

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K**

(Mark One)

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

**For the fiscal year ended June 30 , 2024**

**OR**

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

**For the transition period to**  
**Commission file number: 001-36290**

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**MALIBU BOATS, INC.**

*(Exact Name of Registrant as specified in its charter)*

**Delaware**

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

**5075 Kimberly  
Way , Loudon ,  
Tennessee 37774**

*(Address of principal  
executive offices,  
including zip code)*

**46-4024640**

*(I.R.S. Employer  
Identification No.)*

**( 865 ) 458-5478**

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.01	MBUU	Nasdaq Global Select Market

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, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

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

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

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

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

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

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

As of December 31, 2023, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate value of the registrant's common stock held by non-affiliates was approximately \$ 1,088.5 million, based on the number of shares of Class A common stock held by non-affiliates as of December 31, 2023 and the closing price of the registrant's Class A common stock on the Nasdaq Global Select Market on December 31, 2023. Shares held by each executive officer, director and by each person who owns 10% or more of the outstanding Class A common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. The number of outstanding shares of the registrant's Class A common stock, par value \$0.01 per share, and Class B common stock, par value \$0.01, as of August 23, 2024 was 20,012,691 and 12 , respectively.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2024 Annual Meeting of Stockholders are incorporated into Part III of this Annual Report on Form 10-K where indicated. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended June 30, 2024.

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## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains forward-looking statements. All statements other than statements of historical facts contained in this Form 10-K are forward-looking statements, including statements regarding demand for our products and expected industry trends, our business strategy and plans, our prospective products or products under development, our vertical integration initiatives, our acquisition strategy and management's objectives for future operations. In particular, many of the statements under the headings "Item 1A. Risk Factors," "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Item 1. Business" constitute forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," the negative of these terms, or by other similar expressions that convey uncertainty of future events or outcomes to identify these forward-looking statements. These statements are only predictions, involving known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Such factors include, but are not limited to: our ability to accurately forecast demand for our products; our large fixed-cost base; our ability to execute our manufacturing strategy; increases in the cost of, or unavailability of, raw materials, component parts and transportation costs; disruptions in our suppliers' operations; our reliance on third-party suppliers for raw materials and components; our reliance on certain suppliers for our engines and outboard motors; climate events in areas where we operate; our ability to meet our manufacturing workforce needs; our dependence on key management employees and our ability to transition to a new Chief Executive Officer; our ability to grow our business through acquisitions and integrate such acquisitions to fully realize their expected benefits; our growth strategy which may require us to secure significant additional capital; our ability to enhance existing products and develop and market new or enhanced products; our ability to protect our intellectual property; compromises or disruptions to our network and information systems; risks inherent in operating in foreign jurisdictions; general economic conditions; the continued strength and positive perception of our brands; the sale of boats previously held in inventory by our former dealer, Tommy's Boats, increased consumer preference for used boats, alternative fuel-powered boats or the supply of new boats by competitors in excess of demand; the seasonality of our business; competition within our industry and with other activities for consumers' scarce leisure time; changes in currency exchange rates; inflation and rising interest rates; our reliance on our network of independent dealers and increasing competition for dealers; the financial health of our dealers and their continued access to financing; our obligation to repurchase inventory of certain dealers; our exposure to risks associated with litigation, investigation and regulatory proceedings; an impairment in the carrying value of goodwill, trade names and other long-lived assets any failure to comply with laws and regulations including environmental, workplace safety and other regulatory requirements; covenants in our credit agreement governing our revolving credit facility which may limit our operating flexibility; our obligation to make certain payments under a tax receivable agreement; and any failure to maintain effective internal control over financial reporting or disclosure controls or procedures.

We discuss many of these factors, risks and uncertainties in greater detail under the heading "Item 1A. Risk Factors" and elsewhere in this Form 10-K. These factors expressly qualify as forward-looking statements attributable to us or persons acting on our behalf.

You should not rely on forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Actual results may differ materially from those suggested by the forward-looking statements for various reasons, including those discussed under "Item 1A. Risk Factors" in this Form 10-K. Except as required by law, we assume no obligation to update forward-looking statements for any reason after the date of this Form 10-K to conform these statements to actual results or to changes in our expectations.

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### **SUMMARY OF RISK FACTORS**

Our business involves significant risks and you are urged to carefully consider the risks discussed under Part I, Item 1A, "Risk Factors" in this Annual Report on Form 10-K prior to making an investment in our common stock. These risks include, but are not limited to, the following:

#### ***Risks Related to our Business and Operations***

- We have a large fixed-cost base that will affect our profitability when our sales decrease.
- We may not be able to execute our manufacturing strategy successfully, which could cause the profitability of our products to suffer.
- We may not be able to accurately forecast demand for our products, which could impact our ability to manage our inventory and have a material adverse effect on our business and results of operations.
- Our financial results may be adversely affected by our third-party suppliers' increased costs or inability to adjust for our required production levels due to changing demand or global supply chain disruptions.
- For some of the components used in production, we depend on a small group of suppliers and the loss of any of these suppliers could affect our ability to obtain components timely or at competitive prices, which would decrease our results of operations, financial condition, and cash flows.
- Termination or interruption of informal supply arrangements could have a material adverse effect on our business or results of operations.
- Climatic events, including hurricanes, tornadoes, or other disruptions, may adversely impact our operations and financial condition, disrupt the business of our suppliers, and may not be adequately covered by insurance.
- Our ability to meet our manufacturing workforce's needs is crucial to our results of operations and future sales and profitability.
- We are dependent on attracting and retaining key management employees and the transition to our new Chief Executive Officer will be critical to our success.
- We have grown our business through acquisitions; however we may not be successful in completing future acquisitions or integrating future acquisitions in a way that fully realizes their expected benefits to our business.
- Our growth strategy may require us to secure significant additional capital, the amount of which will depend upon the size, timing, and structure of future acquisitions or vertical integrations and our working capital and general corporate needs.
- If we are unable to continue to enhance existing products and develop and market new or enhanced products that respond to customer needs and preferences, we may experience a decrease in demand for our products and our business could suffer.

#### ***Risks Related to Our Markets and the Recreational Powerboat Industry***

- Weak general economic conditions, particularly in the United States, can negatively impact our industry, demand for our products, and our business and results of operations.
- Our continued success is dependent on the positive perception of our brands, which, if impaired, could adversely affect our sales.
- Our sales may be adversely impacted by the sale of boats previously held in inventory by our former dealer, Tommy's Boats.
- Our sales may be adversely impacted by increased consumer preference for used boats, electric boats, alternative fuel-powered boats, or the supply of new boats by competitors in excess of demand.

- An increase in energy and fuel costs may adversely affect our business, financial condition and results of operations.

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- Retail demand for our boats is seasonal and unfavorable weather conditions just before and during spring and summer can have a negative effect on our revenues.
- Our industry is characterized by intense competition, which affects our sales and profits.
- We compete with a variety of other activities for consumers' scarce leisure time.
- Changes in currency exchange rates can adversely affect our results.
- Inflation and rising interest rates could adversely affect our financial results.

### ***Risks Related to our Dealers***

- We depend on our network of independent dealers, face increasing competition for dealers and have little control over their activities.
- Our success depends, in part, upon the financial health of our dealers and their continued access to financing.
- We may be required to repurchase inventory of certain dealers.

### ***Risks Related to Litigation and our Regulatory, Accounting and Tax Environment***

- The nature of our business exposes us to risks associated with litigation, investigation and regulatory proceedings and a significant adverse determination with respect to any material claim against us could adversely affect our operating results or financial condition.
- An impairment in the carrying value of goodwill, trade names, and other long-lived assets could negatively affect our consolidated results of operations and net worth.
- Significant product repair and/or replacement costs due to product warranty claims or product recalls could have a material adverse impact on our results of operations.
- We must comply with environmental laws and regulations as a boat manufacturer that could increase the costs of our products and reduce consumer demand.
- In addition to environmental regulations, we must also comply with product safety, workforce and other laws and regulations that may increase our costs and could result in harm to our reputation if we fail to comply with such regulations.

### ***Risks Related to our Capital Structure***

- The only material asset of Malibu Boats, Inc. is our interest in the LLC, and therefore Malibu Boats, Inc. is dependent upon distributions from the LLC for any cash obligations of Malibu Boats, Inc.
- The credit agreement governing our revolving credit facility contains restrictive covenants which may limit our operating flexibility and may impair our ability to access sufficient capital to operate our business.
- Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.
- We will be required to pay the pre-IPO owners (or any permitted assignee) for certain tax benefits pursuant to our tax receivable agreement with them, and the amounts we may pay could be significant.
- In certain cases, payments under the tax receivable agreement to the pre-IPO owners (or any permitted assignees) of LLC Units may be accelerated or significantly exceed the actual benefits we realize in respect of the tax attributes subject to the tax receivable agreement.



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### **PART I.**

#### **Item 1. Business**

Unless otherwise expressly indicated or the context otherwise requires, in this Annual Report on Form 10-K:

- We use the terms “Malibu Boats,” the “Company,” “we,” “us,” “our” or similar references to refer (1) prior to the consummation of our initial public offering, or “IPO” on February 5, 2014, to Malibu Boats Holdings, LLC, or the LLC, and its consolidated subsidiaries and (2) after our IPO, to Malibu Boats, Inc. and its consolidated subsidiaries;
- We use the term “Boats, LLC” to refer to the LLC’s subsidiary Malibu Boats, LLC;
- We refer to the owners of membership interests in the LLC immediately prior to the consummation of the IPO, collectively, as our “pre-IPO owners”;
- We refer to owners of membership interests in the LLC (the “LLC Units”), collectively, as our “LLC members”;
- References to “fiscal year” refer to the fiscal year of Malibu Boats, which ends on June 30 of each year;
- We refer to our Malibu branded boats as “Malibu”, our Axis Wake Research branded boats as “Axis”, our Pursuit branded boats as “Pursuit”, our Maverick, Cobia, Pathfinder and Hewes branded boats as “Maverick Boat Group”, and our Cobalt branded boats as “Cobalt”;
- We use the term “recreational powerboat industry” to refer to our industry group, which includes performance sport boats, sterndrive and outboard boats;
- We use the term “performance sport boat category” to refer to the industry category, consisting primarily of fiberglass boats equipped with inboard propulsion and ranging from 19 feet to 26 feet in length, which we believe most closely corresponds to (1) the inboard ski/wakeboard category, as defined and tracked by the National Marine Manufacturers Association, or NMMA, and (2) the inboard ski boat category, as defined and tracked by Statistical Surveys, Inc., or SSI;
- We use the terms “sterndrive” and “outboard” to refer to the industry category, consisting primarily of sterndrive and outboard boats ranging from 20 feet to 40 feet, which most closely corresponds to the sterndrive and outboard categories, as defined and tracked by NMMA, and the sterndrive and outboard propulsion categories, as defined and tracked by SSI; in some instances, we provide market information based on specific boat lengths or boat types within the sterndrive or outboard categories to reflect our performance in those specific markets in which we offer products; and
- References to certain market and industry data presented in this Form 10-K are determined as follows: (1) U.S. boat sales and unit volume for the overall powerboat industry and any powerboat category during any calendar year are based on retail boat market data from the NMMA and (2) U.S. market share and unit volume for the overall powerboat industry and any powerboat category during any fiscal year ended June 30 or any calendar year ended December 31 are based on comparable same-state retail boat registration data from SSI, for which data was available for all 50 states as of the date of this Form 10-K.

This Annual Report on Form 10-K includes our trademarks, such as “Monsoon,” “Surf Gate,” “Wakesetter,” “Surf Band,” and “Swim Step,” which are protected under applicable intellectual property laws and are the property of Malibu Boats, Inc. This Form 10-K also contains trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners. Solely for convenience, trademarks and trade names referred to in this Form 10-K may appear without the ® or TM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and trade names.

#### **Our Company**

We are a leading designer, manufacturer and marketer of a diverse range of recreational powerboats, including performance sport boats, sterndrive and outboard boats under eight brands—Malibu, Axis, Pursuit, Maverick, Cobia, Pathfinder, Hewes and Cobalt. As of June 30, 2024, we had the #1 market share position in the United States in the performance sport boat category through our Malibu and Axis brands and the #1 market share position in the United States in the 24’—29’ segment of the

sterndrive category through our Cobalt brand, and we are among the leading market share positions in the fiberglass outboard fishing boat market with our Pursuit and Maverick Boat Group brands. Our product portfolio of premium brands are used for a broad range of recreational boating activities including, among others, water sports such as water

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skiing, wakeboarding and wake surfing, as well as general recreational boating and fishing. Our passion for consistent innovation, which has led to propriety technology such as Surf Gate, has allowed us to expand the market for our products by introducing consumers to new and exciting recreational activities. We design products that appeal to an expanding range of recreational boaters and water sports enthusiasts whose passion for boating and water sports is a key aspect of their lifestyle and provide consumers with a better customer-inspired experience. With performance, quality, value and multi-purpose features, our product portfolio has us well positioned to broaden our addressable market and achieve our goal of increasing our market share in the recreational boating industry.

Our flagship Malibu boats are designed for consumers seeking a premium performance sport boat experience and offer our latest innovations in performance, comfort and convenience. Our Axis boats appeal to consumers who desire a more affordable performance sport boat product but still demand high performance, functional simplicity and the option to upgrade key features. Our Pursuit boats expand our product offerings into the saltwater outboard fishing market and include center console, dual console and offshore models. Our Maverick Boat Group family of boats, including Maverick, Cobia, Pathfinder and Hewes, are highly complementary to Pursuit and its saltwater outboard offerings with a focus in length segments under 30 feet. Our Cobalt boats consist of mid to large-sized luxury cruisers and bowriders that we believe offer the ultimate experience in comfort, performance and quality.

Our boats are constructed of fiberglass, available in a range of sizes, hull designs and propulsion systems (i.e., inboard, sterndrive and outboard). We employ experienced product development and engineering teams that enable us to offer a range of models across each of our brands while consistently introducing innovative features in our product offerings. Our engineering teams closely collaborate with our manufacturing personnel in order to improve product quality and process efficiencies. The results of this collaboration are reflected in our receipt of numerous industry awards.

We sell our boats through a dealer network that we believe is among the strongest in the recreational powerboat industry. As of June 30, 2024, our distribution channel consisted of over 400 dealer locations globally. Our dealer base is an important part of our consumers' experience, our marketing efforts and our brands. We devote significant time and resources to find, develop and improve the performance of our dealers and believe our dealer network gives us a distinct competitive advantage.

### Market and Competitive Position

The recreational powerboat industry, including the performance sport boat, sterndrive and outboard categories, is highly competitive for consumers and dealers. Competition affects our ability to succeed in the markets we currently serve and new markets that we may enter in the future. We compete with several large manufacturers that may have greater financial, marketing and other resources than we do. We compete with large manufacturers who are represented by dealers in the markets in which we now operate and into which we plan to expand. We also compete with a wide variety of small, independent manufacturers. Competition in our industry is based primarily on brand name, price and product performance.

During calendar year 2023, retail sales of new recreational powerboats in the United States totaled \$15.8 billion. Of the recreational powerboat categories defined and tracked by the NMMA, we serve three of the top four categories consisting of outboard, sterndrive and performance sport boat representing an addressable market of nearly \$12.9 billion in retail sales through our Malibu, Axis, Pursuit, Maverick Boat Group brands and Cobalt brands. The following table illustrates the size of our addressable market in units and retail sales for calendar year 2023:

Recreational Powerboat Category	Unit Sales	Retail Sales	
		(Dollars in millions)	
Outboard	147,564	\$	10,427
Performance sport boat	9,900	\$	827
Sterndrive	6,100	\$	1,608
Jet boat	11,600	\$	734
Cruisers	1,500	\$	2,207
Total addressable market	176,664	\$	15,803

We maintain a leading market share position in a number of recreational boating categories with our various brands. According to SSI, as of June 30, 2024, we held the number one market share position in the United States for performance sport boats with our Malibu and Axis brands, the number one market share position in the United States for the 24'—29'

segment of the sterndrive boat category through our Cobalt brand, and we are among the leading market share positions in the outboard fiberglass fishing market that our Pursuit and Maverick Boat Group brands serve, in each case based on unit volume. We have grown our U.S. market share in the performance sports boat category from 24.5% in 2010 to 30.5% in 2023 and we have

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expanded our market share in the 24'-29' segment of the sterndrive boat category from 14.2% in 2010 to 40.8% in 2023. Our Pursuit brand has gained share within its market since our acquisition of Pursuit and we are positioned to gain a broader share of the overall outboard fiberglass fishing market with our Maverick Boat Group brands.

