed to exchange \$111.0 million in aggregate principal amount of 2027 Convertible Notes held by them for a combination of an aggregate of \$128.6 million in cash and 150,831 shares of the Company's common stock. These exchange transactions are expected to close on or around March 19, 2026, subject to the satisfaction of customary closing conditions.

Schedule I

CONDENSED FINANCIAL INFORMATION
OF REGISTRANTParent Company Information
Burlington Stores, Inc.

Condensed Statements of Income and Comprehensive Income

	<i>(in thousands)</i>		
	Fiscal Years Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
REVENUES:			
Total revenue	\$ —	\$ —	\$ —
COSTS AND EXPENSES:			
Interest expense, net	—	—	—
Total costs and expenses	—	—	—
Income before provision for income tax	—	—	—
Provision for income tax	—	—	—
Earnings from equity investment, net of income taxes	610,153	503,639	339,649
Net income	610,153	503,639	339,649
Other comprehensive income, net of tax:			
Interest rate derivative contracts:			
Net unrealized gain (loss) arising during the period	(13,526)	22,438	10,460
Net reclassification into earnings during the period	(11,643)	(13,449)	(5,675)
Total comprehensive income	\$ 584,984	\$ 512,628	\$ 344,434

See Notes to Condensed Financial Statements

**CONDENSED FINANCIAL INFORMATION
OF REGISTRANT**

**Parent Company Information
Burlington Stores, Inc.**

Condensed Balance Sheets

	<i>(in thousands)</i>	
	As of	
	January 31, 2026	February 1, 2025
ASSETS:		
Cash and cash equivalents	\$ 290	\$ 572
Total current assets	290	572
Investment in subsidiaries	2,101,660	1,819,365
Total assets	<u>\$ 2,101,950</u>	<u>\$ 1,819,937</u>
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current maturities of long term debt	\$ —	\$ 156,155
Current liabilities	—	156,155
Long term debt	294,691	293,286
Commitments and contingencies		
Total stockholders' equity	1,807,259	1,370,496
Total liabilities and stockholders' equity	<u>\$ 2,101,950</u>	<u>\$ 1,819,937</u>

See Notes to Condensed Financial Statements

**CONDENSED FINANCIAL INFORMATION
OF REGISTRANT**

**Parent Company Information
Burlington Stores, Inc.**

Condensed Statements of Cash Flows

	<i>(in thousands)</i>		
	Fiscal Years Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
OPERATING ACTIVITIES:			
Net cash provided by operating activities	\$ —	\$ —	\$ —
INVESTING ACTIVITIES:			
Net contribution from subsidiaries	408,971	225,164	313,713
Net cash provided by investing activities	408,971	225,164	313,713
FINANCING ACTIVITIES:			
Proceeds from long term debt - 2027 Convertible Notes	—	—	297,069
Principal payment on long term debt - 2025 Convertible Notes	(156,158)	—	(386,519)
Purchase of treasury shares	(278,422)	(256,293)	(243,188)
Proceeds from stock option exercises	25,327	31,651	18,783
Net cash used in financing activities	(409,253)	(224,642)	(313,855)
(Decrease) increase in cash and cash equivalents	(282)	522	(142)
Cash and cash equivalents at beginning of period	572	50	192
Cash and cash equivalents at end of period	\$ 290	\$ 572	\$ 50

See Notes to Condensed Financial Statements

CONDENSED FINANCIAL INFORMATION OF REGISTRANT

Parent Company Information Burlington Stores, Inc.

Note 1. Basis of Presentation

Burlington Stores, Inc. (the Parent Company) is a holding company that conducts substantially all of its business operations through its subsidiaries. Capitalized terms not otherwise defined in this Schedule I shall have the meanings ascribed to them in the Notes to Consolidated Financial Statements. The Parent Company's ability to pay dividends on Parent Company's common stock will be limited by restrictions on the ability of Parent Company's subsidiaries to pay dividends or make distributions under the terms of current and future agreements governing the indebtedness of Parent Company's subsidiaries. In addition to other baskets under the agreements governing its indebtedness, the Parent Company and its subsidiaries are permitted to make dividends and distributions under the Term Loan Facility so long as there is no event of default and the consolidated leverage ratio of the Parent Company and its subsidiaries does not exceed 3.50 to 1.00, and under the ABL Line of Credit as long as certain restricted payment conditions are satisfied.

The accompanying Condensed Financial Statements include the accounts of the Parent Company and, on an equity basis, its consolidated subsidiaries and affiliates. Accordingly, these Condensed Financial Statements have been presented on a "parent-only" basis. Under a parent-only presentation, the Parent Company's investments in its consolidated subsidiaries are presented under the equity method of accounting. Other than debt related costs, the Parent Company incurs certain corporate costs which are borne by the Parent Company's subsidiaries. Such costs are not significant. These parent-only financial statements are not the general-purpose financial statements of Burlington Stores, Inc., and they should be read in conjunction with Burlington Stores, Inc.'s audited Consolidated Financial Statements included elsewhere herein.

Note 2. Dividends

As discussed above, the terms of current and future agreements governing the indebtedness of the Parent Company and its subsidiaries include, or may include, limitations on the ability of such subsidiaries and the Parent Company to pay dividends, subject to certain exceptions set forth in such agreements.

Note 3. Stock-Based Compensation

Non-cash stock compensation expense of \$106.7 million, \$87.6 million and \$83.9 million has been pushed down to Parent Company's subsidiaries for Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively.

Note 4. Long Term Debt

On April 16, 2020, the Parent Company issued its 2025 Convertible Notes, which matured on April 15, 2025. The 2025 Convertible Notes were general unsecured obligations of the Parent Company and bore interest at a rate of 2.25% per year, payable semi-annually in cash, in arrears, on April 15 and October 15 of each year.

Prior to maturity, holders of the 2025 Convertible Notes submitted conversion notices with respect to approximately \$155.5 million aggregate principal amount of the 2025 Convertible Notes. On the conversion settlement date, the Parent Company paid to the converting holders the aggregate principal amount of 2025 Convertible Notes subject to conversion, and issued and delivered to such holders 57,149 shares of common stock, in respect of the remainder of its conversion obligation in excess of such aggregate principal amount. At maturity, the Parent Company paid in cash the principal balance and related accrued and unpaid interest on the 2025 Convertible Notes not previously converted. There was no resulting debt extinguishment charge from this transaction.

On September 12, 2023, the Parent Company closed the issuance of approximately \$297.1 million aggregate principal amount of our 2027 Convertible Notes pursuant to separate, privately negotiated exchange and subscription agreements with a limited number of holders of our 2025 Convertible Notes and certain investors, in each case pursuant to exemptions from registration under the Securities Act of 1933. The Parent Company exchanged approximately \$241.2 million in aggregate principal amount of the 2025 Convertible Notes for approximately \$255.0 million in aggregate principal amount of the 2027 Convertible Notes. The Parent Company also issued approximately \$42.1 million in aggregate principal amount of 2027 Convertible Notes in a private placement to certain investors. An aggregate of up to 1,422,568 shares of common stock may be issued upon conversion of the 2027 Convertible Notes, which number is subject to adjustment up to an aggregate of 1,911,372 shares following certain corporate events that occur prior to the maturity date or if we issue a notice of redemption, and which is also subject to certain anti-dilution adjustments.

The 2027 Convertible Notes bear interest at a rate of 1.25% per year, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2023. The 2027 Convertible Notes will mature on December 15, 2027, unless earlier converted, redeemed or repurchased.

On March 12, 2026 and March 13, 2026, the Parent Company entered into separate, privately negotiated exchange agreements with certain holders of the 2027 Convertible Notes. Under the terms of the Exchange Agreements, the holders have agreed to exchange \$111.0 million in aggregate principal amount of 2027 Convertible Notes held by them for a combination of an aggregate of \$128.6 million in cash and 150,831 shares of the Parent Company's common stock. These exchange transactions are expected to close on or around March 19, 2026, subject to the satisfaction of customary closing conditions.

BCFWC and Burlington Merchandising Corporation, a Delaware corporation, wholly owned subsidiaries of the Company, have entered into a promissory note, in which they jointly and severally have promised to pay to the Parent an amount equal to the principal of the 2025 Convertible Notes and 2027 Convertible Notes. In connection with the promissory note, there was a \$297.1 million intercompany note receivable as of January 31, 2026, and a \$453.2 million intercompany note receivable as of February 1, 2025 related to the cash transferred to Parent subsidiaries for the Convertible Notes, which is included in the line item "Investment in subsidiaries" in the Condensed Balance Sheets. The interest rate and repayment terms of the intercompany note receivable are consistent with that of the 2025 Convertible Notes and 2027 Convertible Notes.

Included in the Condensed Statements of Income and Comprehensive Income is the following for each of the periods indicated:

	<i>(in thousands)</i>		
	Fiscal Year Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Convertible notes interest expense	\$ 5,815	\$ 9,294	\$ 10,875
Intercompany note receivable interest expense	(5,815)	(9,294)	(10,875)
Loss on extinguishment of convertible notes	—	—	(38,274)
Gain on extinguishment of intercompany note receivable	—	—	38,274
Interest expense, net	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

Refer also to Note 5 to the Consolidated financial statements.

Note 5. Capital Stock

Treasury Stock

The Parent Company accounts for treasury stock under the cost method.

During Fiscal 2025, the Parent Company acquired 113,304 shares of common stock from employees for approximately \$27.0 million to satisfy their minimum statutory tax withholdings related to the vesting of restricted stock units, which was recorded in the line item "Treasury stock" on the Parent Company's Condensed Balance Sheets, and the line item "Purchase of treasury shares" on the Parent Company's Condensed Statements of Cash Flows.

Share Repurchase Program

On May 20, 2025, the Company's Board of Directors authorized the repurchase of up to an additional \$500.0 million of common stock, which is authorized to be executed through May 20, 2027.

During Fiscal 2025, the Parent Company repurchased 985,594 shares of common stock for \$251.4 million under its share repurchase program. As of the end of Fiscal 2025, the Parent Company had \$385.0 million remaining under this share repurchase authorization.

BURLINGTON STORES, INC.
Schedule II—Valuation and Qualifying Accounts and Reserves
(All amounts in thousands)

Description	Balance at Beginning of Period	Charged to Costs & Expenses	Charged to Other Accounts (a)	Accounts Written Off or Deductions	Balance at End of Period
Year ended January 31, 2026					
Allowance for doubtful accounts	\$ 2,959	\$ 786	\$ —	\$ 2,134	\$ 1,611
Valuation allowances on deferred tax assets	\$ 8,942	\$ —	\$ (537)	\$ —	\$ 8,405
Year ended February 1, 2025					
Allowance for doubtful accounts	\$ 2,313	\$ 1,769	\$ —	\$ 1,123	\$ 2,959
Valuation allowances on deferred tax assets	\$ 11,425	\$ —	\$ (2,483)	\$ —	\$ 8,942
Year ended February 3, 2024					
Allowance for doubtful accounts	\$ 1,252	\$ 1,209	\$ —	\$ 148	\$ 2,313
Valuation allowances on deferred tax assets	\$ 13,060	\$ —	\$ (1,635)	\$ —	\$ 11,425

(a) Amounts related to valuation allowances on deferred taxes are charged to income tax expense.

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

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management team, under the supervision and with the participation of our principal executive officer and our principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act, as of the last day of the fiscal period covered by this Annual Report, January 31, 2026. The term disclosure controls and procedures means our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of January 31, 2026.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act as a process designed by, or under the supervision of, the issuer's principal executive and principal financial officers, or persons performing similar functions, and effected by the issuer's Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer'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.

In accordance with the internal control reporting requirement of the SEC, management completed an assessment of the adequacy of our internal control over financial reporting as of January 31, 2026. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework (2013)*.

Based on this assessment and the criteria in the COSO framework, management has concluded that, as of January 31, 2026, our internal control over financial reporting was effective.

Deloitte & Touche LLP, the independent registered public accounting firm that audited and reported on our consolidated financial statements contained herein, has audited the effectiveness of our internal control over financial reporting as of January 31, 2026, and has issued an attestation report on the effectiveness of our internal control over financial reporting included herein.

Changes in Internal Control over Financial Reporting

During the fourth quarter of Fiscal 2025, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Burlington Stores, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Burlington Stores, Inc. and subsidiaries (the “Company”) as of January 31, 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 Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2026, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended January 31, 2026, of the Company and our report dated March 19, 2026 expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ Deloitte & Touche LLP

Morristown, New Jersey

March 19, 2026

Item 9B. Other Information.

Amended Executive Severance Plan

On March 17, 2026, the Compensation Committee of the Board of Directors of the Company (the “Compensation Committee”) amended and restated the Burlington Stores, Inc. Executive Severance Plan (the “Amended Executive Severance Plan”). The Amended Executive Severance Plan superseded and replaced the Burlington Stores, Inc. Executive Severance Plan (Merchandising & Planning), which the Compensation Committee terminated in accordance with its terms effective as of the same date.

The Amended Executive Severance Plan provides for the following severance benefits upon a termination of employment by the Company without “cause” or, to the extent occurring within the two-year period following a “change in control,” a termination by the participant with “good reason” (each as defined in the Amended Executive Severance Plan): (i) continued payment of base salary for two years; (ii) a pro-rated annual bonus for the year in which the termination occurs based on attainment of actual level of performance for such year; and (iii) subsidized benefits continuation for two years. As a condition to receive the severance payments and benefits, the Amended Executive Severance Plan requires that each participant execute and not revoke a general release of claims against the Company and, for two years following termination, comply with certain post-termination restrictive covenants in favor of the Company.

The Amended Executive Severance Plan is not duplicative of severance that a participant may be entitled to receive under an employment or severance agreement or under the Burlington Stores, Inc. Executive Change in Control Severance Plan. One of our named executive officers (our Chief Human Resources Officer) would be eligible to receive severance under the Amended Executive Severance Plan and each of our other named executive officers would continue to be eligible to receive severance under their existing employment agreements. The description of the Amended Executive Severance Plan set forth under this Item 9B does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended Executive Severance Plan, which is attached as Exhibit 10.39 to this Annual Report on Form 10-K and incorporated by reference herein.

Adoption, Modification or Termination of Rule 10b5-1 Trading Arrangements and Non-Rule 10b5-1 Trading Arrangements

During the fiscal quarter ended January 31, 2026, no director or officer of the Company adopted, modified 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.

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

For the information required by this Item 10, see “Election of Directors,” “Information About Our Executive Officers,” “Corporate Governance,” “Board Committees” and “Insider Trading Policy” in the Proxy Statement for our 2026 Annual Meeting of Stockholders (the “Proxy Statement”), which information is incorporated herein by reference. The Proxy Statement will be filed within 120 days of the close of our 2025 fiscal year.

Item 11. Executive Compensation

For the information required by this Item 11, see “Executive Compensation” and “Director Compensation” in the Proxy Statement, which information (excluding the information under the subheading “Pay Versus Performance”) is incorporated herein by reference.

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

For the information required by this Item 12, see “Ownership of Securities” and “Securities Authorized for Issuance Under Equity Compensation Plans” in the Proxy Statement, which information is incorporated herein by reference.

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

For the information required by this Item 13, see “Certain Relationships and Related Person Transactions” and “Corporate Governance” in the Proxy Statement, which information is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

For the information required by this Item 14, see “Principal Accountant Fees and Services” and “Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services” in the Proxy Statement, which information is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents Filed as Part of this Report

(1) Financial Statements. The Consolidated Financial Statements filed as part of this Annual Report are listed on the Index to Consolidated Financial Statements on page 41 of this Annual Report.

(2) Financial Statement Schedules. Schedule I—Condensed Financial Information of Registrant filed as part of this Annual Report is starting on page 72. Schedule II—Valuation and Qualifying Accounts filed as part of this Annual Report is set forth on page 77 of this Annual Report. All other financial statement schedules have been omitted here because they are not applicable, not required, or the information is shown in the Consolidated Financial Statements or notes thereto.

(3) Exhibits Required by Item 601 of Regulation S-K.

The following is a list of exhibits required by Item 601 of Regulation S-K and filed as part of this Annual Report. Exhibits that previously have been filed are incorporated herein by reference. Exhibits filed prior to June 2013 are incorporated herein by reference to filings of Burlington Coat Factory Investments Holdings, Inc. (File No. 333-137916-110).

Exhibit Number	Exhibit Description	Incorporated by Reference	
		Form	Filing Date
3.1	Amended and Restated Certificate of Incorporation of Burlington Stores, Inc.	Quarterly Report on Form 10-Q	May 30, 2024
3.2	Amended and Restated Bylaws of Burlington Stores, Inc.	Annual Report on Form 10-K	March 17, 2025
4.1	Description of the Registrant's Securities.	Annual Report on Form 10-K	March 17, 2025
4.2	Indenture (including the form of Convertible Note), dated as of April 16, 2020, between Burlington Stores, Inc. and Wilmington Trust, National Association	Current Report on Form 8-K	April 16, 2020
4.3	Indenture, dated as of September 12, 2023, between the Company and Wilmington Trust, National Association, as trustee (including form of 1.25% Convertible Senior Notes due 2027).	Current Report on Form 8-K	September 18, 2023
10.1	Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, as borrower, the facility guarantors signatory thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent, Goldman Sachs Lending Partners LLC, the lenders party thereto, and J.P. Morgan Securities LLC, Goldman Sachs Lending Partners LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as joint lead arrangers and joint bookrunners.	Current Report on Form 8-K	February 24, 2011
10.1.1	Amendment No. 1, dated May 16, 2012, to the Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent, and the other parties thereto.	Current Report on Form 8-K	May 17, 2012
10.1.2	Amendment No. 2, dated February 15, 2013, to the Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, the lender parties thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent, and the other parties thereto.	Current Report on Form 8-K	February 21, 2013

10.1.3	<u>Amendment No. 3, dated May 17, 2013, to the Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent.</u>	Current Report on Form 8-K	May 22, 2013
10.1.4	<u>Amendment No. 4, dated August 13, 2014, to the Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent.</u>	Current Report on Form 8-K	August 18, 2014
10.1.5	<u>Amendment No. 5, dated July 29, 2016, to the Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent.</u>	Current Report on Form 8-K	July 29, 2016
10.1.6	<u>Amendment No. 6 to the Credit Agreement, dated November 17, 2017, to the Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent.</u>	Current Report on Form 8-K	November 21, 2017
10.1.7	<u>Amendment No. 7 to the Credit Agreement, dated November 2, 2018, to the Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent.</u>	Current Report on Form 8-K	November 8, 2018
10.1.8	<u>Amendment No. 8 to the Credit Agreement, dated February 26, 2020, to the Credit Agreement, dated February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent and as collateral agent.</u>	Current Report on Form 8-K	March 3, 2020
10.1.9	<u>Amendment No. 9, dated as of June 24, 2021, to the Credit Agreement dated as of February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders and facility guarantors party thereto.</u>	Current Report on Form 8-K	June 25, 2021
10.1.10	<u>Amendment No. 10, dated as of May 11, 2023, to the Credit Agreement dated as of February 24, 2011, by and among Burlington Coat Factory Warehouse Corporation, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders and facility guarantors party thereto.</u>	Quarterly Report on Form 10-Q	May 25, 2023
10.1.11	<u>Amendment No. 11, dated as of September 24, 2021, to the Credit Agreement dated as of February 24, 2011 (as amended), by and among Burlington Coat Factory Warehouse Corporation, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders and facility guarantors party thereto.</u>	Current Report on Form 8-K	September 26, 2024
10.1.12	<u>Amendment No. 12, dated as of June 11, 2025, to the Credit Agreement dated as of February 24, 2011 (as amended), by and among Burlington Coat Factory Warehouse Corporation, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders and facility guarantors party thereto.</u>	Current Report on Form 8-K	June 13, 2025
10.2	<u>Second Amended and Restated Credit Agreement, dated September 2, 2011, among Burlington Coat Factory Warehouse Corporation, as lead borrower, the borrowers named therein and the facility guarantors party thereto,</u>	Current Report on Form 8-K	September 9, 2011



	<u>Bank of America, N.A., as administrative agent and as collateral agent, Wells Fargo Capital Finance, LLC and JPMorgan Chase Bank, N.A., as co-syndication agents, and Suntrust Bank and U.S. Bank, National Association, as co-documentation agents, the lenders named therein, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Capital Finance, LLC, as joint lead arrangers, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Capital Finance, LLC, as joint bookrunners.</u>		
10.2.1	<u>First Amendment to Second Amended and Restated Credit Agreement, dated August 13, 2014, by and among Burlington Coat Factory Warehouse Corporation, as lead borrower, the other borrowers party thereto, the facility guarantors thereto, the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent.</u>	Current Report on Form 8-K	August 18, 2014
10.2.2	<u>Second Amendment to Second Amended and Restated Credit Agreement, dated June 29, 2018, by and among Burlington Coat Factory Warehouse Corporation, as lead borrower, the other borrowers party thereto, the facility guarantors thereto, the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent.</u>	Current Report on Form 8-K	July 2, 2018
10.2.3	<u>Consent and Technical Modification Agreement, dated December 3, 2018, by and between Burlington Coat Factory Warehouse Corporation, as lead borrower, and Bank of America, N.A., as administrative agent</u>	Annual Report on Form 10-K	March 20, 2019
10.2.4	<u>Consent and Technical Modification Agreement, dated as of April 7, 2020, by and between Burlington Coat Factory Warehouse Corporation and Bank of America, N.A.</u>	Quarterly Report on Form 10-Q	May 29, 2020
10.2.5	<u>Third Amendment to Second Amended and Restated Credit Agreement, dated as of December 22, 2021, by and among Burlington Coat Factory Warehouse Corporation, as lead borrower, the other borrowers party thereto, the facility guarantors party thereto, each lender party thereto, and Bank of America, N.A., as administrative agent and collateral agent.</u>	Current Report on Form 8-K	December 22, 2021
10.2.6	<u>Fourth Amendment to Second Amended and Restated Credit Agreement, dated as of July 20, 2022, by and among Burlington Coat Factory Warehouse Corporation, as lead borrower, the other borrowers party thereto, the facility guarantors party thereto, each lender party thereto, and Bank of America, N.A., as administrative agent and collateral agent.</u>	Current Report on Form 8-K	July 22, 2022
10.2.7	<u>Fifth Amendment to Second Amended and Restated Credit Agreement, dated as of June 26, 2023, by and among Burlington Coat Factory Warehouse Corporation, as lead borrower, the other borrowers party thereto, the facility guarantors party thereto, each lender party thereto, and Bank of America, N.A., as administrative agent and collateral agent.</u>	Quarterly Report on Form 10-Q	August 24, 2023
10.2.8	<u>Sixth Amendment to Second Amended and Restated Credit Agreement, dated as of December 22, 2021, by and among Burlington Coat Factory Warehouse Corporation, as lead borrower, the other borrowers party thereto, the facility guarantors party thereto, each lender</u>	Current Report on Form 8-K	July 29, 2025