### Our Products and Brands

We design, manufacture and sell recreational powerboats, including performance sport boats, sterndrive and outboard boats across eight brands: Malibu, Axis, Pursuit, Maverick, Cobia, Pathfinder, Hewes, and Cobalt. We believe that we deliver superior performance for general recreational purposes with a significant focus on water sports, including wakeboarding, water skiing and wake surfing as well as general recreational boating and fishing. In addition, we also offer various accessories and aftermarket parts. The following table provides an overview of our product offerings by brand as of June 30, 2024:

Reportable Segment	Brand	Number of Models	Lengths	Retail Price Range (In thousands)	Description
Malibu	Malibu	12	20'-26'	\$80-\$300	Malibu targets consumers seeking a premium boating experience with our latest innovations in performance, comfort and convenience. Across our three product lines, we offer a variety of products to customers from our Response Series tailored for high-performance water ski to highly customizable options in our Wakesetter series to our ultra premium models in the M Series.
	Axis	7	20'-25'	\$80-\$175	Axis was formed to target a younger demographic by providing a more affordably priced, high quality, entry-level boat with high performance, functional simplicity and the option to upgrade key features such as Surf Gate.
Saltwater Fishing	Pursuit	16	25'-46'	\$130-\$1,400	Pursuit is a premium brand of saltwater outboard fishing boats available in three product lines including our sports center consoles, dual consoles and our offshore series to provide customers with options for ideal fishing as well as casual cruising and luxury entertainment.
	Cobia	11	21'-34'	\$60-\$500	Cobia models consist of center console and dual console vessels that are designed to promote ease of boating and fishing for all levels of anglers and boaters.
	Pathfinder	8	22'-27'	\$60-\$250	Pathfinder provides the most versatile inshore fishing boat. The product of bay boats provides for dedicated anglers to fish and do so with comfort, safety and proven technology.
	Maverick and Hewes	6	16'-21'	\$45-\$125	Maverick and Hewes have been designed to tailor to shallow inshore flats anglers. These boats, with vacuum infused (VARIS) construction and enhanced performance, provide a legacy of dependability, unmatched ride, and exceptional craftsmanship.
Cobalt	Cobalt	16	22'-35'	\$75-\$625	Cobalt is a premium luxury sterndrive and outboard boat manufacturer available in five product lines. Our products tailor sterndrive from entry level to premium with options to expand some models with the patented Surf Gate, as well as our outboard series for increased saltwater use.

### *Innovative Features*

In addition to the standard features included on all of our boats, we offer consumers a full selection of innovative optional features designed to enhance performance, functionality and the overall boating experience. We believe our innovative features drive our high average selling prices. Among our most successful and most innovative has been Surf Gate. Introduced in July 2012 and initially patented in September 2013, Surf Gate is available as an optional feature on all Malibu, Axis and certain Cobalt models. Surf Gate has revolutionized the increasingly popular sport of wake surfing. Prior to Surf Gate, boaters needed to empty ballast tanks on one side of the boat and shift passengers around to lean the boat to create a larger, more pronounced surf-quality wake. By employing precisely engineered and electronically controlled panels, Surf Gate alleviates this time-consuming and cumbersome process, allowing boaters to easily surf behind an evenly weighted boat without the need to

wait for ballast changes. We have also developed our patented Surf Band technology that allows the rider to remotely control the surf wave, shape, size and side. Some of our other notable innovations include Power Wedge III, G5 and the power actuated G10+ Tower, Electronic Dashboard Controls, Flip Down Swim Step, Tower Mister, Splash and Stow and Cobalt's TruWave Technology. Pursuit also has introduced the industry first Electric Sliding Entertainment Center and sliding second row center

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console seating. Maverick Boat Group has introduced first of its kind "Hybrid" and "Open" Bay Boat designs in recent years. We won the Boating Industry Magazine's "Top Product" award for the Pursuit S 358 Sport in 2022. Malibu Trailers took the coveted NMMA Innovation Award at the Miami International Boat Show in 2022. The Malibu Wakesetter 23 LSV has won Wakeworld "Readers Choice" Wakeboard and Wakesurf Boat of the Year four years running in 2023, 2022, 2021 and 2020.

We also offer an array of less technological, but nonetheless value-added boat features such as gelcoat upgrades, upholstery upgrades, engine drivetrain enhancements (such as silent exhaust tips, propeller upgrades and closed cooling engine configuration), sound system upgrades, bimini tops, boat covers and trailers which further increase the level of customization afforded to consumers.

### **Our Dealer Network**

We rely on independent dealers to sell our products. We establish performance criteria that our dealers must meet as part of their dealer agreements to ensure our dealer network remains the strongest in the industry. As a member of our network, dealers may qualify for floor plan financing programs, rebates, seasonal discounts and other allowances. We believe our dealer network is the most extensive in the market.

#### *North America*

As of June 30, 2024, our dealer network consisted of over 300 dealer locations servicing the performance sport boat, sterndrive, and outboard markets strategically located throughout the U.S. and Canada. Approximately 50% of our dealer locations have been with us, or with Pursuit, Maverick Boat Group or Cobalt, prior to our acquisition of them, for over ten years. Our top ten dealers represented 40.4%, 41.1% and 39.9%, of our net sales for fiscal year 2024, 2023 and 2022, respectively. The top ten dealers for each of the Malibu, Saltwater Fishing and Cobalt segments represented approximately 47.8%, 62.4% and 52.2%, respectively, of net sales in fiscal year 2024. The top ten dealers for each segment are not the same across all segments. Sales to our dealers under common control of OneWater Marine, Inc. represented approximately 23.7% , 17.2% and 16.8% of consolidated net sales in fiscal years 2024, 2023 and 2022, respectively, including approximately 9.2%, 38.8% and 19.5% of consolidated sales in fiscal year 2024 for Malibu, Saltwater Fishing and Cobalt, respectively. Sales to our former dealers under common control of Tommy's Boats represented approximately 2.4%, 10.7% and 9.4% of our consolidated net sales in the fiscal years ended June 30, 2024, 2023 and 2022, respectively, including approximately 6.7%, 0.0% and 0.5% of consolidated sales in fiscal year 2024 for Malibu, Saltwater Fishing and Cobalt, respectively. During fiscal year 2024, we informed Tommy's Boats that we would not be renewing any of their agreements that had expired as of June 30, 2023 and we terminated two agreements in Texas that had not expired. Tommy's Boats subsequently filed for bankruptcy protection and is in the process of liquidating its inventory. We have since entered into dealer agreements with dealers in 14 of the 15 markets previously served by Tommy's Boats. As of August 29, 2024, we believe fewer than 280 of our new model year 2023 and 2024 boats were remaining in the inventory of Tommy's Boats. M&T Bank, the lender under the floor financing plan for Tommy's Boats, has a security interest in those boats. During the period from July 1, 2024 to August 29, 2024, we have repurchased 19 new model year 2024 boats totaling \$2.5 million subject to our repurchase agreement with M&T Bank. With respect to boats not subject to the repurchase agreement, the bankruptcy trustee has retained Gordon Brothers to sell the remaining inventory as part of liquidation sales that are ongoing. We have been in discussions with the trustee regarding the inventory being liquidated. If the boats previously held by Tommy's Boats are sold at prices significantly below market value or in a manner that creates excess supply in a short period of time, it could have an adverse impact on our brands and create a downward pressure on our selling prices.

We consistently review our distribution network to evaluate the financial health of our dealers, identify opportunities to expand our geographic footprint and improve our coverage of the market. We believe that our diverse product offering and strong market position in each region of the United States helped us capitalize on growth opportunities as our industry recovered from the economic downturn. We have the ability to opportunistically add new dealers and new dealer locations to previously underserved markets and use data and performance metrics to monitor dealer performance. We believe our outstanding dealer network allows us to distribute our products more efficiently than our competitors.

#### *International*

We have an extensive international distribution network for our Malibu, Axis, Pursuit, Maverick Boat Group and Cobalt brands. As of June 30, 2024, our dealer network consisted of over 100 dealer locations throughout Europe, Asia, Middle East, South America, South Africa, and Australia/New Zealand.

## **Dealer Management**

Our relationships with our dealers are governed by dealer agreements. Each dealer agreement has a finite term lasting between one and three years. Our dealer agreements also are typically terminable without cause by the dealer with 60 days prior



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notice and by us for a dealer failing to meet performance criteria. We also may terminate these agreements immediately for cause upon certain events. Pursuant to our dealer agreements, the dealers typically agree to, among other things:

- represent our products at specified boat shows;
- market our products only to retail end users in a specific geographic territory;
- promote and demonstrate our products to consumers;
- meet or exceed mutually agreed performance standards during the term of the agreement in exchange for rebate or discount eligibility that varies according to the level of volume they commit to purchase;
- provide us with regular updates regarding the number and type of our products in their inventory;
- maintain a service department to service our products, and perform all appropriate warranty service and repairs; and
- indemnify us for certain claims.

Our dealer network, including all additions, renewals, non-renewals or terminations, is managed by our sales personnel. Our sales teams operate using a semi-annual dealer review process involving our senior management team. Each individual dealer is reviewed semi-annually with a broad assessment across multiple key elements, including the dealer's geographic region, market share, customer service ratings, and financial health to identify underperforming dealers for remediation and to manage the transition process when non-renewal or termination is a necessary step.

We have developed a system of financial incentives for our dealers based on customer satisfaction and achievement of best practices. Our brands employ dealer incentive programs that have been refined through decades of experience at each brand and may, from time to time, include the following elements:

- *Rebates* . Our domestic dealers agree to volume commitments that are used to determine applicable rebates. The structure of the dealer incentive depends on the brand represented. If a dealer meets its volume commitments as well as other terms of the dealer performance program, the dealer is entitled to the specified amounts subject to full compliance with our programs. Failure to meet the commitment volume or other terms of the program may result in partial or complete forfeiture of the dealer's rebate.
- *Free flooring* . Our dealers that take delivery of current model year boats in the offseason, typically July through April, are entitled to have us pay the interest to floor the boat until the earlier of (1) the retail sale of the unit or (2) a date near the end of the current model year. This program is an additional incentive to encourage dealers to order in the offseason and helps us balance our seasonal production.

Our dealer incentive programs are structured to promote more evenly distributed ordering throughout the fiscal year, which allows us to achieve better level-loading of our production and thereby generate plant operating efficiencies. In addition, these programs may offer further rewards for dealers who are exclusive to our brands.

### **Floor Plan Financing**

Our North American dealers often purchase boats through floor plan financing programs with third-party floor plan financing providers. During fiscal year 2024, approximately 77% of our North American shipments were made pursuant to floor plan financing programs which our dealers participate in. These programs allow dealers across our brands to establish lines of credit with third-party lenders to purchase inventory. Under these programs, a dealer draws on the floor plan facility upon the purchase of our boats and the lender pays the invoice price of the boats. As is typical in our industry, we have entered into repurchase agreements with certain floor plan financing providers to our dealers. Under the terms of these arrangements, in the event a lender repossesses a boat from a dealer that has defaulted on its floor financing arrangement and is able to deliver the repossessed boat to us, we are obligated to repurchase the boat from the lender. Our obligation to repurchase such repossessed products for the unpaid balance of our original invoice price for the boat is subject to reduction or limitation based on the age and condition of the boat at the time of repurchase, and in certain cases by an aggregate cap on repurchase obligations associated with a particular floor financing program.

Our exposure under repurchase agreements with third-party lenders is mitigated by our ability to reposition inventory with a new dealer in the event that a repurchase event occurs. Historically, the primary cost to us of a repurchase event has been

margin loss on the resale of a repurchased unit but we have generally been able to resell repurchased boats at an amount that exceeds our cost. We repurchased 17 units under our repurchase agreements during fiscal year 2024, and those units were subsequently resold during fiscal year 2024 above their cost. Additionally, during the period from July 1, 2024, to August 29,

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2024, we repurchased 19 units totaling \$2.5 million that were subject to our repurchase agreement with M&T Bank, the floor plan financing lender for Tommy's Boats. Pursuant to an order of the bankruptcy court, we agreed to repurchase those boats that were the subject of a repurchase agreement with M&T Bank and that had not otherwise been sold to customers. For fiscal years 2023 and 2022, we did not repurchase any boats under our repurchase agreements.

### **Marketing and Sales**

We believe that providing a high level of service to our dealers and end consumers is essential to maintaining our reputation. Our sales personnel receive training on the latest Malibu, Axis, Pursuit, Maverick Boat Group and Cobalt products and technologies, as well as training on our competitors' products and technologies, and attend trade shows to increase their market knowledge. This training is then passed along to our dealers to ensure a consistent marketing message and leverage our marketing expenditures. Malibu, Axis, Pursuit, Maverick Boat Group and Cobalt enjoy strong brand awareness, as evidenced by our substantial market share in their respective categories.

Our marketing strategy focuses on building brand awareness and loyalty in the performance sport boat market with Malibu and Axis brands and the outboard and sterndrive markets with Pursuit, Maverick Boat Group and Cobalt brands. Activating the marketing strategy involves creating custom content to be utilized in outbound marketing campaigns and social media to engage owners and prospects. In addition to retail websites developed for each of those brands and their unique consumers, the brands also manage all other aspects of marketing including traditional print advertising and trade shows.

### **Product Development and Engineering**

We are strategically and financially committed to innovation, as reflected in our dedicated product development and engineering teams located in Tennessee, Kansas, California, and Florida and evidenced by our track record of new product introduction. As of June 30, 2024, our product development and engineering team consisted of approximately 70 professionals. These individuals bring to our product development efforts significant expertise across core disciplines, including boat design, trailer design, computer-aided design, electrical engineering and mechanical engineering. They are responsible for execution of all facets of our new product strategy, including identifying industry trends, designing new and refreshed boat models and new features, engineering these designs for manufacturing and integrating new features into our boats. In addition, our Chief Executive Officer and President have historically been actively involved in the product development process and integration into manufacturing.

Our product development strategy consists of a two-pronged approach. First, we seek to introduce new boat models to target unaddressed or underserved segments of the recreational powerboat industry, while also updating and refreshing our existing boat models regularly. Second, we seek to develop and integrate innovative new or enhanced optional feature offerings into our boats. We intend to release new products and features each model year, which we believe enhances our reputation as a leading innovator in boat manufacturing and provides us with a competitive advantage.

We take a disciplined approach to the management of our product development strategy. We use a formalized phase gate process, overseen by a dedicated project manager, to develop, evaluate and implement new product ideas for both boat models and innovative features. Application of the phase gate process requires management to establish an overall timeline that is sub-divided into milestones, or "gates," for product development. Setting milestones at certain intervals in the product development process ensures that each phase of development occurs in an organized manner and enables management to become aware of and address any issues in a timely fashion, which facilitates on-time, on-target release of new products with expected return on investment. Extensive testing and coordination with our manufacturing group are important elements of our product development process, which we believe enable us to minimize the risk associated with the release of new products. Our phase gate process also facilitates our introduction of new boat models and features each model year, which we believe provides us with a competitive advantage in the marketplace. Finally, in addition to our process for managing new product introductions in a given fiscal year, we also engage in longer-term product life cycle and product portfolio planning.

### **Manufacturing**

We have eight manufacturing facilities located in four U.S. states and Australia. We produce performance sport boats through our Malibu and Axis brands at our Tennessee and Australia manufacturing facilities; we produce sterndrive and outboard boats through our Cobalt brand at our Kansas and Tennessee manufacturing facilities; and we produce saltwater outboard boats under our Pursuit and Maverick Boat Group brands, as well as tooling parts, in Fort Pierce, Florida. We completed expansion projects at one of our Florida facilities (Maverick Boat Group) in fiscal year 2022 and at our other Florida

facility (Pursuit Tooling) in fiscal year 2023. We also purchased a 260,000 square foot manufacturing facility near our Tennessee campus that we completed construction of in fiscal year 2024. For our Malibu and Axis brands, we manufacture towers, tower accessories and stainless steel and aluminum billet at our California facility and engines and trailers at our Tennessee facility.