	<u>party thereto, and Bank of America, N.A., as administrative agent and collateral agent.</u>		
10.3	<u>Guaranty, dated April 13, 2006, by the facility guarantors party thereto in favor of Bank of America, N.A., as administrative Agent and Bank of America, N.A., as Collateral Agent.</u>	Registration Statement on Form S-4	October 10, 2006
10.4	<u>Security Agreement, dated April 13, 2006, by and among each of the borrowers party thereto, each of the facility guarantors party thereto, and Bank of America, N.A., as collateral agent.</u>	Registration Statement on Form S-4	October 10, 2006
10.5	<u>Intellectual Property Security Agreement, dated April 13, 2006, by and among each of the borrowers party thereto, each of the facility guarantors party thereto, and Bank of America, N.A., as collateral agent.</u>	Registration Statement on Form S-4	October 10, 2006
10.6	<u>Pledge Agreement, dated April 13, 2006, by and between Burlington Coat Factory Holdings, Inc., Burlington Coat Factory Investments Holdings, Inc., Burlington Coat Factory Warehouse Corporation, Burlington Coat Factory Realty Corp., Burlington Coat Factory Purchasing, Inc., K&T Acquisition Corp., Burlington Coat Factory of New York, LLC, Burlington Coat Factory Warehouse of Baytown, Inc., Burlington Coat Factory of Texas, Inc., as the pledgors, and Bank of America, N.A., as collateral agent.</u>	Registration Statement on Form S-4	October 10, 2006
10.7+	<u>Amended and Restated Employment Agreement, dated July 28, 2015, by and among Burlington Coat Factory Warehouse Corporation and Jennifer Vecchio.</u>	Quarterly Report on Form 10-Q	August 31, 2015
10.7.1+	<u>Amendment, dated May 19, 2017, to the Amended and Restated Employment Agreement, dated July 28, 2015, by and among Burlington Coat Factory Warehouse Corporation and Jennifer Vecchio.</u>	Current Report on Form 8-K	May 22, 2017
10.7.2+	<u>Amendment No. 2, dated March 12, 2021, to the Amended and Restated Employment Agreement, dated July 28, 2015, by and among Burlington Coat Factory Warehouse Corporation and Jennifer Vecchio.</u>	Annual Report on Form 10-K	March 15, 2021
10.8+	<u>Employment Agreement, dated as of April 23, 2019, by and between Burlington Stores, Inc. and Michael O’Sullivan.</u>	Current Report on Form 8-K	April 23, 2019
10.9+	<u>Employment Agreement dated May 24, 2022 by and between Burlington Stores, Inc. and Kristin Wolfe.</u>	Current Report on Form 8-K	May 26, 2022
10.10+	<u>Form of Directors and Officers Indemnification Agreement</u>	Registration Statement on Form S-1/A	September 10, 2013
10.11+	<u>Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017.</u>	Current Report on Form 8-K	May 22, 2017
10.12+	<u>Burlington Stores, Inc. 2022 Omnibus Incentive Plan</u>	Current Report on Form 8-K	May 24, 2022
10.13+	<u>First Amendment to Burlington Stores, Inc. 2022 Omnibus Incentive Plan</u>	Current Report on Form 8-K	May 27, 2025
10.14+	<u>Form of Non-Qualified Stock Option Agreement between Burlington Stores, Inc. and Employees with Employment Agreements or Subject to the Executive Severance Plan pursuant to Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017 (for grants made from and after May 2017 and prior to May 2019).</u>	Current Report on Form 8-K	May 22, 2017
10.15+	<u>Form of Non-Qualified Stock Option Agreement between Burlington Stores, Inc. and Employees without</u>	Current Report on Form 8-K	May 22, 2017



	<u>Employment Agreements pursuant to Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017 (for grants made from and after May 2017 and prior to May 2019).</u>		
10.16+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017 (for grants made from and after May 2019).</u>	Quarterly Report on Form 10-Q	June 3, 2019
10.17+	<u>Form of Stock Option Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017 (for grants made from and after May 2019).</u>	Quarterly Report on Form 10-Q	June 3, 2019
10.18+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and Kristin Wolfe pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan (for Make-Whole RSU Award).</u>	Current Report on Form 8-K	May 26, 2022
10.19+	<u>Form of Stock Option Award Notice and Agreement between Burlington Stores, Inc. and Kristin Wolfe pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan (for Make-Whole Option Award).</u>	Current Report on Form 8-K	May 26, 2022
10.20+	<u>Form of Stock Option Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan.</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.21+	<u>Form of Stock Option Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan (for grants made to certain merchandising and planning associates).</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.22+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan.</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.23+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan (for grants made to certain merchandising and planning associates).</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.24+	<u>Form of Performance-Based Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan.</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.25+	<u>Form of Performance-Based Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan (for grants made to certain merchandising and planning associates).</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.26+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan (for special grants made to certain merchandising and planning associates).</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.27+	<u>Form of Stock Option Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus</u>	Quarterly Report on Form 10-Q	August 25, 2022

	<u>Incentive Plan (for special grants made to certain merchandising and planning associates).</u>		
10.28+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan (for special grants made to all other associates).</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.29+	<u>Form of Stock Option Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan (for special grants made to all other associates).</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.30+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and non-employee directors pursuant to the Burlington Stores, Inc. 2022 Omnibus Incentive Plan.</u>	Quarterly Report on Form 10-Q	August 25, 2022
10.31	<u>Security Agreement, dated as of April 16, 2020, among Burlington Coat Factory Warehouse Corporation, the Grantors party thereto and Wilmington Trust, National Association, in its capacity as collateral agent under the Indenture</u>	Current Report on Form 8-K	April 16, 2020
10.32	<u>Intellectual Property Security Agreement, dated as of April 16, 2020, among Burlington Coat Factory Warehouse Corporation, the Grantors party thereto and Wilmington Trust, National Association, in its capacity as collateral agent under the Indenture</u>	Current Report on Form 8-K	April 16, 2020
10.33	<u>Pledge Agreement, dated as of April 16, 2020, among Burlington Coat Factory Warehouse Corporation, the Grantors party thereto and Wilmington Trust, National Association, in its capacity as collateral agent under the Indenture</u>	Current Report on Form 8-K	April 16, 2020
10.34	<u>ABL Intercreditor Agreement, dated as of April 16, 2020, among Burlington Coat Factory Warehouse Corporation, the Guarantors party thereto, the Bank of America, N.A., in its capacity as administrative agent and collateral agent under the ABL Facility, JPMorgan Chase Bank, N.A., as administrative agent and collateral agent under the Term Loan Facility, and Wilmington Trust, National Association, in its capacity as collateral agent and trustee under the Indenture</u>	Current Report on Form 8-K	April 16, 2020
10.35+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017 (for special grants made from and after May 20, 2020).</u>	Quarterly Report on Form 10-Q	August 27, 2020
10.36+	<u>Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017 (for grants made to certain merchandising and planning associates from and after May 3, 2021).</u>	Quarterly Report on Form 10-Q	May 27, 2021
10.37+	<u>Form of Stock Option Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017 (for grants made to certain merchandising and planning associates from and after May 3, 2021).</u>	Quarterly Report on Form 10-Q	May 27, 2021

10.38+	Burlington Stores, Inc. Executive Severance Plan (Amended and Restated Effective March 26, 2021).	Quarterly Report on Form 10-Q	May 27, 2021
10.39+†	Burlington Stores, Inc. Executive Severance Plan (Amended and Restated Effective March 17, 2026).		
10.40+	Burlington Stores, Inc. Executive Change in Control Severance Plan.	Quarterly Report on Form 10-Q	May 30, 2025
10.41+	Employment Agreement dated July 12, 2021 by and between Burlington Stores, Inc. and Travis Marquette.	Current Report on Form 8-K	July 15, 2021
10.42+	Form of Restricted Stock Unit Award Notice and Agreement between Burlington Stores, Inc. and award recipients pursuant to the Burlington Stores, Inc. 2013 Omnibus Incentive Plan, as amended and restated May 17, 2017 (for special grants made to certain merchandising and planning associates).	Annual Report on Form 10-K	March 16, 2022
19.1†	Statement of Policy Concerning Securities Trading.		
21.1†	List of Subsidiaries of Burlington Stores, Inc.		
23.1†	Consent of Deloitte & Touche LLP.		
31.1†	Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.		
31.2†	Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.		
32.1†	Certification of Principal Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.		
32.2†	Certification of Principal Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.		
97.1	Burlington Stores, Inc. Policy on Recoupment of Incentive Compensation.	Annual Report on Form 10-K	March 15, 2024
101.INS†	Inline XBRL Instance Document – the instance document does not appear in Interactive Data File, because its XBRL tags are embedded within the Inline XBRL document.		
101.SCH†	Inline XBRL Taxonomy Extension Schema Document		
101.CAL†	Inline Taxonomy Extension Calculation Linkbase Document		
101.DEF†	Inline XBRL Taxonomy Extension Definition Linkbase Document		
101.LAB†	Inline XBRL Taxonomy Extension Label Linkbase Document		
101.PRE†	Inline XBRL Taxonomy Extension Presentation Linkbase Document		
104†	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)		

+ Indicates management contract or compensatory plan or arrangement.

† Filed or furnished herewith.

Item 16. Form 10-K Summary

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.

BURLINGTON STORES, INC.

By: /s/ Michael O'Sullivan
Michael O'Sullivan
Chief Executive Officer

Date: March 19, 2026

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 indicated on the 19th day of March 2026.

<u>Signature</u>	<u>Title</u>
<u>/s/ Michael O'Sullivan</u> Michael O'Sullivan	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Kristin Wolfe</u> Kristin Wolfe	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Stephen Ferroni</u> Stephen Ferroni	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Ted English</u> Ted English	Director
<u>/s/ Shira Goodman</u> Shira Goodman	Director
<u>/s/ Michael Goodwin</u> Michael Goodwin	Director
<u>/s/ Jordan Hitch</u> Jordan Hitch	Director
<u>/s/ John Mahoney</u> John Mahoney	Director
<u>/s/ William McNamara</u> William McNamara	Director
<u>/s/ Jessica Rodriguez</u> Jessica Rodriguez	Director
<u>/s/ Laura Sen</u> Laura Sen	Director
<u>/s/ Michael Skirvin</u> Michael Skirvin	Director
<u>/s/ Paul Sullivan</u> Paul Sullivan	Director

/s/ Mary Ann Tocio

Director

Mary Ann Tocio

BURLINGTON STORES, INC.
EXECUTIVE SEVERANCE PLAN

Amended and Restated Effective March 17, 2026

ARTICLE I

PURPOSE

This Burlington Stores, Inc. Executive Severance Plan (the “Plan”) provides severance benefits to Eligible Executives upon certain terminations of employment. The Plan was originally effective May 16, 2017, was amended and restated effective as of March 26, 2021, and has been subsequently amended and restated effective as of March 17, 2026 (the “Effective Date”). Effective as of the Effective Date, this Plan supersedes and replaces the Burlington Stores, Inc. Executive Severance Plan (Merchandising & Planning), which such plan was terminated in accordance with its terms by the Board effective as of the Effective Date.