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Our boats are built through a continuous flow manufacturing process that encompasses fabrication, assembly, quality management and testing. Each boat is produced on an established cycle depending on model that includes the fabrication of the hull and deck through gelcoat application and fiberglass lamination, grinding and hole cutting, installation of components, rigging, finishing, detailing and on-the-water testing. Production of cruisers occurs on a dedicated line that allows for the increased time needed to add the additional content required for production of larger boats.

We have vertically integrated key components of our manufacturing process, including the manufacturing of our own engines, boat trailers, towers and tower accessories, machined and billet parts, soft grip flooring, and most recently, wiring harnesses. We began including our engines, branded as Malibu Monsoon engines, in our Malibu and Axis boats for model year 2019, and in fiscal year 2024 we began offering Monsoon sterndrive engines to our Cobalt dealers and customers. We believe our engine marinization initiative will reduce our reliance on our previous engine suppliers for our Malibu, Axis and Cobalt brands while reducing the risk that a change in cost or production from any engine supplier for such brands could adversely affect our business. Our trailers are produced in a continuous flow manufacturing process involving cutting and bending of the main frame from raw top grade carbon steel, painting using our state-of-the-art system and installation of components. Our tower-related manufacturing in California uses multiple computer-controlled machines to cut all of the aluminum parts required for tower assembly. We are the only performance sport boat company that manufactures towers in-house. In fiscal year 2022, we acquired a facility to begin manufacturing our own wiring harnesses. In fiscal year 2024, we relocated manufacturing of our own wiring harnesses to our Roane County, Tennessee facility. As a result of this acquisition, we reduced the risk of production delays due to delays in receipt of wiring harnesses from third-party suppliers. Vertical integration of key components of our boats also gives us the ability to increase incremental margin per boat sold by reducing our cost base and improving the efficiency of our manufacturing process. Additionally, it allows us to have greater control over design, consumer customization options, construction quality, and our supply chain. We continually review our manufacturing process to identify opportunities for additional vertical integration investments across our portfolio of premium brands. We procure other components, such as electronic controls, from third-party vendors and install them on the boat.

### **Suppliers**

We purchase a wide variety of raw materials from our supplier base, including resins, fiberglass, hydrocarbon feedstocks and steel, as well as product parts and components, such as engines and electronic controls, through a purchase order process. The most significant component used in manufacturing our boats, based on cost, are engines. Through our vertical integration initiative to marinize our own engines, we entered into an engine supply agreement with General Motors LLC (“General Motors”) in November 2016 for the supply of engine blocks to use in our Malibu and Axis brand boats which began in our model year 2019 and continued through model year 2023. In April 2023, we signed a new supply agreement with General Motors that will continue through model year 2026. We adopted this strategy to more directly control product path (design, innovation, calibration and integration) of our largest dollar procured part, to differentiate our product from our competitors, and to increase our ability to respond to ongoing changes in the marketplace.

Pursuant to our engine supply agreement with General Motors, General Motors will deliver engines to us as we submit purchase orders. No minimum amount of engines is required to be ordered by us. The engine supply agreement will expire at the end of production of model year 2026, unless terminated earlier by either party as permitted under the terms of the agreement, including by General Motors due to market conditions with at least eighteen (18) months’ advanced written notice.

We have a marketing agreement with Yamaha Motor Corporation, U.S.A., or Yamaha, that requires us to equip a significant percentage of our Pursuit, Cobalt and Maverick Boat Group branded boats that are pre-rigged for outboard motors with Yamaha outboard motors in exchange for certain incentives. The agreement expires on June 30, 2027. We also obtain engines and sterndrive assemblies from Volvo for our Cobalt branded boats.

We experienced supply chain disruptions during fiscal year 2022 that we believe were driven by numerous factors, including labor shortages, ongoing domestic logistical constraints, and rising prices for our suppliers, in part due to inflationary pressures that continued into fiscal year 2023 and fiscal year 2024. We believe that the systemic supply chain disruptions that we have experienced over the past several years have been largely rectified.

### **Insurance and Product Warranties**

We carry various insurance policies, including policies to cover general products liability, workers’ compensation, director and officer liability, and other casualty and property risks, to protect against certain risks of loss consistent with the exposures associated with the nature and scope of our operations. Our policies are generally based on our safety record as well as market

trends in the insurance industry and are subject to certain deductibles, limits and policy terms and conditions.

Our Malibu and Axis brand boats have a limited warranty for a period up to five years. Our Cobalt brand boats have (1) a structural warranty of up to ten years which covers the hull, deck joints, bulkheads, floor, transom, stringers, and motor mount,

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and (2) a five year bow-to-stern warranty on all components manufactured or purchased (excluding hull and deck structural components), including canvas and upholstery. Gelcoat is covered up to three years for Cobalt and one year for Malibu and Axis. Pursuit brand boats have a (1) limited warranty for a period of up to five years on structural components such as the hull, deck and defects in the gelcoat surface of the hull bottom, and (2) a bow-to-stern warranty of two years (excluding hull and deck structural components). Maverick, Pathfinder and Hewes brand boats have (1) a limited warranty for a period of up to five years on structural components such as the hull, deck and defects in the gelcoat surface of the hull bottom and (2) a bow-to-stern warranty of one year (excluding hull and deck structural components). Cobia brand boats have (1) a limited warranty for a period of up to ten years on structural components such as the hull, deck and defects in the gelcoat surface of the hull bottom and (2) a bow-to-stern warranty of three years (excluding hull and deck structural components). For each boat brand, there are certain materials, components or parts of the boat that are not covered by our warranty and certain components or parts that are separately warranted by the manufacturer or supplier (such as the engine). Our Malibu Monsoon engines that we manufacture for Malibu and Axis models have a limited warranty of up to five years or five-hundred hours.

### **Strategic Acquisitions**

One of our growth strategies is to drive growth in our business through targeted acquisitions that add value while considering our existing brands and product portfolio. We acquired Maverick Boat Group in December 2020, Pursuit in October 2018 and Cobalt in July 2017. The primary objectives of our acquisitions are to expand our presence in new or adjacent categories, to expand into other product lines that may benefit from our operating strengths, and to increase the size of our addressable market. When we identify potential acquisitions, we attempt to target companies with a leading market share, strong cash flows, and an experienced management team and workforce that provide a fit with our existing operations. After completing an acquisition, we focus on integrating the company with our existing business to provide additional value to the combined entity through cost savings and revenue synergies, such as the optimization of manufacturing operations, improved processes around product development, enhancement of our existing dealer distribution network, accelerated innovation, administrative cost savings, shared procurement, vertical integration and cross-selling opportunities.

### **Intellectual Property**

We rely on a combination of patent, trademark and copyright protection, trade secret laws, confidentiality procedures and contractual provisions to protect our rights in our brand, products and proprietary technology. This is an important part of our business and we intend to continue protecting our intellectual property. By law, our patent rights have limited lives and expire periodically. Our boat patent rights relate to boat design, features and components that we feel are important to our competitive position in our business. Some of our well-known patents include our Surf Gate system and Swim Step for our Malibu and Cobalt segments and Power Wedge for our Malibu segment.

Our trademarks, many of which are registered in the U.S. and various countries around the world, generally may endure in perpetuity on a country-by-country basis, provided that we comply with all statutory maintenance requirements, including continued use of each trademark in each such country. Some of our well-known trademarks include: (i) for our Malibu segment, Malibu, Axis, Monsoon, Power Wedge, Surf Band, Surf Gate, and Wakesetter; (ii) for our Saltwater Fishing Segment, Pursuit, Cobia, Maverick, and Redfisher; and (iii) for our Cobalt segment, Cobalt and Splash & Stow.

### **Seasonality**

Our dealers experience seasonality in their business. Retail demand for boats is seasonal, with a significant majority of sales occurring during peak boating season, which coincides with our first and fourth fiscal quarters. In order to minimize the impact of this seasonality on our business, we manage our manufacturing processes and structure dealer incentives to tie our annual volume rebates and discounts program to consistent ordering patterns, encouraging dealers to purchase our products throughout the year. In this regard, we may offer free flooring incentives to dealers from the beginning of our model year through April 30 of each year. Further, in the event that a dealer does not consistently order units throughout the year, such dealer's rebate is materially reduced. We may offer off-season retail promotions to our dealers in seasonally slow months, during and ahead of boat shows, to encourage retail demand.

### **Safety and Regulatory Matters**

Our operations and products are subject to extensive environmental and health and safety regulation under various federal, commonwealth, state, and local statutes, ordinances, rules and regulations in the United States and Australia where we manufacture our boats, and in other foreign jurisdictions where we sell our products. We believe that we are in material

compliance with those requirements. However, we cannot be certain that costs and expenses required for us to comply with such requirements in the future, including for any new or modified regulatory requirements, or to address newly discovered environmental conditions, will not have a material adverse effect on our business, financial condition, operating results, or cash flow. The regulatory programs to which we are subject include the following:



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### *Hazardous Materials and Waste*

Certain materials used in our manufacturing, including the resins used in production of our boats, are toxic, flammable, corrosive, or reactive and are classified as hazardous materials by the national, state and local governments in those jurisdictions where we manufacture our products. The handling, storage, release, treatment, and recycling or disposal of these substances and wastes from our operations are regulated in the United States by the United States Environmental Protection Agency (“EPA”), and state and local environmental agencies. In the United States, handling, storage, release, treatment, and recycling or disposal of hazardous materials is regulated under Subtitle C of the Resource Conservation and Recovery Act (“RCRA”). The EPA works with state regulatory agencies to implement a compliance monitoring program with the goal of evaluating compliance with companies’ RCRA obligation. Our manufacturing facilities can be subject to on-site compliance evaluation inspections (CEIs) or targeted enforcement actions. The handling, storage, release, treatment and recycling or disposal of these substances and wastes from our operations are regulated in Australia by the Australian Department of Climate Change, Energy, the Environment and Water, the New South Wales Environmental Protection Authority and other state and local authorities. Failure by us to properly handle, store, release, treat, recycle or dispose of our hazardous materials and wastes could result in liability for us, including fines, penalties, or obligations to investigate and remediate any contamination originating from our operations or facilities. We are not aware of any material contamination at our current or former facilities for which we could be liable under environmental laws or regulations, and we currently are not undertaking any remediation or investigation activities in connection with any contamination. Future spills or accidents or the discovery of currently unknown conditions or non-compliance could, however, give rise to investigation and remediation obligations or related liabilities.

### *Air Quality*

In the United States, the federal Clean Air Act (“CAA”) and corresponding state and local laws and rules regulate emissions of air pollutants. Because our manufacturing operations involve molding and coating of fiberglass materials, which involves the emission of certain volatile organic compounds, hazardous air pollutants, and particulate matter, we are required to maintain and comply with a CAA operating permit requirements under Title V of the CAA (“Part 70 Permits”) for our Tennessee, Kansas and Florida facilities and local air permits for our California facilities. Our air permits generally require us to monitor our emissions and periodically certify that our emissions are within specified limits. To date, we have not had material difficulty complying with those limits.

The EPA and the California Air Resources Board (“CARB”) have, under the CAA, adopted regulations stipulating that many marine propulsion engines and watercraft meet certain air emission standards. Some of these standards require fitting a catalytic converter to the engine. These regulations also require, among other things, that engine manufacturers provide a warranty that their engines meet EPA and CARB emission standards. The engines used in our products are subject to these regulations. CARB has adopted an evaporative emissions regulation that applies to all spark-ignition marine watercraft with permanently installed fuel tanks sold in California (the Spark-Ignition Marine Watercraft Program). This regulation requires subject boat manufacturers to use specific CARB-certified components for the fuel systems in their boats, or to certify the boat meets a related performance standard. While we believe that our boats meet all applicable emission standards, the USEPA and CARB emissions regulations have increased the cost to manufacture our products.

### *OSHA*

In the United States, the Occupational Safety and Health Administration (“OSHA”) standards address workplace safety generally, and limit the amount of emissions to which an employee may be exposed without the need for respiratory protection or upgraded plant ventilation. Our facilities are regularly inspected by OSHA and by state and local inspection agencies and departments. Our California facilities are also subject to California indoor air quality regulations, overseen by California’s Division of Occupational Safety and Health. We believe that our facilities comply in all material aspects with these regulations. Although capital expenditures related to compliance with environmental and safety laws are expected to increase, we do not currently anticipate any material expenditure will be required to continue to comply with existing OSHA environmental or safety regulations in connection with our existing manufacturing facilities.

At our New South Wales, Australia (“NSW”) facility, employee health and safety is regulated by SafeWork NSW, which also has requirements that limit the amount of certain emissions to which an employee may be exposed without the need for respiratory protection or upgraded plant ventilation. In addition, SafeWork NSW provides licensing and registration for potentially dangerous work, investigates workplace incidents, and enforces work health and safety laws in NSW. Our NSW facilities can be routinely inspected by SafeWork NSW. We believe that our facilities comply in all material aspects with these requirements.

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### *Boat Design and Manufacturing Standards*

In the United States, the U.S. Coast Guard promulgates regulations related to the minimum construction and safety requirements for recreational boats. In addition, boats manufactured for sale in the European Community must be certified to meet the requirements of the applicable laws and standards, including Directive 2013/53/EU on recreational craft and personal watercraft. These certifications specify standards for the design and construction of powerboats. We believe that all of our boats meet these standards. In addition, safety of recreational boats in the United States is subject to federal regulation under the Boat Safety Act of 1971, which requires boat manufacturers to recall products for replacement of parts or components that have demonstrated defects affecting safety. We have instituted recalls for defective component parts produced by certain of our third-party suppliers, including recalls on third party supplied steering columns during fiscal year 2023 and fuel pumps during fiscal year 2019. None of our recalls have had a material adverse impact on us.

### **Human Capital Management**

#### *Employee Profile*

As of June 30, 2024, we had approximately 2,250 employees worldwide.

None of our team members are party to a collective bargaining agreement. We believe in working diligently to establish ourselves as an employer of choice.

#### *Talent Retention and Development*

We recognize employees are the heart of our organization and support them by offering a range of competitive pay, recognition and benefit programs. We provide market-competitive pay and benefits to encourage performance that creates sustainable and long-term employment. Additionally, we have numerous initiatives to support employee development, including annual performance evaluations and supervisor training programs, along with training programs for new employees (and those who are internally promoted) to learn new skills in boat production, such as gel coat application and fiberglass repair. We believe in internal promotion where possible and are committed to developing our current team members to become the next generation of leaders throughout the organization. Approximately 89% of our production leaders are internal promotions. We provide tuition assistance programs and take advantage of leadership development where possible. We partner with several colleges and universities to hire students from across the country in our Engineering Internship Program and many come to work for us after attaining their degree.

#### *Employee Well-Being*

Safety is a core value of our organization and we are committed to fostering a culture where safety is a number one priority. The success of our business depends, in part, upon the prevention of accidents, the reduction and/or prevention of occupational injuries and illnesses, and compliance with established safety and health policies and requirements. Dependent upon job tasks, some personnel will be required to have OSHA training and/or documentation to satisfy job requirements. Workplace safety is a fundamental organization-wide value, and we are committed to running an efficient program. We remain focused on building a safer workplace for our employees and will continue to work toward an injury-free workplace through the implementation of training and other safety initiatives.

#### *Culture and Values*

Our mission statement is a formal summary of our core purpose and focus and clearly communicates who we are. Our mission is to create the ultimate on-the-water lifestyle. Our core values are the guiding principles that dictate how we make decisions and interact with each other daily. We are committed to our core values of Safety, Integrity, People, Quality, Innovation, Customer Focus, and Continuous Improvement. We design products that appeal to an expanding range of recreational boaters, fisherman and water sports enthusiasts whose passion for boating is a key component of their active lifestyle. With our many awards and honors, we cultivate a culture of excellence and premier boat building.

We conducted our first annual engagement survey of all employees in 2023 and again in 2024 as an opportunity to gather feedback from employees on their experience and overall satisfaction to identify areas for organizational improvement. Outside of formal surveys, we encourage employees to continuously share any comments, questions or concerns with our leadership team, which are addressed as needed by our executive team.

### *Diversity and Inclusion*

We are committed to maintaining an employee-first culture. We are dedicated to protecting the well-being of our employees and creating a culture that promotes inclusivity, acceptance, equality and diversity. Our employees bring a blend of

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diverse backgrounds, and we promote an inclusive workforce and the opportunity for career growth for all employees. We seek to hire the best-qualified individuals and do not discriminate on the basis of race, creed, color, religion, national origin, citizenship status, age, disability, marital status, sexual orientation, gender, gender identity and similar classification. We continually evaluate our internal processes and programs to further build on our diverse, equitable and inclusive culture. We value our team and are committed to treating all employees with dignity and respect.