The Plan is intended to constitute a “severance pay arrangement” within the meaning of Section 3(2)(B)(i) of ERISA so as to be excepted from the definitions of “employee pension benefit plan” and “pension plan” set forth under section 3(2) of ERISA, and is intended to meet the descriptive requirements of a plan constituting a “severance pay plan” within the meaning of Department of Labor Regulation section 2510.3–2(b) and a welfare plan which is unfunded and is maintained by an employer for the purpose of providing benefits for a select group of management or “highly compensated employees” within the meaning of Department of Labor Regulation section 2520.104-24 such that it will be, among other things, exempt from the reporting and disclosure requirements of Part 1 of Title I of ERISA. In the event that the Plan does not meet the requirements of Department of Labor Regulations sections 2510.3–2(b) or 2520.104-24, the Plan is intended to be “a plan which is unfunded and maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees,” within the meaning of Sections 201(2), 301(a)(3) and 401(a)(1) of ERISA. Notwithstanding any other provision of this Plan, this Plan shall be interpreted, operated and administered in a manner consistent with these intentions.

ARTICLE II

DEFINED TERMS

Whenever used in the Plan, the following terms shall have the meanings set forth below:

“Board” means the Board of Directors of the Company.

“Cause” means, with respect to an Eligible Executive’s termination of employment, the following: (a) in the case where there is no Individual Agreement in effect between the Company or any of its subsidiaries and the Eligible Executive (or where there is such Individual Agreement

but it does not define “cause” (or words of like import)), termination due to an Eligible Executive’s insubordination, dishonesty, fraud, incompetence, moral turpitude, willful misconduct, refusal to perform the Eligible Executive’s duties or responsibilities for any reason other than illness or incapacity or materially unsatisfactory performance of the Eligible Executive’s duties for the Company or any of its subsidiaries, as determined by the Committee in its good faith discretion; or (b) in the case where there is an Individual Agreement in effect between the Company or any of its subsidiaries and the Eligible Executive that defines “cause” (or words of like import), “cause” as defined under such agreement; provided, however, that with regard to any Individual Agreement under which the definition of “cause” only applies on occurrence of a change in control, such definition of “cause” shall not apply until a change in control actually takes place and then only with regard to a termination thereafter.

“COBRA” means the Consolidated Omnibus Budget Reconciliation Action of 1985, as amended.

“Code” shall mean the Internal Revenue Code of 1986, as amended.

“Committee” shall mean the Compensation Committee or its permitted delegee.

“Company” shall mean Burlington Stores, Inc.

“Compensation Committee” shall mean the Compensation Committee of the Board (or its successor).

“Competing Business” means each of the following entities, together with their respective subsidiaries, affiliates, successors and assigns: Kohl’s Corporation, Macy’s, Inc., the TJX Companies, Inc. and Ross Stores, Inc.

“Effective Date” shall have the meaning set forth in Article I.

“Eligible Executive” shall have the meaning set forth in Article III.

“ERISA” shall mean the Employee Retirement Income Security Act of 1974, as amended.

“Good Reason” means the occurrence of any of the following events without the written consent of the Eligible Executive: (a) in the case where there is no Individual Agreement in effect between the Company or any of its subsidiaries and the Eligible Executive (or where there is an Individual Agreement but it does not define “good reason”), (i) a material diminution of the Eligible Executive’s duties or the assignment to the Eligible Executive of duties that are inconsistent in any substantial respect with the position, authority or responsibilities associated with the Eligible Executive’s position, other than any such authorities, duties or responsibilities assigned at any time which are by their nature, or which are identified at the time of assignment, as being temporary or short-term, (ii) the Company’s or a subsidiary’s (as applicable) requiring the Eligible Executive to be based at a location which is fifty (50) or more miles from the Eligible Executive’s principal place of employment, or (iii) a material diminution of the Eligible Executive’s annual compensation; provided, however, no condition enumerated in the preceding shall be deemed to be “Good Reason” unless within thirty (30) days of the initial existence of such condition, the Eligible Executive shall have given the Company written notice thereof specifically

describing the condition giving rise to “Good Reason” and allowing the Company or its subsidiary (as applicable) a period of at least thirty (30) days from the date of receipt of the notice to remedy such condition; or (b) in the case where there is an Individual Agreement in effect between the Company or any of its subsidiaries and the Eligible Executive that defines “good reason,” “good reason” as defined under such agreement. Notwithstanding the foregoing, in the event that there is no Individual Agreement in effect between the Company or any of its subsidiaries and the Eligible Executive (or where there is an Individual Agreement but it does not define “good reason”), in no event will a condition give rise to “Good Reason” hereunder unless within ten (10) days after the expiration of the period provided in the Eligible Executive’s notice for the Company or subsidiary (as applicable) to remedy said condition but in no event later than one hundred and twenty (120) days after initial existence of said condition, the Eligible Executive shall have actually terminated his or her employment with the Company or subsidiary by giving written notice of resignation for failure of the Company or subsidiary (as applicable) to remedy such condition.

“Individual Agreement” shall mean an employment agreement, consulting agreement, change in control agreement, severance agreement or similar agreement between the Company or any of its subsidiaries and Eligible Executive (excluding any equity award agreement).

“Non-Compete Period” shall mean two (2) years following an Eligible Executive’s Termination of Employment.

“Restricted Personnel” shall mean any employee, independent contractor, consultant, or agent of the Company or any of its subsidiaries: (i) who developed or possessed Confidential Information, (ii) who developed unique vendor or supplier relationships, or (iii) whose services are unique or extraordinary.

“Separation and Release Agreement” shall mean the written agreement between the Company and the Eligible Executive evidencing participation under this Plan, the restrictive covenants being agreed to as a condition to receive a benefit in accordance with the terms of this Plan, and a release of claims in favor of the Company and its subsidiaries.

“Termination of Employment” shall mean an individual’s termination of employment with the Company and all of its subsidiaries and affiliates, and to the extent Section 409A applies to an Eligible Executive’s severance pay benefits, as described in Section 4.2, “Termination of Employment” means a “separation from service” within the meaning of Section 409A.

ARTICLE III

ELIGIBILITY

An employee (other than the Company’s Chief Executive Officer) (i) who is employed at the title of Senior Vice President or above of the Company or one of its subsidiaries, including without limitation, Burlington Coat Factory Warehouse Corporation and Burlington Merchandising Corporation as of the Effective Date, (ii) who is hired or promoted on or after the Effective Date to a position provided in clause (i) hereof, or (iii) who elects in writing on a form, as determined by the Committee, to participate in the Plan in lieu of his or her rights under any

effective employment agreement, shall be eligible for participation in the Plan and considered an “Eligible Executive.”

In the event an otherwise Eligible Executive is covered by an authorized individual written employment, noncompetition or severance agreement that provides for the payment of severance pay or other termination or post-termination pay, whether in the form of weeks or months of pay or a flat dollar amount, the terms of such other arrangement shall be honored in terms of the time, form and amount of pay, but such other pay (of whatever nature) shall not be duplicative of severance pay under this Plan. In such event, no such duplicate payment shall be made from this Plan. In the event this Plan provides severance pay in excess of the amount payable under such other arrangement (or provides for severance benefits not available under such other arrangement, such as subsidized COBRA continuation benefits), then only the additional severance pay (or benefits) shall be made under the Plan in accordance with the payment schedule otherwise set forth under this Plan, except as otherwise required by Section 409A of the Code.

ARTICLE IV

SEVERANCE BENEFITS

4.1 Entitlement to Benefits

An Eligible Executive who (a) is involuntarily terminated without Cause or within the two-year period immediately following a “Change in Control” (as defined in the Burlington Stores, Inc. 2022 Omnibus Incentive Plan or a successor plan thereto) voluntarily terminates for Good Reason, (b) has not breached as of the date of the Eligible Executive’s Termination of Employment any covenant or restriction set forth in Section 4.8, and (c) signs and does not revoke the Separation and Release Agreement in accordance with the timeframe established by the Committee, will be entitled to receive benefits under this Article IV; provided that all such steps must be completed within 60 days of the Eligible Executive’s Termination of Employment. For the avoidance of doubt, the Separation and Release Agreement shall provide that the benefits under this Article IV shall terminate and, to the extent permitted by law, the Company shall be entitled to recoup any such benefits paid to an Eligible Executive upon the occurrence of a breach by the Eligible Executive of any restrictive covenant set forth in Section 4.8.

An Eligible Executive working in any part, unit or function of the Company or one of its subsidiaries that is divested, outsourced, closed, or relocated to a different geographic area (as determined by the Committee in its sole discretion), and who is terminated by the Company or one of its subsidiaries as a direct result thereof, will be eligible for benefits under the Plan. However, such an Eligible Executive will forfeit eligibility for benefits if he or she resigns voluntarily prior to the Termination of Employment date specified for them (other than as provided above in the case of voluntary termination by an Eligible Executive for Good Reason within the two-year period immediately following a Change in Control). Further, Plan benefits will not commence or will be discontinued if comparable employment is offered with the buyer in connection with a Change in Control or with the Company or one of its subsidiaries, one of the Company’s shareholders, or a third-party outsourcing firm, unless the Committee, in its sole discretion, determines otherwise. For this purpose, “comparable employment” means a position with comparable compensation and

responsibility (i.e., does not result in a material diminution of the Eligible Executive's annual compensation).

4.2 Severance Pay Benefits

Severance pay benefits shall begin only after satisfaction of the requirements in Section 4.1, and an Eligible Executive's entitlement to such benefits shall be subject to compliance with the restrictive covenants set forth in Section 4.8 of this Plan. An Eligible Executive entitled to benefits under this Article IV will receive a severance pay benefit equal to two (2) times the Eligible Executive's annual base salary on the date of his or her Termination of Employment, and such severance pay benefit shall accrue and be payable for the two-year period following the date of his or her Termination of Employment; provided, however, that in the event that such Eligible Executive obtains employment with or is otherwise retained by any other employer or other entity during the Non-Compete Period, such Eligible Executive shall promptly (and within 10 business days of accepting such employment or service) notify the Company regarding the terms of such employment or service, and such Eligible Executive's severance pay benefit shall be reduced, dollar-for-dollar, by the amount of any income that such Eligible Executive receives from such other employer or entity during such Non-Compete Period; provided, further, that, in the event that such Eligible Executive fails to notify the Company regarding such new employment or service within 10 business days of accepting such employment or service, Eligible Executive shall cease to be entitled to any further payment of severance pay benefits hereunder. Notwithstanding the foregoing, in the event that such Eligible Executive breaches any of the restrictive covenants set forth in Section 4.8, Eligible Executive shall cease to be entitled to any further payment of severance pay benefits (or any other benefits) hereunder at the time of such breach and, to the extent permitted by law, the Company shall be entitled to recoup any such benefits paid to an Eligible Executive. The severance pay benefit will be paid net of applicable tax withholding on the Company's normal payroll cycle and shall commence on the first payroll period after the conditions in Section 4.1 have been satisfied (but in any event no later than 60 days after the Eligible Executive's Termination of Employment). Any payments that accrue and are otherwise payable under this Section 4.2 prior to commencing payments shall be accumulated and paid in a lump sum with the first payment of severance pay benefits pursuant to the preceding sentence.

4.3 Bonus

An Eligible Executive entitled to severance pay benefits under Section 4.1 will be eligible for an additional payment equal to a "pro-rata" portion of the bonus he or she would have received under the annual cash incentive plan applicable to such Eligible Executive (the "Applicable Bonus Plan") for the fiscal year in which his or her Termination of Employment occurred. For purposes of this Section 4.3, the pro-rata bonus (if any) will be based on the payout formula under the Applicable Bonus Plan, and shall be equal to (i) the bonus amount the Eligible Executive would have been entitled to receive under the Applicable Bonus Plan for that fiscal year, assuming the Eligible Executive had been employed through the date bonuses are paid under such plan for that year, and otherwise calculated under the terms of such plan based on the Company's actual performance for that fiscal year; multiplied by (ii) a fraction, the numerator of which is the actual number of days employed during the fiscal year prior to the Eligible Executive's Termination of Employment divided by the number of days in such fiscal year (the "Pro-rata Bonus"). The Pro-rata Bonus contemplated by this Section 4.3 will be paid in a lump sum when the annual bonuses

are paid to active employees under the terms of the Applicable Bonus Plan but, in any event, no later than 2 1/2 months following the conclusion of the Company's fiscal year.

To the extent unpaid as of the Eligible Executive's Termination of Employment, an Eligible Executive entitled to severance pay benefits under Section 4.1 will also be entitled to receive the bonus (if any) that would otherwise have been earned by the Eligible Executive under the Applicable Bonus Plan for the fiscal year prior to the year of his or her Termination of Employment assuming he or she had remained employed through the date bonuses are paid under such plan for that fiscal year. Such bonus (if any) will be paid in a lump sum when the annual bonuses are paid to active employees under the terms of the Applicable Bonus Plan but, in any event, no later than 2 1/2 months following the conclusion of the Company's fiscal year.

4.4Death Benefits

If an Eligible Executive is entitled to severance pay benefits under Sections 4.2 and 4.3 and dies before receiving such amounts, the remaining portion will be paid to the Eligible Executive's spouse, or, if the Eligible Executive is not married at the time of death, the remainder of the benefits will be paid to the Eligible Executive's estate.

4.5Other Benefits

An Eligible Executive entitled to benefits under the Plan will receive continued welfare benefits (including medical, dental, and vision coverage) while severance payments are being made. Such welfare benefits will be provided on the same terms and conditions, including contributions required of the Eligible Executive for such benefits, as those which the Eligible Executive was receiving immediately prior to his or her Termination of Employment (the "Subsidized Coverage"). Such coverage will count toward, and run concurrently with the Eligible Executive's period of COBRA coverage. Accordingly, the Eligible Executive shall be receiving COBRA continuation coverage effectively at the active employee premium contribution rate in effect at the time of the Eligible Executive's Termination of Employment; provided, that, (x) if the Company determines that such contributions would cause adverse tax consequences to the Company or otherwise not be permitted under the Company's welfare plans or under law, the Company shall instead provide the Eligible Executive with monthly cash payments during such period of Subsidized Coverage in an amount equal to the amount of the Company's monthly contributions referenced above and (y) to the extent the Eligible Executive remains eligible to receive Subsidized Coverage in accordance with the terms of the Plan following eighteen (18) months and if the Eligible Executive promptly notifies the Company in the eighteenth (18th) month following Termination of Employment that the Eligible Executive is not eligible to receive welfare benefits from another employer's welfare benefit plan, the Company shall, in the eighteenth (18th) month following the month in which Termination of Employment occurs, provide the Eligible Executive a lump-sum cash payment equivalent to six (6) months of the Company's monthly contributions referenced above. In addition, the Committee will provide an Eligible Executive entitled to benefits under the Plan with outplacement assistance for 6 months.

4.6Effect of Future Employment or Service

The amount of an Eligible Executive's severance pay shall be decreased by any compensation received from another employer or entity during the severance period in accordance with Section 4.2 of this Plan. In the event an Eligible Executive is employed or retained by another employer or entity during any portion of the severance period and is eligible to receive medical, dental and vision coverage from such other employer or entity, the Eligible Executive will cease to be entitled to the continued Subsidized Coverage as provided in Section 4.5 of this Plan as of the date of his or her eligibility for benefits in such other employer or entity's plan. All benefits under the Plan will cease if an Eligible Executive becomes re-employed by the Company.

4.7 Section 409A Restrictions

Notwithstanding anything in this Plan to the contrary, in the event any benefit paid to a participant under the Plan constitutes "deferred compensation" for purposes of Section 409A of the Code ("Section 409A"), all payments to such Eligible Executive shall be paid as provided in this Section 4.7. Section 409A places certain restrictions on when severance pay benefits may be distributed if the Eligible Executive is considered a "specified employee" under Section 409A (generally, "specified employees" are the 50 highest-paid U.S. employees of the Company in a given year) and the severance pay benefits are considered "deferred compensation" under Section 409A. Not all severance pay under this Plan, however, is considered deferred compensation for these purposes.

(a) Any payments provided under the Plan on or before the 15th day of the third month following the later of: (i) the last day of the calendar year or (ii) the last day of the Company's fiscal year, containing the date of the Eligible Executive's "separation from service" (as defined by Section 409A) (the "Short-Term Deferral Period"), will be treated as a short-term deferral under Treasury Regulation § 1.409A-1(b)(4) and not deferred compensation under Code section 409A.

(b) If any payments are provided to an Eligible Executive under the Plan after the last day of the Short-Term Deferral Period, then to the extent the total of such payments does not exceed the limit provided under the Section 409A exemption for involuntary separation pay, such payments will be considered separation pay due to involuntary separation from service under Treasury Regulation § 1.409A-1(b)(9)(iii) and not deferred compensation under Section 409A.

(c) If the Eligible Executive is entitled to additional payments under the Plan that are not described in subsections (a) or (b) above, and the Eligible Executive is considered a "specified employee" under Section 409A (as applied according to Company procedures), such payments will not be made until the earlier of (a) the first day of the seventh month following the date of the Eligible Executive's Termination of Employment, or (b) the Eligible Executive's death. Any delayed payments will be paid in the aggregate in a lump sum, without interest, on the first day of the seventh month following the date of the Eligible Executive's Termination of Employment.

(d) For purposes of Section 409A, each "payment" (as defined by Section 409A) made under this Plan is considered a "separate payment."

(e) To the extent required to avoid imposition of any tax under Section 409A, if the timing of execution of the Separation and Release Agreement affects whether severance payments or benefits under this Plan otherwise would commence in the calendar year of the date of termination of employment or a subsequent year, the payments and benefits shall commence in the subsequent year.

4.8 Covenants, Restrictions and Recoupment

(a) Non-Compete, Non-Solicitation.

(i) Eligible Executive acknowledges and agrees that during the course of Eligible Executive's employment with the Company and its subsidiaries, Eligible Executive has and shall become familiar with the Company's and its subsidiaries' trade secrets and other Confidential Information (as defined below), Eligible Executive has developed and shall continue to develop valuable relationships and goodwill with the Company's and its subsidiaries' employees, customers, suppliers, vendors and other business relations, and that Eligible Executive's services have been and shall be of special, unique and extraordinary value to the Company and its subsidiaries, and therefore, Eligible Executive agrees that, during his or her employment with the Company and its subsidiaries and during the Non-Compete Period, Eligible Executive shall not directly or indirectly: (A) own, operate, manage or control, (B) serve in an executive or management level role with, (C) provide business, strategic, sales, financial, operational or technical advice or services (to the extent Eligible Executive provided such advice or services to the Company or its subsidiaries at any time during the twenty-four (24) calendar month period preceding the Termination of Employment) to, or (D) otherwise provide the same or substantially similar services that Eligible Executive provided to the Company or any of its subsidiaries at any time during the twenty-four (24) calendar month period preceding the Eligible Executive's Termination of Employment to, a Competing Business within any city, county, parish, state, territory or other political subdivision or locale in the United States or in any other country in which the Company or its subsidiaries currently conducts or has taken material preparatory steps (of which Eligible Executive is privy) to conduct its business. Nothing herein shall prohibit Eligible Executive from being a passive owner of not more than 2% of the outstanding stock of any class of a corporation, which is publicly traded, so long as Eligible Executive has no active participation in the business of such corporation.

(ii) During the Non-Compete Period, Eligible Executive shall not, directly or indirectly, and shall ensure that any person or entity controlled by Eligible Executive does not, (A) induce or attempt to induce any Restricted Personnel to leave the employ or engagement of the Company or any subsidiary, or in any way interfere with the relationship between the Company or any subsidiary and any Restricted Personnel thereof, (B) hire or engage, directly or through another person or entity, any person (whether or not solicited) who is or was Restricted Personnel at any time within the one-year period before Eligible Executive's Termination of Employment, (C) induce or attempt to induce any customer, supplier, vendor, licensee, licensor, franchisee or other business relation of the Company or any subsidiary to cease doing business with the Company or such subsidiary, engage in or assist any person or entity in engaging in any Competing Business or in any

way interfere with the relationship between any such customer, supplier, vendor, licensee, licensor, franchisee or business relation and the Company or any subsidiary, provided, however, that this restriction shall only apply to existing or prospective customers, suppliers, vendors, licensees, licensors, franchisees or other business relations of the Company with whom Eligible Executive first had direct or actual contact, or about whom Eligible Executive received or had access to Confidential Information, during the Eligible Executive's employment with or provision of services to the Company or any of its subsidiaries; or (D) subject to Section 4.8 (d)-(e) of this Plan, make or solicit or encourage others to make or solicit directly or indirectly any defamatory statement or communication about the Company or any of its subsidiaries or any of their respective businesses, products, services or activities.

(b) Confidential Information.

(i) Eligible Executive acknowledges and agrees that the non-public information, observations and data (including trade secrets) concerning the business or affairs of the Company and its subsidiaries constitutes the confidential information ("Confidential Information"), and the property, of the Company and/or its subsidiaries. Without limiting the foregoing, the term "Confidential Information" shall be interpreted as broadly as possible to include all observations, data and other information of any sort that are (i) related to any past, current or potential business of the Company or any of its subsidiaries or any of their respective predecessors, and any other business related to any of the foregoing, and (ii) not generally known to and available for use by those within the line of business or industry of the Company or by the public (except to the extent such information has become generally known to and available for use by the public as a direct or indirect result of Eligible Executive's acts or omissions) including all (A) Work Product (as defined below); (B) information concerning development, acquisition or investment opportunities in or reasonably related to the business or industry of the Company or any of its subsidiaries of which Eligible Executive is aware or becomes aware during the term of his or her employment; (C) information identifying or otherwise concerning any current, former or prospective suppliers, distributors, contractors, agents or customers of the Company or any of its subsidiaries; (D) development, transition, integration and transformation plans, methodologies, processes and methods of doing business; (E) strategic, marketing, promotional and financial information (including all financial statements), business and expansion plans, including plans and information regarding planned, projected and/or potential sales, pricing, discount and cost information; (F) employee compensation information or performance reviews, employee lists, independent contractors' or consultants' compensation; (G) information on new and existing programs and services, prices, terms, and related information; (H) all information marked, or otherwise designated, as confidential by the Company or any of its subsidiaries or which Eligible Executive should reasonably know is confidential or proprietary information of the Company or any of its subsidiaries; (I) all information or materials similar or related to any of the foregoing, in whatever form or medium, whether now existing or arising hereafter (and regardless of whether merely stored in the mind of Eligible Executive or employees or consultants of the Company or any of its subsidiaries, or embodied in a tangible form or medium); and (J) all tangible embodiments of any of the foregoing.

(ii) Therefore, Eligible Executive agrees that, except as otherwise set forth in Section 4.8 (d)-(e) or as otherwise required by law or court order, including, without limitation, depositions, interrogatories, court testimony, and the like (and in such case provided that Eligible Executive must give the Company and/or its subsidiaries, as applicable, prompt written notice of any such legal requirement, disclose no more information than is so required and seek, at the Company's sole cost and expense, confidential treatment where available and cooperate fully with all efforts by the Company and/or its subsidiaries to obtain a protective order or similar confidentiality treatment for such information), Eligible Executive shall not disclose to any unauthorized person or entity or use for Eligible Executive's own purposes any Confidential Information without the prior written consent of the Company, unless and to the extent that the Confidential Information becomes generally known to and available for use by the public other than as a direct or indirect result of Eligible Executive's acts or omissions. Eligible Executive shall deliver to the Company at Termination of Employment, or at any other time the Company may request, all memoranda, notes, plans, records, reports, computer tapes, printouts and software and other documents and data (and copies thereof) embodying or relating to the Confidential Information (including any Work Product (as defined below)) or the business of the Company and its subsidiaries which Eligible Executive may then possess or have under Eligible Executive's control, and shall delete and destroy copies of any such materials solely upon the Company's request. If, at any time thereafter, any such materials are brought to Eligible Executive's attention or Eligible Executive discovers them in his or her possession or control, Eligible Executive shall deliver such materials to the Company immediately upon such notice or discovery, and shall delete and destroy copies of any such materials solely upon the Company's request.