### *Community Involvement*

We continually strive to make an impact on our local communities and serve them with gratitude. Each year, we partner with community organizations where our facilities are located and support local schools. In Tennessee, we have partnered with Toys for Tots, Angel Tree and local food banks to help families within the community during the holiday season. Our corporate sponsorship with the local Kiwanis Club has allowed us to give back to children with disabilities while also helping students prepare for the upcoming school year. We partner with the local Family Resources center each year to assist local students with cold-weather clothing fund and participate in additional local school initiatives to promote manufacturing trade jobs. In Kansas, we support our community through recreational leagues as well as donations to local foundations, events and school fundraisers, among other initiatives. In Florida, we give back to our local communities through the Treasure Coast Food Bank, Pet Food Drive for the Humane Society, Ready to Work Boot Camp, Everglades Foundation, Recreational Fishing Alliance and Coastal Conservation Association. Additionally, we are proud participants in and sponsors of the annual Making Strides Against Breast Cancer walk. We are proud of our partnerships with these outstanding organizations, and of the funds raised by our employees for children and families in the communities within which we operate.

### **Organizational Structure**

Malibu Boats, Inc. was incorporated as a Delaware corporation on November 1, 2013 in anticipation of our IPO to serve as a holding company that owns only an interest in Malibu Boats Holdings, LLC. Immediately after the completion of our IPO and the recapitalization we completed in connection with our IPO, Malibu Boats, Inc. held approximately 49.3% of the economic interest in the LLC, which has since increased to approximately 98.4% of the economic interest in the LLC as of June 30, 2024.

The certificate of incorporation of Malibu Boats, Inc. authorizes two classes of common stock, Class A Common Stock and Class B Common Stock. Holders of our Class A Common Stock and our Class B Common Stock have voting power over Malibu Boats, Inc., the sole managing member of the LLC, at a level that is consistent with their overall equity ownership of our business. In connection with our IPO and the recapitalization we completed in connection with our IPO, Malibu Boats, Inc. issued to each pre-IPO owner, for nominal consideration, one share of Class B Common Stock of Malibu Boats, Inc., each of which provides its owner with no economic rights but entitles the holder to one vote on matters presented to stockholders of Malibu Boats, Inc. for each LLC Unit held by such holder. Pursuant to our certificate of incorporation and bylaws, each share of Class A Common Stock entitles the holder to one vote with respect to each matter presented to our stockholders on which the holders of Class A Common Stock are entitled to vote. Each holder of Class B Common Stock is entitled to the number of votes equal to the total number of LLC units held by such holder multiplied by the exchange rate specified in the exchange agreement with respect to each matter presented to our stockholders on which the holders of Class B Common Stock are entitled to vote. Accordingly, the holders of LLC Units collectively have a number of votes that is equal to the aggregate number of LLC Units that they hold. As the LLC members sell LLC Units to us or subsequently exchange LLC Units for shares of Class A Common Stock of Malibu Boats, Inc. pursuant to the exchange agreement described below, the voting power afforded to them by their shares of Class B Common Stock is automatically and correspondingly reduced. Subject to any rights that may be applicable to any then outstanding preferred stock, our Class A and Class B Common Stock vote as a single class on all matters presented to our stockholders for their vote or approval, except as otherwise provided in our certificate of incorporation or bylaws or required by applicable law. In addition, subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of our Class A Common Stock are entitled to share equally, identically and ratably in any dividends or distributions (including in the event of any voluntary or involuntary liquidation, dissolution or winding up of our affairs) that our board of directors may determine to issue from time to time, while holders of our Class B Common Stock do not have any right to receive dividends or other distributions.

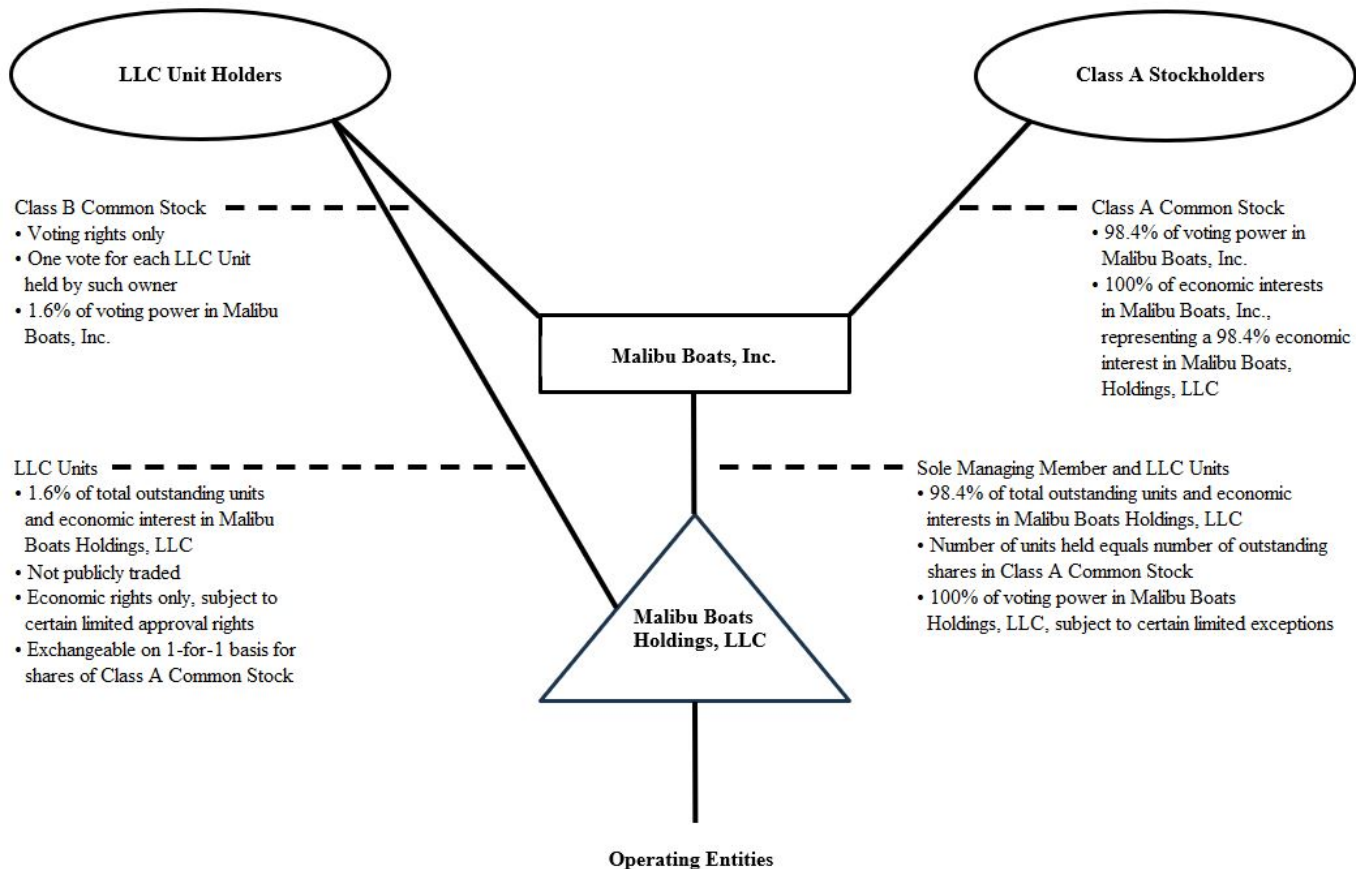
As noted above, Malibu Boats, Inc. is a holding company with a controlling equity interest in the LLC. Malibu Boats, Inc., as sole managing member of the LLC, operates and controls all of the business and affairs and consolidates the financial results of the LLC. The limited liability company agreement of the LLC provides that it may be amended, supplemented, waived or modified by the written consent of Malibu Boats, Inc., as managing member of the LLC, in its sole discretion without the approval of any other holder of LLC Units, except that no amendment may materially and adversely affect the rights of a holder

of LLC Units, other than on a pro rata basis with other holders of LLC Units, without the consent of such holder (unless more than one holder is so affected, then the consent of a majority of such affected holders is required). Pursuant to the limited liability company agreement of the LLC, Malibu Boats, Inc. has the right to determine when distributions (other than tax distributions) will be made to the members of the LLC and the amount of any such distributions. If Malibu Boats, Inc.

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authorizes a distribution, such distribution will be made to the members of the LLC (including Malibu Boats, Inc.) pro rata in accordance with the percentages of their respective LLC Units.

The diagram below depicts our current organizational structure, as of June 30, 2024:



Our organizational structure allows the LLC members to retain their equity ownership in the LLC, an entity that is classified as a partnership for U.S. federal income tax purposes, in the form of LLC Units. Holders of Class A Common Stock, by contrast, hold their equity ownership in Malibu Boats, Inc., a Delaware corporation that is a domestic corporation for U.S. federal income tax purposes, in the form of shares of Class A Common Stock. The holders of LLC Units, including Malibu Boats, Inc., will incur U.S. federal, state and local income taxes on their proportionate share of any taxable income of the LLC. Net profits and net losses of the LLC will generally be allocated to the LLC's members (including Malibu Boats, Inc.) pro rata in accordance with the percentages of their respective limited liability company interests. The limited liability company agreement provides for cash distributions to the holders of LLC Units if Malibu Boats, Inc. determines that the taxable income of the LLC will give rise to taxable income for its members. In accordance with the limited liability company agreement, we intend to cause the LLC to make cash distributions to the holders of LLC Units for purposes of funding their tax obligations in respect of the income of the LLC that is allocated to them. Generally, these tax distributions will be computed based on our estimate of the taxable income of the LLC allocable to such holder of LLC Units multiplied by an assumed tax rate equal to the highest effective marginal combined U.S. federal, state and local income tax rate prescribed for an individual or corporate resident in Los Angeles, California (taking into account the nondeductibility of certain expenses and the character of our income). For purposes of determining the taxable income of the LLC, such determination will be made by generally disregarding any adjustment to the taxable income of any member of the LLC that arises under the tax basis adjustment rules of the Internal Revenue Code of 1986, as amended, or the Code and is attributable to the acquisition by such member of an interest in the LLC in a sale or exchange transaction.

### *Exchanges and Other Transactions with Holders of LLC Units*

In connection with our IPO and the recapitalization we completed in connection with our IPO, we entered into an exchange agreement with the pre-IPO owners of the LLC under which (subject to the terms of the exchange agreement) each pre-IPO owner (or its permitted transferee) has the right to exchange its LLC Units for shares of our Class A Common Stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or, at our



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option, except in the event of a change in control, for a cash payment equal to the market value of the Class A Common Stock. The exchange agreement provides, however, that such exchanges must be for a minimum of the lesser of 1,000 LLC Units, all of the LLC Units held by the holder, or such amount as we determine to be acceptable. The exchange agreement also provides that an LLC member will not have the right to exchange LLC Units if Malibu Boats, Inc. determines that such exchange would be prohibited by law or regulation or would violate other agreements with Malibu Boats, Inc. to which the LLC member may be subject or any of our written policies related to unlawful or insider trading. The exchange agreement also provides that Malibu Boats, Inc. may impose additional restrictions on exchanges that it determines to be necessary or advisable so that the LLC is not treated as a “publicly traded partnership” for U.S. federal income tax purposes. In addition, pursuant to the limited liability company agreement of the LLC, Malibu Boats, Inc., as managing member of the LLC, has the right to require all members of the LLC to exchange their LLC Units for Class A Common Stock in accordance with the terms of the exchange agreement, subject to the consent of the holders of a majority of outstanding LLC Units other than those held by Malibu Boats, Inc.

As a result of exchanges of LLC Units into Class A Common Stock and purchases by Malibu Boats, Inc. of LLC Units from holders of LLC Units, Malibu Boats, Inc. will become entitled to a proportionate share of the existing tax basis of the assets of the LLC at the time of such exchanges or purchases. In addition, such exchanges and purchases of LLC Units are expected to result in increases in the tax basis of the assets of the LLC that otherwise would not have been available. These increases in tax basis may reduce the amount of tax that Malibu Boats, Inc. would otherwise be required to pay in the future. These increases in tax basis may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets. We have entered into a tax receivable agreement with the pre-IPO owners (or their permitted assignees) that provides for the payment by Malibu Boats, Inc. to the pre-IPO owners (or their permitted assignees) of 85% of the amount of the benefits, if any, that Malibu Boats, Inc. is deemed to realize as a result of (1) increases in tax basis and (2) certain other tax benefits related to our entering into the tax receivable agreement, including tax benefits attributable to payments under the tax receivable agreement. These payment obligations are obligations of Malibu Boats, Inc. and not of the LLC.

### **Available Information**

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act are available on our web site at [www.malibuboats.com](http://www.malibuboats.com), free of charge, as soon as reasonably practicable after the electronic filing of these reports with, or furnishing of these reports to, the Securities and Exchange Commission, or the SEC. In addition, the SEC maintains a web site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including us.

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### **Item 1A. Risk Factors**

*The following describes the risks and uncertainties that could cause our actual results to differ materially from those presented in our forward-looking statements. The risks and uncertainties described below are not the only ones we face but do represent those risks and uncertainties that we believe are material to us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also harm our business.*

#### ***Risks Related to our Business and Operations***

*We have a large fixed-cost base that will affect our profitability when our sales decrease.*

The fixed cost levels of operating a recreational powerboat manufacturer can put pressure on profit margins when sales and production decline. Our profitability depends, in part, on our ability to spread fixed costs over a sufficiently large number of products sold and shipped, and if we make a decision to reduce our rate of production or otherwise experience lower revenues, gross margins will be negatively affected. For instance, our consolidated net sales decreased by 40.3% for fiscal year 2024 compared to fiscal year 2023 while our expenses only decreased by 34.2% during the same period. As a result, our gross margin decreased from 25.3% for fiscal year 2023 to 17.7% for fiscal year 2024 and our net income decreased from \$107.9 million for fiscal year 2023 to a \$56.4 million net loss for fiscal year 2024. Consequently, decreased demand or the need to reduce production can lower our ability to absorb fixed costs and materially impact our financial condition or results of operations.

*We may not be able to execute our manufacturing strategy successfully, which could cause the profitability of our products to suffer.*

Our manufacturing strategy is designed to produce high quality products, while reducing costs and increasing flexibility to respond to ongoing changes in the marketplace. To implement this strategy, we must be successful in our continuous improvement efforts, which depend on the involvement of management, production employees and suppliers. Any inability to achieve our objectives under our manufacturing strategy could adversely impact the profitability of our products and our ability to deliver desirable products to our consumers.

In addition, we have made strategic capital investments in capacity expansion activities to successfully capture growth opportunities and enhance product offerings, including plant expansions. For example, we recently purchased a production facility in Roane County, Tennessee and moved production of certain models of our Cobalt boats from Kansas to Tennessee. Moving production to a different plant and expanding capacity at an existing facility involves risks, including difficulties initiating production within the cost and timeframe estimated, supplying product to customers when expected, integrating new products, and attracting sufficient skilled labor to handle additional production demands. If we fail to meet these objectives, it could adversely affect our ability to meet customer demand for products and increase the cost of production versus projections, both of which could result in a significant adverse impact on our operating and financial results. Additionally, plant expansion can result in manufacturing inefficiencies, additional expenses, including higher wages or severance costs, and cost inefficiencies, which could negatively impact financial results.

*We may not be able to accurately forecast demand for our products, which could impact our ability to manage our inventory and have a material adverse effect on our business and results of operations.*

We forecast demand for our products to manage our production of boats. In forecasting demand and setting production levels, we consider dealer inventory levels and anticipated consumer demand. In addition to the seasonal nature of our business, demand for our products can fluctuate due to the impacts of macroeconomic conditions on dealers and consumers, such as increased interest rates and inflation. Our forecasting also considers possible production delays that could result from supply chain disruptions, adverse weather events and labor shortages, among other factors. Consequently, forecasting future demand for our products can be challenging due to the many uncertainties that could impact expected dealer and consumer demand or create unanticipated production delays. If we are not able to forecast accurately and must change production levels quickly, our business may be adversely impacted. For instance, if we need to increase production of boats because we underestimated demand or suffered unanticipated production delays, our suppliers may not be able to deliver sufficient quantities of parts and components to match our increased production levels and we may not be able to recruit or maintain sufficient skilled labor to meet our increased production needs. As a result, our dealers may experience inventory shortages while we work to replenish inventory levels, resulting in missed sales and/or lost revenues. Alternatively, if we overestimate demand and our dealers reduce their inventories in response to weakness in retail demand, we could be required to reduce our production, resulting in lower

rates of absorption of fixed costs in our manufacturing and therefore lower margins. Additionally, if we overestimate demand, our dealers will incur additional costs as a result of increased promotional activities to sell their inventory.