(c) Intellectual Property, Inventions and Patents. Eligible Executive acknowledges and agrees that all discoveries, concepts, ideas, inventions, innovations, improvements, developments, methods, specifications, designs, analyses, drawings, reports, patents and patent applications, processes, programs, systems, software, firmware, materials, plans, sketches, models, know-how, devices, developments, data, databases, technology, trade secrets, works of authorship, copyrightable works and mask works (whether or not including any confidential information) and all registrations or applications related thereto, all other intellectual property or proprietary information and all similar or related information (whether or not patentable or copyrightable and whether or not reduced to tangible form or practice) which relate to the Company's or any of its subsidiaries' actual or anticipated business, research and development or existing or future products or services and which are conceived, developed or made by Eligible Executive (whether alone or jointly with others) while employed by the Company or its predecessors and its subsidiaries ("Work Product") shall be deemed to be "work made for hire" (as defined in the Copyright Act, 17 U.S.C.A. §101 et seq., as amended) and owned exclusively by the Company. To the extent that any Work Product is not deemed to be "work made for hire" under applicable law, and all right, title and interest in and to such Work Product have not automatically vested in the Company, Eligible Executive hereby (A) irrevocably assigns, transfers and conveys, and shall assign transfer and convey, to the full extent permitted by applicable law, all right, title and interest in and to the Work Product on a worldwide basis to the Company (or such other person or entity as the Company shall designate), without further consideration, and (B) waives all moral rights in or to all Work Product, and to the extent such rights may not be waived, agrees not to assert such rights against the Company or its respective

licensees, successors or assigns. Eligible Executive shall, at the Company's expense, execute all documents and perform all actions reasonably requested by the Company (whether during or after the employment period) to establish, confirm, evidence, effectuate, maintain, protect, enforce, perfect, record, patent or register any of the Company's rights hereunder (including, without limitation, assignments, consents, powers of attorney and other instruments)

(d) Defend Trade Secrets Act. 18 U.S.C. § 1833(b) states: "An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that-(A) is made-(i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal." Accordingly, the Eligible Executive has the right to disclose in confidence trade secrets to Federal, State, and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law. The Eligible Executive also has the right to disclose trade secrets in a document filed in a lawsuit or other proceeding, but only if the filing is made under seal and protected from public disclosure. Nothing in this Plan is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by 18 U.S.C. § 1833(b).

(e) Protected Rights. Eligible Executive understands that nothing contained in this Plan limits Eligible Executive's ability to voluntarily communicate with an attorney retained by Eligible Executive or file a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities and Exchange Commission or any other federal, state or local law enforcement agency, governmental agency or commission or self-regulatory organization ("Government Agencies"); provided, however, Eligible Executive may not receive a monetary award or any other form of personal relief from the Company or any of its subsidiaries in connection with any such charge or complaint that Eligible Executive has filed or is filed on Eligible Executive's behalf (excluding any whistleblower award as described below). Eligible Executive further understands that this Plan does not limit Eligible Executive's ability to voluntarily communicate with any Government Agencies, or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency regarding possible violations of law, including providing documents or other information, without notice to the Company. This Plan does not limit Eligible Executive's right to seek or receive a U.S. Securities and Exchange Commission whistleblower award as provided under Section 21F of the Exchange Act or any other whistleblower award. Additionally, nothing in this Plan shall preclude Eligible Executive from providing truthful testimony on any non-privileged subject matter in response to a valid subpoena, court order, regulatory request or otherwise as required by law, in which event Eligible Executive shall notify the Company of the anticipated testimony in writing, unless prohibited to do so by law, as promptly as practicable after receiving any such request so that the Company may seek a protective order or other appropriate remedy. Nothing in this Plan prevents Eligible Executive from (x) filing or disclosing any facts necessary to receive unemployment insurance, Medicaid, or other public benefits to which Eligible Executive is entitled or (y) discussing or disclosing information about unlawful acts in the workplace, such as harassment or discrimination or any other conduct that Eligible Executive has reason to believe is unlawful.

(f) Clawback. An Eligible Executive's rights with respect to any benefit hereunder shall in all events be subject to (i) any right that the Company may have under any Company recoupment policy or other agreement or arrangement with a participant, or (ii) any right or obligation that the Company may have regarding the clawback of "incentive-based compensation" under Section 10D of the Exchange Act and any applicable rules and regulations promulgated thereunder from time to time by the U.S. Securities and Exchange Commission.

(g) Independence of Obligations. The covenants set forth in Sections 4(a) through 4(c) hereof are in addition to, and do not supersede, any similar covenants or obligations set forth in any other agreement between Eligible Executive, on the one hand, and the Company or any of its subsidiaries and affiliates, on the other. Each of the covenants set forth in Sections 4(a) through 4(c) shall be construed as a covenant independent of any other covenant or provision of this Plan or any other agreement between Eligible Executive, on the one hand, and the Company or any of its subsidiaries and affiliates, on the other, and the existence of any claim or cause of action by Eligible Executive against the Company or any of its subsidiaries and affiliates, whether predicated on a covenant or provision of this Plan or otherwise, shall not constitute a defense to the enforcement by the Company of covenants set forth in Sections 4(a) through 4(c) or any other agreement. Nothing in this Plan limits or reduces any common law or statutory duty Eligible Executive owes to the Company or any of its subsidiaries, nor does this Plan limit or eliminate any remedies available to the Company or any of its subsidiaries.

ARTICLE V

ADMINISTRATION OF THE PLAN

5.1 General Administration

The Committee shall be responsible for the operation and administration of the Plan and for carrying out the provisions hereof. The Committee shall have the full authority and discretion to make, amend, interpret, and enforce all appropriate rules and regulations for the administration of this Plan and decide or resolve any and all questions, including interpretations of this Plan, as may arise in connection with this Plan. Any such action taken by the Committee shall be final and conclusive on any party. To the extent the Committee has been granted discretionary authority under the Plan, the Committee's prior exercise of such authority shall not obligate it to exercise its authority in a like fashion thereafter. The Committee shall be entitled to rely conclusively upon all tables, valuations, certificates, opinions and reports furnished by any actuary, accountant, controller, counsel or other person employed or engaged by the Company with respect to the Plan. The Committee may, from time to time, employ agents and delegate to such agents, including employees of the Company, such administrative or other duties as it sees fit.

5.2 Claims for Benefits

(a) Filing a Claim. An Eligible Executive or his or her authorized representative may file a claim for benefits under the Plan. Any claim must be in writing and submitted to the Company's Executive Vice President — Chief Human Resources Officer at the Company's corporate headquarters office. Claimants will be notified in writing of approved

claims, which will be processed as claimed. A claim is considered approved only if its approval is communicated in writing to a claimant.

(b) Denial of Claim. In the case of the denial of a claim respecting benefits paid or payable with respect to an Eligible Executive, a written notice will be furnished to the claimant within 90 days of the date on which the claim is received by the Company's Executive Vice President — Chief Human Resources Officer. If special circumstances (such as for a hearing) require a longer period, the claimant will be notified in writing, prior to the expiration of the 90-day period, of the reasons for an extension of time; provided, however, that no extensions will be permitted beyond 90 days after the expiration of the initial 90-day period.

(c) Reasons for Denial. A denial or partial denial of a claim will be dated and will clearly set forth:

(i) the specific reason or reasons for the denial;

(ii) specific reference to pertinent Plan provisions on which the denial is based;

(iii) a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary; and

(iv) an explanation of the procedure for review of the denied or partially denied claim set forth below, including the claimant's right to bring a legal action under ERISA section 502(a) following an adverse benefit determination on review, including an action for binding arbitration under Section 7.3.

(d) Review of Denial. Upon denial of a claim, in whole or in part, a claimant or his or her duly authorized representative will have the right to submit a written request to the Committee for a full and fair review of the denied claim by filing a written notice of appeal with the Committee within 60 days of the receipt by the claimant of written notice of the denial of the claim. A claimant or the claimant's authorized representative will have, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits and may submit issues and comments in writing. The review will take into account all comments, documents, records, and other information submitted by the claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination.

If the claimant fails to file a request for review within 60 days of the denial notification, the claim will be deemed abandoned and the claimant precluded from reasserting it. If the claimant does file a request for review, his or her request must include a description of the issues and evidence he or she deems relevant. Failure to raise issues or present evidence on review will preclude those issues or evidence from being presented in any subsequent proceeding or review of the claim.

(e) Decision Upon Review. The Committee will provide a prompt written decision on review. If the claim is denied on review, the decision shall set forth:

(i) the specific reason or reasons for the adverse determination;

(ii) specific reference to pertinent Plan provisions on which the adverse determination is based;

(iii) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits; and

(iv) a statement describing any voluntary appeal procedures offered by the Plan and the claimant's right to obtain the information about such procedures, as well as a statement of the claimant's right to bring a legal action under ERISA section 502(a), including an action for binding arbitration under Section 7.3.

A decision will be rendered no more than 60 days after the Committee's receipt of the request for review, except that such period may be extended for an additional 60 days if the Committee determines that special circumstances (such as for a hearing) require such extension. If an extension of time is required, written notice of the extension will be furnished to the claimant before the end of the initial 60-day period.

(f) Limitations Period. Any legal action initiated by a claimant under the Plan must be brought by the claimant no later than one year following a final decision on the claim for benefits by the Committee. The one-year limitation on legal action for benefits will apply in any forum where a claimant initiates such legal action.

5.3 Indemnification

To the extent not covered by insurance, the Company shall indemnify the Committee, each employee, officer, director, and agent of the Company, and all persons formerly serving in such capacities, against any and all liabilities or expenses, including all legal fees relating thereto, arising in connection with the exercise of their duties and responsibilities with respect to the Plan, provided however that the Company shall not indemnify any person for liabilities or expenses due to that person's own gross negligence or willful misconduct.

ARTICLE VI

TERMINATION AND AMENDMENT OF PLAN

6.1 Termination of Plan

The Board or the Compensation Committee may terminate the Plan at any time, without prior notice; provided, however, in the event of a Change in Control, neither the Company nor any successor pursuant to Section 6.3, shall have the right to terminate the Plan during the two-year period following such Change in Control. Upon termination of the Plan, except with respect to benefits due resulting from a Termination of Employment prior to such Plan termination, all rights to benefits hereunder, if any, shall cease. Any Separation and Release Agreement executed by an Eligible Executive under Section 4.1 shall survive the Plan's termination.

6.2 Amendment of Plan

The severance benefits provided for in the Plan are not vested benefits. Accordingly, the Company reserves the right in its sole and absolute discretion, to amend or modify the Plan at any time, in whole or in part, including any or all of the provisions of the Plan, by action of its Board of Directors or the Compensation Committee, in its sole discretion, without prior notice; provided, however, in the event of a Change in Control, neither the Company nor any successor pursuant to Section 6.3, shall have the right to amend the Plan during the two-year period following such Change in Control in a manner that would impair the benefits available under the Plan as of the Change in Control.

6.3 Successors to the Company

The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation, or otherwise) of all or substantially all of the business and/or assets of the Company to expressly assume and agree to perform the Company's obligations under this Plan in the same manner and to the same extent that the Company would be required to perform them if such succession had not taken place.

ARTICLE VII

MISCELLANEOUS

7.1 Funding

The benefits provided herein shall be funded by the Company's general assets. The Plan shall constitute an unfunded mechanism for the Company to pay Plan benefits to Eligible Executives determined to be entitled to payments hereunder. No fund or trust is created with respect to the Plan, and no Eligible Executive shall have any security or other interest in the assets of the Company.

7.2 No Contract of Employment

The Plan does not constitute or imply the existence of an employment contract between the Company or any affiliate and any Eligible Executive. Employment with the Company is "at will," unless an employment contract in fact exists.

7.3 Governing Law and Forum Selection

Subject to Section 7.4 and except as prohibited by applicable law, this Plan and all determinations made and actions taken pursuant hereto and thereto, to the extent not governed by ERISA, the Code or the federal laws of the United States, shall be governed by the laws of the State of Delaware and construed in accordance therewith without giving effect to principles of conflicts of laws. Without limiting Section 7.4, with respect to any action or proceeding arising out of or relating to this Plan that may not be arbitrated pursuant to applicable state or federal law, the parties irrevocably and unconditionally submit to the exclusive jurisdiction of the state and federal courts sitting in Delaware. Except as prohibited by applicable law, the parties hereby irrevocably and unconditionally (a) agree not to commence any such action or proceeding except

in the aforementioned courts, (b) consent to the service of process out of any of the aforementioned courts in any manner permitted by applicable law, (c) waive to the fullest extent permitted by applicable law, any objection which they may now or hereafter have to the laying of venue of any such action or proceeding in any of the aforementioned courts, and (d) waive and agree, to the fullest extent permitted by applicable law, not to plead or claim in any such court that any such action or proceeding brought in any such court has been brought in an inconvenient forum.

7.4 Arbitration

Subject to Sections 5.2 and 7.3, Eligible Executive agrees that any dispute, controversy or claim arising out of or related to this Plan following the Eligible Employee's exhaustion of the claims and appeals process set forth in Section 5.2, including the validity of this arbitration clause, any claims for benefits hereunder or the denial thereof, or any breach of this Plan shall be submitted to and decided by binding arbitration. Arbitration shall be conducted in accordance with the American Arbitration Association's ("AAA") Employment Arbitration Rules then in effect, as modified by the Company's Early Dispute Resolution Program Rules and Procedures (STEPS) then in effect. Any arbitral award determination shall be final and binding upon the parties and may be entered as a judgment in a court of competent jurisdiction.

7.5 Severability

Whenever possible, each provision of this Plan shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Plan is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision or any other jurisdiction, but this Plan shall be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein. More specifically, if any arbitrator or court of competent jurisdiction determines that any of the covenants set forth in Section 4 are overbroad or unreasonable under applicable law in duration, geographical area or scope, the parties to this Plan specifically agree and authorize such arbitrator or court of competent jurisdiction to rewrite this Plan to reflect the maximum duration, geographical area and/or scope permitted under applicable law.

7.6 Words and Headings

Words in the masculine gender shall include the feminine and the singular shall include the plural, and vice versa, unless qualified by the context. Any headings used herein are included for ease of reference only, and are not to be construed so as to alter the terms hereof.

IN WITNESS WHEREOF, Burlington Stores, Inc. has caused this Plan to be executed by its duly authorized officer this 17th day of March, 2026.

BURLINGTON STORES, INC.

By: /s/ Matthew Pasch

Name: Matthew Pasch
Title: Executive Vice President and
Chief Human Resources Officer



Statement of Policy Concerning Securities Trading

PURPOSE

This Statement of Policy Concerning Securities Trading (the "Policy") provides guidelines with respect to transactions in the securities of Burlington Stores, Inc. (the "Company"). This Policy is intended to promote compliance with laws that prohibit certain persons who are aware of material non-public information about a company from: (i) trading in securities of that company; or (ii) providing material non-public information to other persons who may trade on the basis of that information.

POLICY REQUIREMENTS

All Company personnel are required to comply with applicable law and all applicable provisions of this Policy, which may be broader and may prohibit conduct that is permitted by applicable law. Company personnel means all Company associates, all members of the Company's Board of Directors, and such other persons the Company may from time to time designate, such as contractors or consultants, who may have access to material, non-public information ("covered third parties").

Certain provisions of this Policy are only applicable to restricted personnel, which means all associates (both salaried and non-salaried) based in the Company's corporate or buying offices; all field, distribution center and store operations associates (both salaried and non-salaried) who are included on the corporate payroll; all members of the Company's Board of Directors; and covered third parties.

This Policy applies to family members of Company personnel who reside with them (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in their household, and any family members who do not live in their household but whose transactions in Company securities are directed by them or are subject to their influence or control, such as parents or children who consult with them before trading in the Company's securities (collectively referred to as "Family Members"). This Policy also applies to any entities that are influenced or controlled by any Company personnel, including any corporations, partnerships or trust. Company personnel are responsible for both ensuring that these other persons or entities comply with this Policy and for the transactions of these other persons or entities and, as a result, Company personnel should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for their own account.

This Policy applies to transactions in the Company's securities, including the Company's common stock (currently traded on the New York Stock Exchange), options to purchase common stock, restricted stock units, or any other type of securities that the Company may issue, including (but not limited to) preferred stock, convertible notes and warrants, as well as derivative securities that are not issued by the Company, such as exchange-traded put or call options or swaps relating to the Company's securities. Transactions subject to this Policy also include gifts of Company securities, which may include gifts to trusts for estate planning purposes, as well as donations to a charitable organization.

This Policy should not be interpreted to modify any agreements the Company and Company personnel may have entered into regarding the disclosure of confidential information.

1. **Prohibition Against Trading and Tipping While Aware of Material, Non-Public Information.**

Generally, it is illegal and a violation of this Policy to trade in securities of the Company or any other entity



while you are in possession of material non-public information about the Company or that entity. It also violates Company policy for any Company personnel in possession of material, non-public information regarding the Company to communicate such material, non-public information to another person who might be expected to trade while in possession of such information or to recommend that another person buy or sell the Company's securities. In all cases, the responsibility for determining whether an individual is in possession of material non-public information rests with that individual, and any action on the part of the Company or any associate pursuant to this Policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws.

A. *Material Information.* Information is material if it could reasonably affect a reasonable person's investment decision whether to buy, sell or hold the Company's securities. Any information that could be expected to affect the Company's stock price, whether it is positive or negative, should be considered material. Although it is not possible to list all types of information that might be deemed material under particular circumstances, information concerning the following subjects is often found material: (i) sales or operating results, internal forecasts or budgets; (ii) projections of future earnings or losses, or other earnings guidance, as well as changes to previously announced earnings guidance, or the decision to suspend earnings guidance; (iii) significant acquisitions or dispositions (including mergers, tender offers and asset purchase or sale transactions); (iv) major product changes or introductions; (v) special dividends or changes in dividend policy, the declaration of a stock split or an offering of additional securities; (vi) changes in debt ratings; (vii) significant write-downs of assets or additions to reserves for bad debts or contingent liabilities; (viii) liquidity problems; (ix) significant management developments or changes; (x) significant financing transactions or unannounced Company share repurchase programs; (xi) major corporate, distribution center or field reorganizations; (xii) significant litigations or governmental investigations (or the resolution of such litigations or investigations); and (xiii) a significant cybersecurity incident, such as a data breach, or any other significant disruption in the Company's operations or loss, potential loss, breach or unauthorized access of its property or assets, whether at its facilities or through its information technology infrastructure.

There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances, and is often evaluated by enforcement authorities with the benefit of hindsight, so caution should be exercised. Any questions in this area should be directed to the Company's General Counsel or Assistant General Counsel.

B. *Non-Public Information.* Information is non-public if it has not been disclosed to the public. Even after disclosure has been made, the Company does not consider information to be sufficiently absorbed by the market until the second business day after it has been disclosed by means likely to result in widespread public awareness through, for example, filings with the Securities and Exchange Commission ("SEC"), press releases or publicly accessible conference calls (by way of example and for purposes of clarification, if the Company were to release quarterly results on a Thursday, such information would be considered "public" under this Policy as of the following Monday).

Applicability Following Termination. This Policy continues to apply to transactions in Company securities even after termination of employment or other service to the Company or a subsidiary. If Company personnel are aware of material, non-public information when their employment or service relationship terminates, they may not trade in Company securities until that information becomes public or is no longer material. If termination of employment or other service of restricted personnel occurs during a blackout period (as defined in this Policy), such restricted personnel may not trade in Company securities until the opening of the next Window Period, when the pre-clearance procedures specified in Section 2 below will also cease to apply.

2. Window Periods and Additional Procedures.

It is not permissible for any restricted personnel to engage in any transaction in the Company's securities unless such transaction complies with applicable securities law and, except as noted in Section 3 below, occurs inside a period in which transactions are permitted (a "Window Period"). Any period of time during which transactions are



not permitted is referred to as a "blackout period."

A. *Quarterly Window Period.* Window Periods, which generally follow each quarterly earnings release, will be announced via internal Company communication channels.

The Company reserves the right to delay opening, close or not open a Window Period at any time if events or circumstances indicate that taking such action is prudent. In such event, the Company will inform restricted personnel accordingly but may not disclose the reason for such delay or closure. If restricted personnel are informed of such delay or closure, the existence of such delay or closure should not be disclosed to any other person, as it may be considered material, non-public information. A person in possession of material, non-public information about the Company may not engage in any transaction involving the Company's securities either outside or inside the Window Period.

B. *Additional Procedures.* The Company has established additional procedures to assist the Company in the administration of this Policy, to facilitate compliance with laws prohibiting insider trading while in possession of material, non-public information, and to avoid the appearance of any impropriety. These additional procedures are applicable only to members of the Company's Board of Directors ("directors"), officers subject to Section 16 of the Exchange Act ("officers") and any additional persons designated from time to time by the Company's General Counsel (collectively, the "Pre-Clearance Individuals"), as well as the Family Members of Pre-Clearance Individuals. It is not permissible for any Pre-Clearance Individual to engage in any transaction in the Company's securities without such individual first obtaining pre-clearance of the transaction from the General Counsel (or his or her designee), or, if the transaction involves the General Counsel, from the Chief Executive Officer or the Chief Financial Officer. The officer providing such pre-clearance is referred to herein as the "Pre-Clearance Officer." A request for pre-clearance should be submitted to the Pre-Clearance Officer in advance of the proposed transaction. However, the Pre-Clearance Officer is under no obligation to approve, and may determine not to permit, any transaction submitted for pre-clearance, even if the transaction falls inside a "Window Period." If pre-clearance is denied, such denial must be kept confidential by the person requesting pre-clearance. If pre-clearance is granted, it remains the responsibility of the restricted personnel seeking pre-clearance to ensure that he or she is not in possession of material non-public information.. If the transaction is not executed within that time, the person requesting pre-clearance must request pre-clearance again.

From time to time, an event may occur that is material to the Company and is known only by certain parties. So long as the event remains material and non-public, individuals designated by the Pre-Clearance Officer may not trade in the Company's securities. The existence of an event-specific blackout will not be announced. If, however, a person whose trades are subject to pre-clearance requests permission to trade in the Company's securities during an event-specific blackout, the Pre-Clearance Officer will inform the requester of the existence of a blackout period, without disclosing the reason for the blackout. Any person made aware of the existence of an event-specific blackout should not disclose the existence of the blackout to any other person. The failure of the Pre-Clearance Officer to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material, non-public information.