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*Our financial results may be adversely affected by our third-party suppliers' increased costs or inability to adjust for our required production levels due to changing demand or global supply chain disruptions.*

We rely on a global supply chain of third parties to supply raw materials used in our manufacturing process, including resins, fiberglass, and vinyl, as well as parts and components. The prices for these raw materials, parts, and components fluctuate depending on market conditions and, in some instances, commodity prices or trade policies, including tariffs. Substantial increases in the prices of raw materials, parts, and components would increase our operating costs, and could reduce our profitability if we are unable to recoup the increased costs through higher product prices or improved operating efficiencies. For instance, during fiscal year 2024, we experienced rising prices for our suppliers, in part due to inflationary pressures and rising interest rates. Our profitability in recent years has been, and in the future may be, affected by significant fluctuations in the prices of the raw materials and commodities that we use in our products and in the cost of freight and shipping of source materials, commodities, and other component parts necessary to assemble our products.

Our ability to maintain production is dependent upon our suppliers delivering sufficient amounts of components, raw materials and parts on time to manufacture our products and meet our production schedules. Supply chain disruptions could occur for any number of factors, including facility closures due to labor disruptions, weather events, natural disasters, cyber intrusions, the occurrence of a contagious disease or illness, contractual or other disputes, unfavorable economic or industry conditions, political instability, global conflicts, delivery delays, performance problems, or financial difficulties of suppliers. These events could disrupt our suppliers' operations and lead to uncertainty in our supply chain or cause supply disruptions for us, which could, in turn, disrupt our operations. For example, we experienced supply chain disruptions from fiscal year 2020 through first half of fiscal 2023, related to numerous factors, including the COVID-19 pandemic, severe weather events, labor shortages, ongoing domestic logistical constraints, and West Coast port challenges.

Also, decisions by our suppliers to decrease production of their components or parts, production delays of such suppliers, work stoppages by the employees of such suppliers, or price increases could also have a material adverse effect on our ability to produce our products and ultimately, on our results of operations, financial condition, and cash flows. For example, in fiscal year 2020 we experienced interruption to our engine supply as a result of the United Auto Workers' strike against General Motors. During the UAW strike, General Motors suspended delivery of engine blocks to us and we incurred \$2.6 million in costs by entering into purchase agreements with two suppliers for additional engines to supplement our inventory of engine blocks for Malibu and Axis boats.

*For some of the components used in production, we depend on a small group of suppliers and the loss of any of these suppliers could affect our ability to obtain components timely or at competitive prices, which would decrease our results of operations, financial condition, and cash flows.*

In some instances, we purchase components, raw materials and parts that are ultimately derived from a single source or geographic area or a limited number of suppliers and we may therefore be at an increased risk for supply disruptions. It may be difficult to find a replacement supplier for a limited or sole source raw material, part, or component without significant delay or on commercially reasonable terms, and as a result, an exclusive supplier of a key component could potentially exert significant bargaining power over price, quality, warranty claims, or other terms. Some components used in our manufacturing processes, including engines, boat windshields, certain electrical components and gel coats are available from a sole supplier or a limited number of suppliers. We currently purchase engines from General Motors LLC, or General Motors, that we then prepare for marine use for certain Malibu, Axis and Cobalt boats. Our agreement with General Motors will continue through model year 2026. We purchase outboard engines from Yamaha Motor Corporation, U.S.A., or Yamaha, for a significant percentage of our Cobalt, Pursuit and Maverick Boats Group branded boats that are pre-rigged for outboard motors. Our agreement with Yamaha is scheduled to expire on June 30, 2027. We also purchase inboard engines from Volvo. We have agreements with Yamaha for the supply of outboard motors that expires on June 30, 2027. If we are required to replace General Motors, Yamaha or Volvo as an engine supplier for any reason, it could cause a decrease in boats available for sale or an increase in our cost of sales, either of which could adversely affect our business, financial condition and results of operations.

*Termination or interruption of informal supply arrangements could have a material adverse effect on our business or results of operations.*

Historically, we have not entered into long-term agreements with suppliers of our raw materials and components other than for our engines, outboard motors and inboard motors. Instead, we have informal supply arrangements with many of our suppliers of components, raw materials and parts. In the event of a termination of the supply arrangement, there can be no assurance that alternate supply arrangements will be made on satisfactory terms. If we need to enter into supply arrangements

on unsatisfactory terms, or if there are any delays to our supply arrangements, it could adversely affect our business and operating results.

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*Climatic events, including hurricanes, tornadoes, or other disruptions, may adversely impact our operations and financial condition, disrupt the business of our suppliers, and may not be adequately covered by insurance.*

Climatic events in the areas where we operate have caused, and future climatic events may cause, disruptions and in some cases delays or suspensions in our operations that may adversely impact our business. We rely on the continuous operation of our facilities in Tennessee, Florida, Kansas, California, and Australia. Any natural or environmental disaster to our facilities due to fire, flood, hurricanes, earthquake, or other severe climatic events could adversely affect our business, financial condition and results of operations. For example, we have plants located in regions of the United States, such as Florida and Kansas, that have been and may be exposed to extreme weather, such as tropical storms, hurricanes, and tornadoes. An increased frequency and/or severity of storms, hurricanes, or tornadoes could impair our ability to operate by severely damaging our facilities and restricting our ability to deliver products to our customers. The occurrence of any disruption at any of our facilities, even for a short period of time, may have an adverse effect on our productivity and profitability, during and after the period of the disruption, including by causing delays in receiving supplies from our vendors and creating logistical challenges for delivery of our product to our dealers and customers. These disruptions may also cause personal injury and loss of life, severe damage to or destruction of property and equipment and environmental damage. Although we maintain property, casualty and business interruption insurance of the types and in the amounts that we believe are customary for the industry, we are not fully insured against all potential natural disasters or other disruptions to our facilities.

*Our ability to meet our manufacturing workforce's needs is crucial to our results of operations and future sales and profitability.*

We rely on the existence of a sufficient available hourly workforce to manufacture our boats. We may not be able to attract and retain qualified employees to meet current or future manufacturing needs at a reasonable cost, or at all. For instance, even when there are high unemployment rates in the regions where we have manufacturing facilities, we have had difficulty retaining skilled employees and could experience such difficulties in the future. Although none of our employees are currently covered by collective bargaining agreements, there can be no assurance that our employees will not elect to be represented by labor unions in the future. Additionally, competition for qualified employees could require us to pay higher wages to attract a sufficient number of employees. Significant increases in manufacturing workforce costs could materially adversely affect our business, financial condition or results of operations.

*The nature of our business exposes us to workers' compensation claims and other workplace liabilities.*

Certain materials that we use require our employees to handle potentially hazardous or toxic substances. While our employees who handle these and other potentially hazardous or toxic materials receive specialized training and wear protective clothing, there is still a risk that they, or others, may be exposed to these substances. Exposure to these substances could result in significant injury to our employees and damage to our property or the property of others, including natural resource damage. Our personnel are also at risk for other workplace-related injuries. We have in the past been, and may in the future be, subject to fines, penalties, and other liabilities in connection with any such injury or damage. While we have implemented safety precautions at our facilities to mitigate contagious diseases, such as a pandemic, we may also be subject to possible lawsuits or regulatory actions or suffer from reputational risk if we experience spread in our workplace. We may be unable to maintain insurance for these potential liabilities on acceptable terms or such insurance may not provide adequate protection against potential liabilities.

*We are dependent on attracting and retaining key management employees and the transition to our new Chief Executive Officer will be critical to our success.*

Our success depends in significant part upon the continued service of our senior management and our continuing ability to attract, assimilate, and retain highly qualified and skilled managerial, product development, manufacturing, marketing and other personnel. The loss of services of any members of our senior management or key personnel or the inability to hire or retain qualified personnel in the future could adversely affect our business, financial condition, and results of operations. Management transition may also create uncertainty among employees, suppliers and customers or impact public or market perception, any of which could negatively impact our ability to operate effectively or execute on our strategies and result in an adverse impact on our business. In particular, our future success will depend, in part, on the effectiveness of the transition to our new Chief Executive Officer, Mr. Menneto, who will be critical in executing on and achieving our vision, strategic direction, culture and products.

*We have grown our business through acquisitions; however we may not be successful in completing future acquisitions or*

*integrating future acquisitions in a way that fully realizes their expected benefits to our business.*

A key part of our growth strategy, as shown by our acquisition of Maverick Boat Group in 2020, Pursuit in 2018, and Cobalt in 2017, has been to acquire other companies that expand our consumer base, enter new product categories or obtain

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other competitive advantages. We expect to continue to acquire companies as an element of our growth strategy; however, we may not be able to identify future acquisition candidates or strategic partners as part of our growth strategy that are suitable to our business, or we may not be able to obtain financing on satisfactory terms to complete such acquisitions.

Acquisitions include a number of risks, including our ability to project and evaluate market demand, realize potential synergies and cost savings, and make accurate accounting estimates, as well as diversion of management attention. Uncertainties exist in assessing the value, risks, profitability, and liabilities associated with certain companies or assets, negotiating acceptable terms, obtaining financing on acceptable terms, and receiving any necessary regulatory approvals. As we continue to grow, in part, through acquisitions, our success depends on our ability to anticipate and effectively manage these risks. Our failure to successfully do so could have a material adverse effect on our financial condition and results of operations. For example, we determined that our estimated fair value for the Maverick Boat Group reporting unit was less than its carrying value as of March 31, 2024 and we recognized an impairment charge of \$88.4 million for the three months ended March 31, 2024 related to our Maverick Boat Group reporting unit.

Further, our inability to successfully integrate future acquisitions within the intended time frames or at all could impede us from realizing all of the benefits of those acquisitions and could severely weaken our business operations. The integration process with any acquisition may disrupt our business and, if implemented ineffectively, may preclude realization of the full benefits expected by us and could harm our results of operations. In addition, the overall integration of the combining companies may result in unanticipated problems, expenses, liabilities and competitive responses and may cause our stock price to decline. Even if the operations of an acquisition are integrated successfully, we may not realize the full benefits of the acquisition, including the synergies, cost savings or growth opportunities that we expect.

*Our growth strategy may require us to secure significant additional capital, the amount of which will depend upon the size, timing, and structure of future acquisitions or vertical integrations and our working capital and general corporate needs.*

Our growth strategy includes the possible acquisition of other businesses and the potential integration of new product lines or related products to our boats, such as our initiatives to integrate the production of engines and trailers for our Malibu and Axis models, our Monsoon engines into some of our Cobalt models and our new Tooling Design Center. These actions may require us to secure significant additional capital through the borrowing of money or the issuance of equity. Any borrowings made to finance future strategic initiatives could make us more vulnerable to a downturn in our operating results, a downturn in economic conditions, or increases in interest rates on borrowings that are subject to interest rate fluctuations. If our cash flow from operations is insufficient to meet our debt service requirements, we could then be required to sell additional equity securities, refinance our obligations or dispose of assets in order to meet our debt service requirements. Adequate financing may not be available if and when we need it or may not be available on terms acceptable to us. The failure to obtain sufficient financing on favorable terms and conditions could have a material adverse effect on our growth prospects.

Further, we could choose to finance acquisitions or other strategic initiatives, in whole or in part through the issuance of our Class A Common Stock or securities convertible into or exercisable for our Class A Common Stock. If we do so, existing stockholders will experience dilution in the voting power of their Class A Common Stock and earnings per share could be negatively impacted. The extent to which we will be able and willing to use our Class A Common Stock for acquisitions and other strategic initiatives will depend on the market value of our Class A Common Stock and the willingness of potential third parties to accept our Class A Common Stock as full or partial consideration. Our inability to use our Class A Common Stock as consideration, to generate cash from operations, or to obtain additional funding through debt or equity financings in order to pursue our strategic initiatives could materially limit our growth.

*If we are unable to continue to enhance existing products and develop and market new or enhanced products that respond to customer needs and preferences, we may experience a decrease in demand for our products and our business could suffer.*

Market acceptance of our products depends on our technological innovation and our ability to implement technology in our boats. Our failure to introduce new technologies and product offerings that our customers desire could adversely affect our business, financial condition and results of operations. Also, we believe that we have been able to achieve higher margins in part as a result of the introduction of new features or enhancements to our existing boat models. If we fail to introduce new features or those we introduce fail to gain market acceptance, our margins may suffer.

In addition, some of our direct competitors and indirect competitors may have significantly more resources to develop and patent new technologies. Our competitors have developed and patented similar technologies and products that compete with ours. We cannot be certain that our products or technologies have not infringed or will not infringe on the proprietary rights of



others, including our competitors. They may assert these patents against us and we may be required to license these patents on unfavorable terms or cease using the technology covered by these patents, either of which would harm our competitive position and may materially adversely affect our business.

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*Our reliance upon patents, trademark laws and contractual provisions to protect our proprietary rights may not be sufficient to protect our intellectual property from others who may sell similar products and may lead to costly litigation. We have in the past, and may be in the future, party to lawsuits and other intellectual property rights claims that are expensive and time-consuming.*

We hold patents and trademarks relating to various aspects of our products and believe that proprietary technical know-how is important to our business. Proprietary rights relating to our products are protected from unauthorized use by third parties only to the extent that they are covered by valid and enforceable patents or trademarks or are maintained in confidence as trade secrets. We cannot be certain that we will be issued any patents from any pending or future patent applications owned by or licensed to us or that the claims allowed under any issued patents will be sufficiently broad to protect our technology. In the absence of enforceable patent or trademark protection, we may be vulnerable to competitors who attempt to copy our products, gain access to our trade secrets and know-how or diminish our brand through unauthorized use of our trademarks, all of which could adversely affect our business. Accordingly, we may need to engage in future litigation to enforce intellectual property rights, to protect trade secrets or to determine the validity and scope of proprietary rights of others.

We also rely on unpatented proprietary technology. It is possible that others will independently develop the same or similar technology or otherwise obtain access to our unpatented technology. To protect our trade secrets and other proprietary information, we require employees, consultants, advisors and collaborators to enter into confidentiality agreements. We cannot assure you that these agreements will provide meaningful protection for our trade secrets, know-how, or other proprietary information in the event of any unauthorized use, misappropriation, or disclosure of such trade secrets, know-how, or other proprietary information. If we are unable to maintain the proprietary nature of our technologies, we could be materially adversely affected.

In addition, others may initiate litigation or other proceedings to challenge the validity of our patents, or allege that we infringe their patents, or they may use their resources to design comparable products that do not infringe our patents. We may incur substantial costs if our competitors initiate litigation to challenge the validity of our patents, or allege that we infringe their patents, or if we initiate any proceedings to protect our proprietary rights. If the outcome of any litigation challenging our patents is unfavorable to us, our business, financial condition and results of operations could be adversely affected.

*We and the third parties with whom we work are subject to stringent and evolving U.S. and foreign laws, regulations, rules, and rules, contractual obligations, industry standards, policies and other obligations related to data privacy and security. Our (or the third parties with whom we work) actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation (including class claims) and mass arbitration demands; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales and other adverse business consequences.*

In the ordinary course of business, we collect, receive, store, process, generate, use, transfer, disclose, make accessible, protect, secure, dispose of, transmit, and share (collectively, process) personal data and other sensitive information, including proprietary and confidential business data, trade secrets, intellectual property, and sensitive third-party data (collectively, sensitive information).

Our data processing activities subject us to numerous data privacy and security obligations, such as laws, regulations, guidance, industry standards, external and internal privacy and security policies, contractual requirements, and other obligations relating to data privacy and security. In the United States, federal, state, and local governments have enacted numerous data privacy and security laws, including data breach notification laws, personal data privacy laws, consumer protection laws (e.g., Section 5 of the Federal Trade Commission Act), and other similar laws (e.g., wiretapping laws).