3. Transactions Under Company Plans.

A. *Stock Option Exercises.* This Policy does not apply to the exercise for cash of a stock option acquired pursuant to the Company's plans, or to an election to have the Company withhold shares subject to an option to satisfy tax withholding requirements. The prohibition does apply, however, to any sale of stock as part of a broker assisted cashless exercise of an option, or any other form of cashless exercise or market sale for the purpose of generating the cash needed to pay the exercise price of an option.

B. *Restricted Stock or Restricted Stock Unit Awards.* This Policy does not apply with respect to the vesting of restricted stock or restricted stock units or the settlement of performance-based restricted stock units, or an election to have the Company withhold shares of stock to satisfy tax withholding requirements upon any vesting or



settlement of any such award. The prohibition does apply, however, to any market sale of Company stock underlying any such awards.

4. **Rule 10b5-1 Trading Plans.**

A. *Individual Plans.* Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") provides an affirmative defense to insider trading liability. In order to be eligible to rely on this defense, a person subject to this Policy must enter into a Rule 10b5-1 trading plan for transactions in Company securities that meets certain conditions specified in the Rule (a "Rule 10b5-1 Plan") and in this Section. If the Plan meets these conditions, transactions in Company securities may occur even when the person who has entered into the plan is aware of material, non-public information. The following guidelines apply to all Rule 10b5-1 Plans:

- i. Persons subject to this Policy may not enter into, modify or terminate a Rule 10b5-1 Plan during a blackout period or while aware of material, non-public information.
- ii. All Rule 10b5-1 Plans must have a duration of at least 6 months and no more than 2 years.
- iii. For directors and officers, no transaction may take place under a Rule 10b5-1 Plan until the later of after (a) 90 days after adoption or modification of the Rule 10b5-1 Plan or (b) two business days following the disclosure of the Company's financial results in a Form 10-Q or Form 10-K for the fiscal quarter (the Company's fourth fiscal quarter in the case of a Form 10-K) in which the Rule 10b5-1 Plan was adopted or modified (but in any event, this "cooling-off period" is subject to a maximum of 120 days after adoption of the plan). For persons other than directors and officers, no transaction may take place under a Rule 10b5-1 Plan until 30 days following the adoption or modification of a Rule 10b5-1 plan.
- iv. Subject to certain limited exceptions specified in Rule 10b5-1, persons subject to this Policy entering into a Rule 10b5-1 Plan may not: (i) have more than one plan in effect at any time, or (ii) have more than one 10b5-1 plan in place during any 12-month period that is designed to effect a single transaction.
- v. Persons subject to this Policy must act in good faith with respect to a Rule 10b5-1 Plan. A Rule 10b5-1 Plan cannot be entered into as part of a plan or scheme to evade the prohibition of Rule 10b-5. Therefore, modifications to an existing Rule 10b5-1 Plan are discouraged, as a Rule 10b5-1 Plan should be adopted with the intention that it will not be amended or terminated prior to its expiration.
- vi. Officers and directors must include a representation to the Company at the time of adoption or modification of a Rule 10b5-1 Plan that (i) the person is not aware of material non-public information about the Company or Company securities, and (ii) the person is adopting the plan in good faith and not as part of plan or scheme to evade the prohibitions of Rule 10b5-1.
- vii. Once a Rule 10b5-1 Plan is adopted, the person adopting the plan must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party.



The Company must make certain disclosures in SEC filings concerning Rule 10b5-1 Plans. Officers and directors of the Company must provide any information requested by the Company regarding Rule 10b5-1 Plans for the purpose of providing the disclosures or any other disclosures that the Company deems to be appropriate under the circumstances. All Rule 10b5-1 Plans must be approved in advance by the Pre-Clearance Officer and meet the conditions specified in the Rule and in this Section. No further pre-approval of transactions conducted pursuant to an approved Rule 10b5-1 Plan will be required.

B. *Company Plans.* It is Company policy to comply with applicable securities laws concerning trading in Company securities on the Company's behalf. From time to time, the Company may repurchase its securities pursuant to a Rule 10b5-1 Plan or otherwise. Rule 10b5-1 Plans relating to any such repurchases shall be subject to the guidelines set forth in the immediately preceding section except that they are not subject to a cooling off period and will not be subject to the limitations on plan duration or multiple and single-trade plans.

5. **Trading Reports Required by the SEC.**

The Company requires that all officers and directors submit to the Pre-Clearance Officer (or his or her designee) a copy of any trade order or confirmation relating to the purchase, sale or gift of the Company's securities (including any purchase, sale or gift that was previously pre-cleared or completed under a Rule 10b5-1 Plan) within one business day of such transaction. This information is necessary to enable the Company to monitor compliance by officers and directors and to assist such persons in properly reporting such transactions pursuant to Section 16 of the Exchange Act and the SEC's rules thereunder. Under SEC rules, the preparation and filing of Section 16 reports is the sole responsibility of the reporting person. The Company can facilitate compliance by officers and directors to the extent they provide the Company with the information required by this Section 5, but the Company does not assume any legal responsibility for the filing of Section 16 reports.

6. **Hedging and Pledging Policy.**

All restricted personnel are prohibited from: (1) directly or indirectly engaging in hedging or monetization transactions, through transactions in the Company's securities or through the use of financial instruments designed for such purpose; (2) engaging in short-term or speculative transactions in the Company's securities that could create heightened legal risk and/or the appearance of improper or inappropriate conduct by such persons; and (3) holding the Company's securities in a margin account or otherwise pledging the Company's securities as collateral for a loan.

A. *Hedging or Monetization Transactions.* Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including, but not limited to, through the use of financial instruments such as exchange funds, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments, or through the establishment of a short position in the securities of the Company. Such hedging and monetization transactions may permit persons to continue to own the securities of the Company obtained through the Company's benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, such persons may no longer have the same objectives as the Company's other stockholders. Accordingly, restricted personnel may not engage in any hedging or monetization transactions with respect to the Company's securities.

B. *Short-Term or Speculative Transactions.* Certain short-term or speculative transactions in the Company's securities by restricted personnel create the potential for heightened legal risk and/or the appearance of improper or inappropriate conduct involving the Company's securities. Accordingly, restricted personnel may not engage in the following transactions:

i. *Short Sales.* Short sales of the Company's securities (*i.e.*, the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, short



sales of the Company's securities by restricted personnel are prohibited. Short sales arising in certain types of hedging transactions are governed by Section A above.

ii. *Publicly-Traded Options.* Given the relatively short term of publicly-traded options, transactions in options may cause restricted personnel to focus on short-term performance at the expense of the Company's long term objectives. Accordingly, transactions by restricted personnel in put options, call options or other derivative securities related to the Company's securities, on an exchange or in any other organized market, are prohibited. Transactions in options arising in certain types of hedging transactions are governed by Section A above.

C. *Margin Accounts and Pledged Securities.* Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material, non- public information or otherwise is not permitted to trade in the Company's securities, restricted personnel are prohibited from holding the Company's securities in a margin account or otherwise pledging the Company's securities as collateral for a loan. Pledges of Company securities arising from certain types of hedging transactions are governed by Section A above.

7. **Consequences of Violations.**

The purchase or sale of securities while aware of material non-public information, or the disclosure of material non-public information to others who then trade in the Company's securities, is prohibited by federal and state laws. Insider trading violations are pursued vigorously by the SEC, U.S. Attorneys and state enforcement authorities. Punishment for insider trading violations is severe, and could include significant fines and imprisonment, as well as liability for the Company. In addition, failure to comply with this Policy may subject the individual to disciplinary action by the Company, including termination for cause, whether or not the associate's failure to comply results in a violation of law.



8. **Implementation.**

The Board of Directors or the Chief Executive Officer (or his or her designees) may adopt such reasonable procedures as deemed necessary or desirable in order to implement this Policy.

* * * *

If you have any doubt as to your responsibilities under this Policy, please seek clarification and guidance from the Chief Financial Officer, the General Counsel or the Assistant General Counsel before you act.

ADMINISTRATION

This Policy is administered by the Legal department. Compliance with this Policy is mandatory, unless an exception applies. Exceptions to this Policy must have a reasonable basis and require prior written approval of Burlington's General Counsel. Additionally, all Associates are required to report actual or suspected violations of this Policy. There will be no retaliation for reports made in good faith. Any questions regarding a potential conflict between this Policy and applicable law, or any determination that a provision of this Policy is in conflict with applicable law should be directed to the General Counsel's Office.

Subsidiaries of Burlington Stores, Inc. (DE)

Exact Name of Subsidiaries of Registrant as Specified in their Charter	State or Other Jurisdiction of Incorporation or Organization Delaware
Burlington Holdings, LLC	Delaware
Burlington Coat Factory Holdings, LLC	Delaware
Burlington Coat Factory Investment Holdings, Inc.	Delaware
Burlington Coat Factory Warehouse Corporation	Florida
Burlington Merchandising Corporation	Delaware
Burlington Coat Factory of Texas, Inc.	Florida
Burlington Coat Factory of Texas, L.P.	Florida
Burlington Coat Factory of Kentucky, Inc.	Kentucky
Burlington Coat Factory Realty of Edgewater Park, Inc.	New Jersey
Burlington Coat Factory Realty of Pinebrook, Inc.	New Jersey
Burlington Coat Factory Warehouse of Edgewater Park, Inc.	New Jersey
Burlington Coat Factory Warehouse Edgewater Park Urban Renewal Corp.	New Jersey
Burlington Coat Factory Warehouse of New Jersey, Inc.	New Jersey
BCF Florence Urban Renewal, LLC	New Jersey
Burlington Coat Factory of Puerto Rico, LLC	Puerto Rico
Burlington Coat Factory Warehouse of Baytown, Inc.	Texas
Burlington Coat Factory of Pocono Crossing, LLC	Virginia
Florence Insurance Company, Inc.	New Jersey
Burlington Distribution Corp.	Delaware
Burlington Stores Charitable Foundation	Delaware
Burlington GA Distribution, LLC	Delaware
Burlington Distribution Ellabell, LLC	Delaware
Burlington Distribution Riverside, LLC	Delaware
Burlington AZ Distribution, LLC	Delaware
Burlington Procurement Company	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-191637, 333-265071, and 333-287682 on Form S-8 of our reports dated March 19, 2026, relating to the financial statements of Burlington Stores, Inc., and the effectiveness of Burlington Stores, Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended January 31, 2026.

/s/ Deloitte & Touche LLP
Morristown, New Jersey
March 19, 2026

I, Michael O'Sullivan, certify that:

1. I have reviewed this annual report on Form 10-K of Burlington Stores, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 19, 2026

/s/ Michael O'Sullivan

Michael O'Sullivan
Chief Executive Officer
(Principal Executive Officer)

I, Kristin Wolfe, certify that:

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

Date: March 19, 2026

/s/ Kristin Wolfe

Kristin Wolfe
Chief Financial Officer
(Principal Financial Officer)

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

In connection with the Annual Report of Burlington Stores, Inc. (the “Company”) on Form 10-K for the period ending January 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael O’Sullivan, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial position and results of operations of the Company.

Date: March 19, 2026

/s/ Michael O’Sullivan

Michael O’Sullivan

Chief Executive Officer

(Principal Executive Officer)

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

In connection with the Annual Report of Burlington Stores, Inc. (the “Company”) on Form 10-K for the period ending January 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Kristin Wolfe, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial position and results of operations of the Company.

Date: March 19, 2026

/s/ Kristin Wolfe

Kristin Wolfe

Chief Financial Officer

(Principal Financial Officer)