In the past few years, numerous U.S. states—including California, Virginia, Colorado, Connecticut, and Utah—have enacted comprehensive privacy laws that impose certain obligations on covered businesses, including providing specific disclosures in privacy notices and affording residents with certain rights concerning their personal data. As applicable, such rights may include the right to access, correct, or delete certain personal data, and to opt-out of certain data processing activities, such as targeted advertising, profiling, and automated decision-making. Certain states also impose stricter requirements for processing certain personal data, including sensitive information, such as conducting data privacy impact assessments. These state laws allow for statutory fines for noncompliance. For example, the California Consumer Privacy Act of 2018, (“CCPA”) applies to personal data of consumers, business representatives, and employees who are California residents, and requires businesses to provide specific disclosures in privacy notices and honor requests of such individuals to exercise certain privacy rights. The CCPA provides for fines of up to \$7,500 per intentional violation and allows private

litigants affected by certain data breaches to recover significant statutory damages. Similar laws are being considered in several other states, as well as at the federal and local levels, and we expect more states to pass similar laws in the future.

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Outside the United States, an increasing number of laws, regulations, and industry standards govern data privacy and security. For example, the European Union's General Data Protection Regulation ("EU GDPR"), the United Kingdom's GDPR ("UK GDPR") (collectively, "GDPR"), and Australia's Privacy Act impose strict requirements for processing personal data. For example, under the GDPR, companies may face temporary or definitive bans on data processing and other corrective actions; fines of up to 20 million Euros under the EU GDPR, 17.5 million pounds sterling under the UK GDPR or, in each case, 4% of annual global revenue, whichever is greater.

In the ordinary course of business, we may transfer personal data from Europe and other jurisdictions to the United States or other countries. Europe and other jurisdictions have enacted laws requiring data to be localized or limiting the transfer of personal data to other countries. In particular, the European Economic Area (EEA) and the United Kingdom (UK) have significantly restricted the transfer of personal data to the United States and other countries whose privacy laws it generally believes are inadequate. Other jurisdictions may adopt similarly stringent interpretations of their data localization and cross-border data transfer laws. Although there are currently various mechanisms that may be used to transfer personal data from the EEA and UK to the United States in compliance with law, such as the EEA standard contractual clauses, the UK's International Data Transfer Agreement / Addendum, and the EU-U.S. Data Privacy Framework and the UK extension thereto (which allows for transfers to relevant U.S.-based organizations who self-certify compliance and participate in the Framework), these mechanisms are subject to legal challenges, and there is no assurance that we can satisfy or rely on these measures to lawfully transfer personal data to the United States.

If there is no lawful manner for us to transfer personal data from the EEA, the UK or other jurisdictions to the United States, or if the requirements for a legally-compliant transfer are too onerous, we could face significant adverse consequences, including the interruption or degradation of our operations, the need to relocate part of or all of our business or data processing activities to other jurisdictions (such as Europe) at significant expense, increased exposure to regulatory actions, substantial fines and penalties, the inability to transfer data and work with partners, vendors and other third parties, and injunctions against our processing or transferring of personal data necessary to operate our business. Additionally, companies that transfer personal data out of the EEA and UK to other jurisdictions, particularly to the United States, are subject to increased scrutiny from regulators, individual litigants, and activist groups. Some European regulators have ordered certain companies to suspend or permanently cease certain transfers out of Europe for allegedly violating the GDPR's cross-border data transfer limitations.

Additionally, under various privacy laws and other obligations, we may be required to obtain certain consents to process personal data. For example, some of our data processing practices may be challenged under wiretapping laws, if we obtain consumer information from third parties through various methods, including chatbot and session replay providers, or via third-party marketing pixels. These practices may be subject to increased challenges by class action plaintiffs. Our inability or failure to obtain consent for these practices could result in adverse consequences, including class action litigation and mass arbitration demands.

In addition to data privacy and security laws, we are contractually subject to industry standards adopted by industry groups and, we are, or may become subject to such obligations in the future. For example, we are/may be subject to the Payment Card Industry Data Security Standard ("PCI DSS"). The PCI DSS requires companies to adopt certain measures to ensure the security of cardholder information, including using and maintaining firewalls, adopting proper password protections for certain devices and software, and restricting data access. Noncompliance with PCI-DSS can result in penalties ranging from \$5,000 to \$100,000 per month by credit card companies, litigation, damage to our reputation, and revenue losses.

We are also bound by contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful. We publish privacy policies, marketing materials and other statements, regarding data privacy and security. If these policies, materials or statements are found to be deficient, lacking in transparency, deceptive, unfair, or misrepresentative of our practices, we may be subject to investigation, enforcement actions by regulators or other adverse consequences.

Obligations related to data privacy and security (and consumers' data privacy expectations) are quickly changing, becoming increasingly stringent, and creating uncertainty. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or conflict among jurisdictions. We may at times fail (or be perceived to have failed) in our efforts to comply with our data privacy and security obligations. Moreover, despite our efforts, our personnel or third parties with whom we work may fail to comply with such obligations, which could negatively impact our business operations. If we or the third parties with whom we work fail, or are perceived to have failed, to address or comply with applicable data privacy and security obligations, we could face significant consequences, including but not limited to: government enforcement

actions (e.g., investigations, fines, penalties, audits, inspections, and similar); litigation (including class-action claims) and mass arbitration demands; additional reporting requirements and/or oversight; bans or restrictions on processing personal data; and orders to destroy or not use personal data.

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In particular, plaintiffs have become increasingly more active in bringing privacy-related claims against companies, including class claims and mass arbitration demands. Some of these claims allow for the recovery of statutory damages on a per violation basis, and, if viable, carry the potential for monumental statutory damages, depending on the volume of data and the number of violations. Any of these events could have a material adverse effect on our reputation, business, or financial condition, including but not limited to: loss of customers; interruptions or stoppages in our business operations; inability to process personal data or to operate in certain jurisdictions; limited ability to develop or commercialize our products; expenditure of time and resources to defend any claim or inquiry; adverse publicity; or changes to our business model or operations.

*If our information technology systems or those of third parties with whom we work or our data, are or were compromised, we could experience adverse consequences resulting from such compromise, including but not limited to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse consequences.*

In the ordinary course of our business, we and the third parties with whom we work, process sensitive information. Cyber-attacks, malicious internet-based activity, online and offline fraud, and other similar activities threaten the confidentiality, integrity, and availability of our sensitive information and information technology systems, and those of the third parties with whom we work. Such threats are prevalent and continue to rise, are increasingly difficult to detect, and come from a variety of sources, including traditional computer “hackers,” threat actors, “hacktivists,” organized criminal threat actors, personnel (such as through theft or misuse), sophisticated nation states, and nation-state-supported actors.

Some actors now engage and are expected to continue to engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we, the third parties with whom we work, and our customers, may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our products.

We and the third parties with whom we work are subject to a variety of evolving threats, including but not limited to social-engineering attacks (including through deep fakes, which may be increasingly more difficult to identify as fake, and phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks, credential stuffing attacks, credential harvesting, personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other information technology assets, adware, telecommunications failures, attacks enhanced or facilitated by AI, and other similar threats. In particular, severe ransomware attacks are becoming increasingly prevalent – particularly for companies like ours that are engaged in critical infrastructure or manufacturing – and can lead to significant interruptions in our operations, ability to provide our products, loss of sensitive information and income, reputational harm, and diversion of funds. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments.

It may be difficult and/or costly to detect, investigate, mitigate, contain, and remediate a security incident. Our efforts to do so may not be successful. Actions taken by us or the third parties with whom we work to detect, investigate, mitigate, contain, and remediate a security incident could result in outages, data losses, and disruptions of our business. Threat actors may also gain access to other networks and systems after a compromise of our networks and systems. Future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities’ systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program.

We rely on third parties to operate critical business systems to process sensitive information in a variety of contexts, including, without limitation, commercial transactions, customer interactions, manufacturing, branding, employee tracking, and other functions. We also rely on third parties to provide other products, services, parts, or otherwise to operate our business. Our ability to monitor these third parties’ information security practices is limited, and these third parties may not have adequate information security measures in place. If the third parties with whom we work experience a security incident or other interruption, we could experience adverse consequences. While we may be entitled to damages if the third parties with whom we work fail to satisfy their privacy or security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award. In addition, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties’ infrastructure in our supply chain or that of the third parties with whom we work have not

been compromised.

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While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We take steps designed to detect, mitigate, and remediate vulnerabilities in our information systems (such as our hardware and/or software, including that of third parties with whom we work). We may not, however, detect and remediate all such vulnerabilities including on a timely basis. Further, we may experience delays in deploying remedial measures and patches designed to address identified vulnerabilities. Vulnerabilities could be exploited and result in a security incident.

Any of the previously identified or similar threats could cause a security incident or other interruption that could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our sensitive information or our information technology systems, or those of the third parties with whom we work. A security incident or other interruption could disrupt our ability (and that of third parties with whom we work) to provide our products. Additionally, if we experience a security incident impacting the electronic components embedded into our products, such as the navigation or operating systems, this could prevent or cause customers to stop using our products, deter new customers from using our products, adversely affect the reputation of our business, or cause us to experience other similar harms.

We may expend significant resources or modify our business activities to try to protect against security incidents. Certain data privacy and security obligations may require us to implement and maintain specific security measures or industry-standard or reasonable security measures to protect our information technology systems and sensitive information. Applicable data privacy and security obligations may require us, or we may voluntarily choose, to notify relevant stakeholders, including affected individuals, customers, regulators, and investors, of security incidents, or to take other actions, such as providing credit monitoring and identity theft protection services. Such disclosures and related actions can be costly, and the disclosure or the failure to comply with such applicable requirements could lead to adverse consequences.

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

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

*Our operations and sales in international markets require significant management attention, expose us to difficulties presented by international economic, political, legal and business factors, and may not be successful or produce desired levels of sales and profitability.*

We currently sell our products throughout the world and we manufacture boats internationally in Australia. Several factors, including weakened international economic conditions and the strength of the U.S. dollar, could adversely affect our international operation and growth. Expansion in our existing international markets and entry into new international markets require significant management attention. Some of the countries in which we market and our distributors sell our products are, to some degree, subject to political, economic or social instability. Our international operations expose us and our representatives, agents and distributors to risks inherent in operating in foreign jurisdictions.

Doing business on a worldwide basis also requires us to comply with the laws and regulations of various foreign jurisdictions. These laws and regulations place restrictions on our operations, trade practices, partners and investment decisions. In particular our operations are subject to U.S. and foreign anti-corruption and trade control laws and regulations, such as the FCPA, export controls and economic sanctions programs, including those administered by the U.S. Treasury Department's Office of Foreign Assets Control, or the OFAC. As a result of doing business in foreign countries and with foreign partners, we are exposed to a heightened risk of violating anti-corruption and trade control laws and sanctions regulations.

*Actual or potential public health emergencies, epidemics, or pandemics, such as the COVID-19 pandemic, could have a material adverse effect on our business, results of operations, or financial condition.*



The impact of actual or potential public health emergencies, epidemics, or pandemics on us, our suppliers, dealers, and consumers, and the general economy could be wide-ranging and significant, depending on the nature of the issue, governmental actions taken in response, and the public reaction. The impact of such events could include employee illness, quarantines,

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cancellation of events and travel, business and school shutdowns, reduction in economic activity, widespread unemployment, and supply chain interruptions, which collectively could cause significant disruptions to global economies and financial markets.

In addition, these events could result in future significant volatility in demand, positively or negatively, for our products. Demand volatility may be caused by, among other things: the temporary inability of consumers to purchase our products due to illness, quarantine, or other travel restrictions; dealership closures due to illness or government restrictions; a reduction in boating activity as a result of governmental actions or self-quarantine measures; shifts in demand away from discretionary products; and reduced options for marketing and promotion of products. If such events occur over a prolonged period, they could increase our costs and difficulty of operating our business, including accurately planning and forecasting for our operations and inventory levels, which may adversely impact our results.

### ***Risks Related to Our Markets and the Recreational Powerboat Industry***

*Weak general economic conditions, particularly in the United States, can negatively impact our industry, demand for our products, and our business and results of operations.*

Demand for new recreational powerboats can be negatively influenced by weak economic conditions, low consumer confidence and high unemployment, especially in the United States, and by increased market volatility worldwide. In times of economic uncertainty and contraction, consumers tend to have less discretionary income and defer or avoid expenditures for discretionary items, such as boats. Sales of our products are highly sensitive to personal discretionary spending levels, and our success depends on general economic conditions and overall consumer confidence and personal income levels, especially in the United States and in the specific regional markets where we sell our products. Any deterioration in general economic conditions that diminishes consumer confidence or discretionary income is likely to reduce our sales and adversely affect our business, financial condition and results of operations.

In addition, fiscal and monetary policy could have a material adverse impact on worldwide economic conditions, the financial markets, and availability of credit and, consequently, may negatively affect our industry, businesses, and overall financial condition. Consumers often finance purchases of our boats, and as interest rates rise, as they have over the last few years, the cost of financing the purchase also increases. If credit conditions worsen, and adversely affect the ability of consumers to finance potential purchases at acceptable terms and interest rates, it could result in a decrease in sales or delay improvement in sales of our products.

*Our continued success is dependent on the positive perception of our brands, which, if impaired, could adversely affect our sales.*

We believe that our brands are significant contributors to the success of our business and that maintaining and enhancing our brands are important to expanding our consumer and dealer base. The value of our brands is based in large part on perceptions and opinions, and broad access to social media makes it easy for anyone to provide public feedback that can influence perceptions of our company. It may be difficult to control negative publicity, regardless of whether it is accurate. Negative incidents, such as quality and safety concerns, product recalls, severe incidents or injuries related to our products or actions, or statements or actions of our employees or dealers or the athletes associated with our products, could lead to tangible adverse effects on our business, including lost sales or employee retention and recruiting difficulties. Also, public concerns about the environmental impact of our products, or our environmental, social and governance practices generally, could result in diminished public perception of our brands. Government, media, or activist pressure to limit emissions could also negatively impact consumers' perceptions of our boats. Any decline in the public acceptance of our boats could negatively impact their sales or lead to changes in laws, rules and regulations that prevent access to certain locations or restrict use or manner of use in certain areas or during certain times, which could also negatively impact sales. If the popularity of the sports and activities for which we design, manufacture and sell our boats were to decrease as a result of these risks or any negative publicity, sales of our products could decrease, which could have an adverse effect on our net revenue, profitability and operating results.

*Our sales may be adversely impacted by the sale of boats previously held in inventory by our former dealer, Tommy's Boats.*

During fiscal year 2024, Tommy's Boats filed for bankruptcy protection and is in the process of liquidating its inventory. As of August 29, 2024, we believe fewer than 280 of our new model year 2023 and 2024 boats were in the inventory of Tommy's Boats, of which we repurchased 19 units totaling \$2.5 million that were subject to our repurchase agreement with M&T Bank. With respect to boats not subject to the repurchase agreement, the bankruptcy trustee has retained Gordon Brothers to sell the remaining inventory as part of liquidation sales that are ongoing. We have been in discussions with the trustee

regarding the inventory being liquidated. If the boats previously held by Tommy's Boats are sold at prices significantly below market value or in a manner that creates excess supply in a short period of time, it could have an adverse impact on our brands and create a downward pressure on our selling prices.

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*Our sales may be adversely impacted by increased consumer preference for used boats, electric boats, alternative fuel-powered boats, or the supply of new boats by competitors in excess of demand.*

In the past, and during this recent economic cycle, we have observed a shift in consumer demand toward purchasing more used boats during economic downturns, primarily because prices for used boats are typically lower than retail prices for new boats. If consumer demand shifts toward purchasing more used boats, it could have the effect of reducing demand among retail purchasers for our new boats. Also, while we have taken steps designed to balance production volumes for our boats with demand, our competitors could choose to reduce the price of their products, which could have the effect of reducing demand for our new boats. In addition, a shift from traditional fuel-powered boats to electric boats, alternative fuel-powered boats, or other technologies could reduce demand for our boats. Reduced demand for new boats could lead to reduced sales by us, which could adversely affect our business, results of operations or financial condition.

*An increase in energy and fuel costs may adversely affect our business, financial condition and results of operations.*

Prices for crude oil, natural gas and other energy supplies have been increasing and have been subject to high volatility, including as a result of geopolitical factors or otherwise. Further, the global clean energy movement may also reduce the availability of fossil fuels, which may in turn cause increases to energy costs. Higher energy costs result in increases in operating expenses at our manufacturing facilities and in the expense of shipping products to our dealers. In addition, increases in energy costs may adversely affect the pricing and availability of petroleum based raw materials, such as resins and foams, that are used in our products. Higher fuel prices may also have an adverse effect on demand for our boats, as they increase the operating costs associated with boat ownership and possibly affect product use.

*Retail demand for our boats is seasonal and unfavorable weather conditions just before and during spring and summer can have a negative effect on our revenues.*

Adverse weather conditions in any year in any particular geographic region may adversely affect sales in that region, especially during the peak boating season. Sales of our products are generally stronger just before and during spring and summer, which represent the peak boating months in most of our markets, and favorable weather during these months generally has a positive effect on consumer demand. Conversely, unseasonably cool weather, excessive rainfall, reduced rainfall levels, or drought conditions during these periods may close area boating locations or render boating dangerous or inconvenient, thereby generally reducing consumer demand for our products. Our annual results would be materially and adversely affected if our net sales were to fall below expected seasonal levels during these periods. We may also experience more pronounced seasonal fluctuation in net sales in the future as we continue to expand our businesses. Additionally, to the extent that unfavorable weather conditions are exacerbated by global climate change or otherwise, our sales may be affected to a greater degree than we have previously experienced. There can be no assurance that weather conditions will not have a material effect on the sales of any of our products.

*Our industry is characterized by intense competition, which affects our sales and profits.*

The recreational powerboat industry, and in particular the performance sport boat category, is highly competitive for consumers and dealers. Competition affects our ability to succeed in the markets we currently serve, including the saltwater outboard fishing boat market that we entered with our acquisitions of Pursuit and Maverick Boat Group, and new markets that we may enter in the future. Competition is based primarily on brand name, price, product selection and product performance. We compete with several large manufacturers that may have greater financial, marketing and other resources than we do and who are represented by dealers in the markets in which we now operate and into which we plan to expand. We also compete with a variety of small, independent manufacturers. We cannot assure you that we will not face greater competition from existing large or small manufacturers or that we will be able to compete successfully with new competitors. Our failure to compete effectively with our current and future competitors would adversely affect our business, financial condition and results of operations.

*We compete with a variety of other activities for consumers' scarce leisure time.*

Our boats are used for recreational and sport purposes, and demand for our boats may be adversely affected by competition from other activities that occupy consumers' leisure time and by changes in consumer life style, usage pattern or taste. Similarly, an overall decrease in consumer leisure time may reduce consumers' willingness to purchase and enjoy our products.

*Changes in currency exchange rates can adversely affect our results.*

A portion of our sales are denominated in a currency other than the U.S. dollar. Consequently, a strong U.S. dollar may adversely affect reported revenues and, with the recent strengthening of the U.S. dollar, we have experienced a corresponding negative impact on our financial results with respect to our foreign operations. We also maintain a portion of our manufacturing

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operations in Australia which partially mitigates the impact of a strengthening U.S. dollar in that country. A portion of our selling, general and administrative costs are transacted in Australian dollars as a result. We also sell U.S. manufactured products into certain international markets in U.S. dollars, including the sale of products into Canada, Europe and Latin America. Demand for our products in these markets may also be adversely affected by a strengthening U.S. dollar. We do not currently use hedging or other derivative instruments to mitigate our foreign currency risks.

*Inflation and rising interest rates could adversely affect our financial results.*

The market prices of certain materials and components used in manufacturing our products, especially resins that are made with hydrocarbon, feedstocks, copper, aluminum and stainless steel, can be volatile. Inflation has recently had an adverse impact on our business, particularly related to wages and increases in the cost of raw materials and transportation, and may continue to have, an adverse impact on our business, financial condition, and results of operations.

In addition, new boat buyers often finance their purchases. During the past year, inflation, along with rising interest rates, has translated into an increased cost of boat ownership. Should inflation and increased interest rates continue or increase, prospective consumers may choose to forego or delay their purchases or buy a less expensive boat in the event credit is not available to finance their boat purchases.

### ***Risks Related to our Dealers***

*We depend on our network of independent dealers, face increasing competition for dealers and have little control over their activities.*

Substantially all of our sales are derived from our network of independent dealers. Maintaining a reliable network of dealers is essential to our success. Our agreements with dealers in our network typically provide for one-year terms, although some agreements have longer terms. Our top ten dealers represented 40.4%, 41.1% and 39.9% of our net sales for fiscal year 2024, 2023 and 2022, respectively. Sales to our dealers under common control of OneWater Marine, Inc. represented approximately 23.7%, 17.2% and 16.8% of consolidated net sales in fiscal years 2024, 2023 and 2022, respectively. Sales to our former dealers under common control of Tommy's Boats represented approximately 2.4%, 10.7% and 9.4% of our consolidated net sales in the fiscal years ended June 30, 2024, 2023 and 2022 respectively, including 6.7%, 0.0% and 0.5% of our consolidated sales in fiscal year 2024 for Malibu, Saltwater Fishing and Cobalt, respectively. During fiscal year 2024, we informed Tommy's Boats that we would not be renewing any of their agreements that had expired as of June 30, 2023 and we terminated the two agreements in Texas that had not expired. Tommy's subsequently filed for bankruptcy protection and is in the process of liquidating its inventory. We have since entered into dealer agreements with other dealers in 14 of the 15 markets previously served by Tommy's Boats. The loss of additional significant dealers or a significant number of other dealers could have a material adverse effect on our financial condition and results of operations.

The number of dealers supporting our products and the quality of their marketing and servicing efforts are essential to our ability to generate sales. Competition for dealers among recreational powerboat manufacturers continues to increase based on the quality, price, value and availability of the manufacturers' products, the manufacturers' attention to customer service and the marketing support that the manufacturer provides to the dealers. We face competition from other manufacturers in attracting and retaining independent boat dealers. In addition, independent dealers in the recreational powerboat industry have experienced significant consolidation in recent years, which could result in the loss of one or more of our dealers in the future if the surviving entity in any such consolidation purchases similar products from a competitor. A significant deterioration in the number or effectiveness of our dealers could have a material adverse effect on our business, financial condition and results of operations.

*Our success depends, in part, upon the financial health of our dealers and their continued access to financing.*

Because we sell nearly all of our products through dealers, the financial health of our dealers is critical to our success. Our business, financial condition and results of operations may be adversely affected if the financial health of the dealers that sell our products suffers. Their financial health may suffer for a variety of reasons, including a downturn in general economic conditions, rising interest rates, higher rents, increased labor costs and taxes, compliance with regulations and personal financial issues. During fiscal year 2024, we informed one of our former dealers, Tommy's Boats, that we would not be renewing any of their agreements that had expired as of June 30, 2023 and we terminated two agreements in Texas that had not expired. Tommy's subsequently filed for bankruptcy protection and is in the process of liquidating its inventory. As of August 29, 2024, we believe fewer than 280 of our new model year 2023 and 2024 boats remain in the inventory of Tommy's Boats. Pursuant to

an order of the bankruptcy court and our repurchase agreement with M&T Bank, we repurchased 19 new model year 2024 from Tommy's Boats. With respect to boats not subject to the repurchase agreement, the bankruptcy trustee has retained Gordon Brothers to sell the remaining inventory as part of liquidation sales that are ongoing. We have been in discussions with the trustee regarding the inventory being liquidated. If the boats previously held by Tommy's Boats are sold at prices significantly

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below market value or in a manner that creates excess supply in a short period of time, it could have an adverse impact on our brands and create a downward pressure on our selling prices.

Our dealers require adequate liquidity to finance their operations, including purchases of our boats. Dealers are subject to numerous risks and uncertainties that could unfavorably affect their liquidity positions, including, among other things, continued access to adequate financing sources on a timely basis on reasonable terms. These sources of financing are vital to our ability to sell products to our dealers through our distribution network. Access to floor plan financing generally facilitates our dealers' ability to purchase boats from us, and their financed purchases reduce our working capital requirements. If floor plan financing were not available to our dealers, our sales and our working capital levels would be adversely affected as dealers may shift the timing of certain purchases and otherwise reduce the total number of boats that they purchase during any given period. In addition, rising interest rates could also incentivize dealers to reduce their inventory levels in order to reduce their interest exposure, which may further adversely impact the sales of our boats and our results of operations.

*We may be required to repurchase inventory of certain dealers.*

Many of our dealers have floor plan financing arrangements with third-party finance companies that facilitate the dealers purchasing our products. In connection with such floor plan financing agreements, in certain instances we agree to repurchase our products from the third-party finance company. Generally, this obligation is triggered if a dealer defaults on its debt obligations to a finance company, the finance company repossesses the boat and the boat is returned to us. In addition, applicable laws regulating dealer relations may also require us to repurchase our products from our dealers under certain circumstances. In such circumstances, we may not have any control over the timing or amount of any repurchase obligation nor have access to capital on terms acceptable to us to satisfy any repurchase obligation. If we are required to repurchase a significant number of units under any repurchase agreement or under applicable dealer laws, it could have an adverse impact on our business, operating results, financial condition and cash flows. Since fiscal year 2020, we have repurchased a total of 36 units from lenders to former dealers and those units were subsequently resold above their cost and at a minimal margin loss. This number includes 19 boats we repurchased pursuant to our repurchase agreement with M&T Bank related to the bankruptcy of our former dealer, Tommy's Boats.

Future declines in marine industry demand could cause an increase in repurchase activity or could require us to incur losses in excess of established reserves. In addition, our cash flow and loss experience could be adversely affected if repurchased inventory is not successfully distributed to other dealers in a timely manner, or if the recovery rate on the resale of the product declines. The finance companies could require changes in repurchase terms that would result in an increase in our contractual obligations.

### ***Risks Related to Litigation and our Regulatory, Accounting and Tax Environment***

*The nature of our business exposes us to risks associated with litigation, investigation and regulatory proceedings and a significant adverse determination with respect to any material claim against us could adversely affect our operating results or financial condition.*

We currently are facing, and will likely continue to face, legal, administrative and regulatory proceedings, claims, demands and/or investigations relating to dealer or consumer matters, shareholder matters and/or other matters relating to our business. Litigation and regulatory proceedings are inherently uncertain, and adverse rulings could occur, including monetary damages or fines, or an injunction stopping us from manufacturing or selling certain products, engaging in certain business practices, or requiring other remedies.

We are currently defending against a securities class action lawsuit. The class action complaint alleges violations of the Securities Exchange Act of 1934, as amended, in connection with allegedly false and misleading statements made by us related to our business, operations and prospects during the period from November 4, 2022 through April 11, 2024. The complaint alleges, among other things, that we violated Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 by not disclosing alleged material adverse facts related to our inventory and relationship with one of our former dealers, Tommy's Boats, and accordingly, that any positive statements made during the class period about our business, operations, and prospects were materially misleading and/or lacked a reasonable basis. Prior to the filing of the securities class action lawsuit, one of our former dealers, Tommy's Boats, filed a claim alleging that Malibu Boats, Inc. and Malibu Boats, LLC breached obligations under dealership agreements with Tommy's Boats, quantum meruit, unjust enrichment, promissory estoppel and intentional and negligent misrepresentations relating to the parties' commercial relationship. Tommy's Boats is seeking monetary damages. On July 3, 2024, the trustee appointed in the chapter 11 bankruptcy cases for Tommy's Boats voluntarily dismissed the claims filed



by Tommy's Boats without prejudice. In addition, pursuant to an order of the bankruptcy court, we have agreed to cooperate in good faith to mediate with the Chapter 11 trustee. On August 16, 2024, Matthew Borisch, the principal owner of Tommy's Boats, filed a complaint against Malibu Boats, Inc., Malibu Boats, LLC, and Jack Springer in the United States District Court

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for the Eastern District of Tennessee alleging similar allegations to those of the dismissed complaint against Malibu Boats, Inc. and Malibu Boats, LLC filed by Tommy's Boats.

The manufacture and sale of boats also exposes us to significant risks associated with product liability, economic loss, and other claims. If our products are found to be defective or used incorrectly by our customers, bodily injury, property damage or other injury, including death, may result and this could give rise to additional product liability or economic loss claims against us and adversely affect our brand image or reputation. During fiscal year 2023, we settled certain product liability matters for \$100.0 million after a jury found that our subsidiary, Malibu Boats, LLC, and another entity that was the manufacturer of the boat at issue, Malibu Boats West, Inc., negligently failed to warn of a hazard posed by the boat and that such failure was a proximate cause of the death of a passenger in the boat. Malibu Boats West, Inc. is not, and has never been, a subsidiary of ours but was a separate legal entity whose assets were purchased by Malibu Boats, LLC in 2006. See Note 17 of our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information. We are also currently defending a customer class action lawsuit. The class action complaint alleges violations of the Magnusson-Moss Warranty Act, breach of express and implied warranties, and violation of California's Consumer Legal Remedies Act based on guidance issued to customers of certain older model boats related to riding in the bow area of those boats. We continue to defend against the class action claims.

We maintain product and general liability insurance policies, including excess insurance coverage for product liability claims. However, we are not fully insured against all potential claims and we may experience legal claims in excess of our insurance coverage or claims that are not covered by insurance, either of which could adversely affect our business, financial condition and results of operations. Any losses that we may suffer from any such claims, including any unanticipated adverse determination of a material product liability claim or other material claim (particularly an uninsured matter), could materially and adversely affect our financial condition, and the effect that any such liability may have upon the reputation and marketability of our products may have a negative impact on our business and operating results. We have in the past, and may be required in the future, to pay significant amounts to settle litigation and regulatory proceedings and, regardless of the outcome, litigation and regulatory proceedings can be costly, time-consuming and disruptive to our business and operations.

*An impairment in the carrying value of goodwill, trade names, and other long-lived assets could negatively affect our consolidated results of operations and net worth.*

Goodwill and indefinite-lived intangible assets, such as our trade names, are recorded at fair value at the time of acquisition and are not amortized, but are reviewed for impairment at least annually or more frequently if impairment indicators arise. In evaluating the potential for impairment of goodwill and trade names, we make assumptions regarding future operating performance, business trends, and market and economic conditions. Such analyses further require us to make certain assumptions about sales, operating margins, growth rates, and discount rates. Uncertainties are inherent in evaluating and applying these factors to the assessment of goodwill and trade name recoverability. We could be required to evaluate the recoverability of goodwill or trade names prior to the annual assessment if we experience business disruptions, unexpected significant declines in operating results, a divestiture of a significant component of our business, or declines in market capitalization.

We recognized an impairment charge of \$88.4 million for the three months ended March 31, 2024 related to our Maverick Boat Group reporting unit. We determined certain indicators of potential impairment existed with respect to our Maverick Boat Group reporting unit during the three months ended March 31, 2024, warranting an interim impairment assessment of goodwill as of March 31, 2024. These indicators included a decline in the fiscal year 2024 and fiscal year 2025 forecasts, in the outlook for sales and operating performance relative to our business plan and a deterioration in general macroeconomic conditions, including rising interest rates and inflationary pressures on labor and supply costs. As a result of these macroeconomic factors, specifically a decline in the fiscal year 2024 and fiscal year 2025 forecast, we performed a goodwill impairment analysis as of March 31, 2024 and based on such analysis, we determined an impairment charge was appropriate.

We continually evaluate whether events or circumstances have occurred that indicate the remaining estimated useful lives of our definite-lived intangible assets and other long-lived assets may warrant revision or whether the remaining balance of such assets may not be recoverable. We use an estimate of the related undiscounted cash flow over the remaining life of the asset in measuring whether the asset is recoverable. As of June 30, 2024, the balance of total goodwill and indefinite-lived intangible assets was \$130.4 million, which represents approximately 17.6% of total assets. If the future operating performance of either the Company or individual operating segments is not sufficient, we could be required to record non-cash impairment charges. Impairment charges could substantially affect our reported earnings in the periods such charges are recorded. In addition,

impairment charges could indicate a reduction in business value which could limit our ability to obtain adequate financing in the future.

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*Significant product repair and/or replacement costs due to product warranty claims or product recalls could have a material adverse impact on our results of operations.*

We provide limited warranties for our boats. Although we employ quality control procedures, sometimes a product is distributed that needs repair or replacement. Our standard warranties require us, through our dealer network, to repair or replace defective products during such warranty periods. In addition, if any of our products are, or are alleged to be, defective, we may be required to participate in a recall of that product if the defect or alleged defect relates to safety. For example, in fiscal year 2019 we announced a recall on fuel pumps supplied to us by a third-party vendor and used in certain Malibu and Axis boats. While this recall did not have a material impact on our business, the repair and replacement costs we could incur in connection with a recall could materially and adversely affect our business and could cause consumers to question the safety or reliability of our products.

*Changes to U.S. trade policy, tariffs, and import/export regulations may have a material adverse effect on our business, financial condition, and results of operations.*

Changes in laws and policies governing foreign trade could adversely affect our business and trigger retaliatory actions by affected countries. There is significant uncertainty with respect to future trade regulations, including the imposition by the U.S. of tariffs and penalties on products manufactured outside the U.S., and with respect to existing international trade agreements. The institution of global trade tariffs, trade sanctions, new or onerous trade restrictions, embargoes and other stringent government controls have the potential to adversely impact the U.S. economy, our industry, our suppliers, and global demand for our products and, as a result, could have a material adverse effect on our business, financial condition, and results of operations.

*We must comply with environmental laws and regulations as a boat manufacturer that could increase the costs of our products and reduce consumer demand.*

As with boat construction in general, our manufacturing processes involve the use, handling, storage and contracting for recycling or disposal of hazardous substances and wastes. The failure to manage or dispose of such hazardous substances and wastes properly could expose us to material liability or fines, including liability for personal injury or property damage due to exposure to hazardous substances, damages to natural resources, or for the investigation and remediation of environmental conditions. Under certain environmental laws, we may be liable for remediation of contamination at sites where our hazardous wastes have been disposed or at our current or former facilities, regardless of whether such facilities are owned or leased or whether we caused the condition of contamination. We have not been notified of and are otherwise currently not aware of any contamination at our current or former facilities, or at any other location, for which we could have any material liability under environmental laws or regulations, and we currently are not undertaking any remediation or investigation activities in connection with any contamination. Also, the components in our boats may become subject to more stringent environmental regulations. For example, boat engines and other emission producing components may become subject to more stringent emissions standards, which could increase the cost of our engines, components and products, which, in turn, may reduce consumer demand for our products.

Our customers use our boats for recreational water and fishing activities. Environmental regulations, permitting and zoning requirements and other commercial policies and practices that limit access to water, including availability of slip locations and/or the ability to transfer boats among different waterways, access to fisheries, or the ability to fish in some areas could negatively affect demand for our boats. Future licensing requirements, including any licenses imposed on recreational boating, may also deter potential customers, thereby reducing our sales. Furthermore, regulations allowing the sale of fuel containing higher levels of ethanol for automobiles, which is not appropriate or intended for use in marine engines, may nonetheless result in increased warranty, service costs, customer dissatisfaction with products, and other claims against us if boaters mistakenly use this fuel in marine engines, causing damage to and the degradation of components in their marine engines.

*In addition to environmental regulations, we must also comply with product safety, workforce and other laws and regulations that may increase our costs and could result in harm to our reputation if we fail to comply with such regulations.*

We are subject to federal, state, local, and foreign laws and regulations, including product safety, workforce, and other regulations. For instance, we are subject to laws governing our relationships with employees, including, but not limited to, employment obligations such as employee wage, hour, and benefits issues. The Occupational Safety and Health Administration (OSHA) also imposes standards of conduct for and regulates workplace safety, including physical safety and limits on the amount of emissions to which an employee may be exposed without the need for respiratory protection or upgraded plant

ventilation. Our facilities are also regularly inspected by OSHA and by state and local inspection agencies and departments.

Further, in October 2023, California passed climate disclosure laws that, among other requirements, will require public and private companies that do business in California with total annual revenues exceeding certain thresholds to make disclosures

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including GHG emission data and climate-related financial risks. The implementing regulations for the law have not yet been drafted and the requirements are currently set to begin taking effect in 2026, with additional requirements phasing in through 2030. While we are still assessing the impact of these requirements, additional reporting obligations could cause us to incur increased costs.

Any of these laws, rules, or regulations may cause us to incur significant expenses to achieve or maintain compliance, require us to modify our products, or modify our approach to our workforce, adversely affecting the price of or demand for some of our products, and ultimately affect the way we conduct our operations. Failure to comply with any of these laws, rules, or regulations could result in harm to our reputation and/or could lead to fines and other penalties, including restrictions on the importation of our products into, and the sale of our products in, one or more jurisdictions until compliance is achieved. In addition, legal requirements are constantly evolving, and changes in laws, regulations or policies, or changes in interpretations of the foregoing, could result in compliance shortfalls, require additional product development investment, increase consumer pricing, and increase our costs or create liabilities where none exists today.

### ***Risks Related to our Capital Structure***

*The only material asset of Malibu Boats, Inc. is our interest in the LLC, and therefore Malibu Boats, Inc. is dependent upon distributions from the LLC for any cash obligations of Malibu Boats, Inc.*

Malibu Boats, Inc. is a holding company and has no material assets other than its ownership of LLC Units in the LLC. Malibu Boats, Inc. has no independent means of generating revenue. We intend to cause the LLC to make distributions to its unit holders in an amount sufficient to cover all applicable taxes at assumed tax rates and payments under the tax receivable agreement. To the extent that Malibu Boats, Inc. need funds, and the LLC is restricted from making such distributions under applicable law or regulation or under the terms of its financing arrangements, or is otherwise unable to provide such funds, it could materially adversely affect our liquidity and financial condition. For example, our credit agreement generally prohibits the LLC, Malibu Boats, LLC, Malibu Australian Acquisition Corp., Cobalt Boats, LLC, PB Holdco, LLC, MBG Holdco, Inc. and Maverick Boat Group, Inc. from paying dividends or making distributions to Malibu Boats, Inc. However, our credit agreement permits (i) distributions to members of the LLC, including Malibu Boats, Inc., based on the member's allocated taxable income, (ii) distributions to fund payments that are required under the our tax receivable agreement, (iii) purchases of stock or stock options of the LLC from former officers, directors or employees of loan parties under the credit agreement or payments pursuant to stock option and other benefit plans up to \$5.0 million in any fiscal year, and (iv) repurchases of the outstanding stock and LLC units of Malibu Boats, Inc.. In addition, the LLC may make dividends and distributions, subject to compliance with other financial covenants.

*The credit agreement governing our revolving credit facility contains restrictive covenants which may limit our operating flexibility and may impair our ability to access sufficient capital to operate our business.*

We rely on our revolving credit facility to provide us with adequate liquidity to operate our business. The credit agreement governing our revolving credit facility contains restrictive covenants regarding indebtedness, liens, fundamental changes, investments, share repurchases, dividends and distributions, disposition of assets, transactions with affiliates, negative pledges, hedging transactions, certain prepayments of indebtedness, accounting changes and governmental regulation. The credit agreement also requires compliance with financial covenants consisting of a minimum ratio of EBITDA to interest expense and a maximum ratio of total debt to EBITDA. We have the option to request that lenders increase the amount available under the revolving credit facility by, or obtain incremental term loans of, up to \$200.0 million, subject to the terms of the credit agreement and only if existing or new lenders choose to provide additional term or revolving commitments. Any incremental revolving commitments or term loan facility established under the credit agreement will also be subject to these same covenants and restrictions.

These covenants may affect our ability to operate and finance our business as we deem appropriate. Violation of these covenants could constitute an event of default under the credit agreement governing our revolving credit facility. If there were an event of default under the credit agreement, our lenders could reduce or terminate our access to amounts under our credit facilities or declare all of the indebtedness outstanding under our revolving credit facility immediately due and payable. We may not have sufficient funds available, or we may not have access to sufficient capital from other sources, to continue funding our operations or to repay any accelerated debt. Even if we could obtain additional financing, the terms of the financing may not be favorable to us. In addition, substantially all of our assets are subject to liens securing our revolving credit facility. If amounts outstanding under the revolving credit facility were accelerated, our lenders could foreclose on these liens and we could lose substantially all of our assets. Any event of default under the credit agreement governing our revolving credit facility could

have a material adverse effect on our business, financial condition and results of operations.

*Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.*

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Borrowings under our revolving credit facility are at variable rates of interest and expose us to interest rate risk. During the past year, interest rates have been increasing, which results in increased debt service obligations under our revolving credit facility even if our amount borrowed remains the same. Borrowings under our revolving credit facility bear interest at a variable rate equal to either, at our option, (i) the highest of the prime rate, the Federal Funds Rate plus 0.5%, or one-month Term SOFR plus 1% (the “Base Rate”) or (ii) SOFR, in each case plus an applicable margin ranging from 1.25% to 2.00% with respect to SOFR borrowings and 0.25% to 1.00% with respect to Base Rate borrowings. The applicable margin will be based upon the consolidated leverage ratio of the LLC and its subsidiaries.

As of August 26, 2024, we had \$28.0 million outstanding under our revolving credit facility. If the rate used to calculate interest on our outstanding floating rate debt under our revolving credit facility Credit Agreement were to increase by 1.0%, we would expect to incur additional interest expense on such indebtedness as of August 26, 2024 of approximately \$0.3 million on an annualized basis.

*We will be required to pay the pre-IPO owners (or any permitted assignee) for certain tax benefits pursuant to our tax receivable agreement with them, and the amounts we may pay could be significant.*

We entered into a tax receivable agreement with the pre-IPO owners (or their permitted assignees) that provides for the payment by us to the pre-IPO owners (or any permitted assignee) of 85% of the tax benefits, if any, that we are deemed to realize as a result of (1) the increases in tax basis resulting from our purchases or exchanges of LLC Units and (2) certain other tax benefits related to our entering into the tax receivable agreement, including tax benefits attributable to payments under the tax receivable agreement. These payment obligations are the obligations of Malibu Boats, Inc. and not of the LLC. For purposes of the agreement, the benefit deemed realized by Malibu Boats, Inc. will be computed by comparing its actual income tax liability (calculated with certain assumptions) to the amount of such taxes that it would have been required to pay had there been no increase to the tax basis of the assets of the LLC as a result of the purchases or exchanges, and had we not entered into the tax receivable agreement.

Estimating the amount of payments that may be made under the tax receivable agreement is by its nature imprecise, insofar as the calculation of amounts payable depends on a variety of factors. The actual increase in tax basis, as well as the amount and timing of any payments under the agreement, will vary depending upon a number of factors, including:

- the timing of purchases or exchanges - for instance, the increase in any tax deductions will vary depending on the fair value, which may fluctuate over time, of the depreciable or amortizable assets of the LLC at the time of each purchase or exchange;
- the price of shares of our Class A Common Stock at the time of the purchase or exchange - the increase in any tax deductions, as well as the tax basis increase in other assets, of the LLC is directly related to the price of shares of our Class A Common Stock at the time of the purchase or exchange;
- the extent to which such purchases or exchanges are taxable - if an exchange or purchase is not taxable for any reason, increased deductions will not be available; and
- the amount and timing of our income - Malibu Boats, Inc. will be required to pay 85% of the deemed benefits as and when deemed realized. If we do not have taxable income, we generally will not be required (absent a change of control or other circumstances requiring an early termination payment) to make payments under the tax receivable agreement for that taxable year because no benefit will have been realized. However, any tax benefits that do not result in realized benefits in a given tax year will likely generate tax attributes that may be utilized to generate benefits in previous or future tax years. The utilization of such tax attributes will result in payments under the tax receivable agreement.

We expect that the payments that Malibu Boats, Inc. may make under the tax receivable agreement may be substantial. Assuming no material changes in the relevant tax law, and that we earn sufficient taxable income to realize all tax benefits that are subject to the agreement, we expect that future payments under the tax receivable agreement relating to the purchases by Malibu Boats, Inc. of LLC Units will be approximately \$40.6 million over the next sixteen (16) years. Future payments to pre-IPO owners (or their permitted assignees) in respect of subsequent exchanges or purchases would be in addition to these amounts and are expected to be substantial. The foregoing numbers are estimates and the actual payments could differ materially. It is possible that future transactions or events, such as changes in tax legislation, could increase or decrease the actual tax benefits realized and the corresponding tax receivable agreement payments.



Further, there may be a material negative effect on our liquidity if distributions to Malibu Boats, Inc. by the LLC are not sufficient to permit Malibu Boats, Inc. to make payments under the tax receivable agreement after it has paid taxes. For example, Malibu Boats, Inc. may have an obligation to make tax receivable agreement payments for a certain amount while receiving distributions from the LLC in a lesser amount, which would negatively affect our liquidity. The payments under the

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tax receivable agreement are not conditioned upon the pre-IPO owners' (or any permitted assignees') continued ownership of us.

Malibu Boats, Inc. is required to make a good faith effort to ensure that it has sufficient cash available to make any required payments under the tax receivable agreement. The limited liability company agreement of the LLC requires the LLC to make "tax distributions" which, in the ordinary course, will be sufficient to pay the actual tax liability of Malibu Boats, Inc. and to fund required payments under the tax receivable agreement. If for any reason the LLC is not able to make a tax distribution in an amount that is sufficient to make any required payment under the tax receivable agreement or we otherwise lack sufficient funds, interest would accrue on any unpaid amounts at LIBOR, plus 500 basis points until they are paid. Although LIBOR was discontinued after June 30, 2023, our tax receivable agreement does not provide for an alternative reference rate to LIBOR. Therefore, pursuant to the Adjustable Interest Rate (LIBOR) Act (the "LIBOR Act"), 12 U.S.C. §§ 5801-5807, and the regulations promulgated to carry out the LIBOR Act, 12 C.F.R. Part 253, on July 1, 2023 we believe LIBOR with respect to the tax receivables agreement was automatically replaced by operation of law with the SOFR plus a spread adjustment. We do not currently anticipate failing to pay any amounts owed under our tax receivable agreement.

*In certain cases, payments under the tax receivable agreement to the pre-IPO owners (or any permitted assignees) of LLC Units may be accelerated or significantly exceed the actual benefits we realize in respect of the tax attributes subject to the tax receivable agreement.*

The tax receivable agreement provides that, in the event that we exercise our right to early termination of the tax receivable agreement, or in the event of a change in control or a material breach by us of our obligations under the tax receivable agreement, the tax receivable agreement will terminate, and Malibu Boats, Inc. will be required to make a lump-sum payment equal to the present value of all forecasted future payments that would have otherwise been made under the tax receivable agreement, which lump-sum payment would be based on certain assumptions, including those relating to our future taxable income. The change in control payment and termination payments to the pre-IPO owners (or any permitted assignees) could be substantial and could exceed the actual tax benefits that Malibu Boats, Inc. receives as a result of acquiring the LLC Units because the amounts of such payments would be calculated assuming that we would have been able to use the potential tax benefits each year for the remainder of the amortization periods applicable to the basis increases, and that tax rates applicable to us would be the same as they were in the year of the termination. In these situations, our obligations under the tax receivable agreement could have a substantial negative impact on our liquidity. There can be no assurance that we will be able to finance our obligations under the tax receivable agreement.

Payments under the tax receivable agreement will be based on the tax reporting positions that we determine. Although we are not aware of any issue that would cause the Internal Revenue Service, or the IRS, to challenge a tax basis increase, Malibu Boats, Inc. will not be reimbursed for any payments previously made under the tax receivable agreement. As a result, in certain circumstances, payments could be made under the tax receivable agreement in excess of the benefits that Malibu Boats, Inc. actually realizes in respect of (1) the increases in tax basis resulting from our purchases or exchanges of LLC Units and (2) certain other tax benefits related to our entering into the tax receivable agreement, including tax benefits attributable to payments under the tax receivable agreement.

### ***Risks Related to our Common Stock***

*Inefficient or ineffective allocation of capital could adversely affect our operating results and/or stockholder value.*

We strive to allocate capital in a manner that enhances stockholder value, lowers our cost of capital, or demonstrates our commitment to return excess capital to stockholders, while maintaining our ability to invest in strategic growth opportunities.

In October 2023, our Board of Directors authorized a stock repurchase program to allow for the repurchase of up to \$100.0 million of our Class A Common Stock and the LLC's LLC Units for the period from November 8, 2023 to November 8, 2024. As of June 30, 2024, \$82.7 million remained available under the stock repurchase program. We have also announced that we intend to return capital of at least \$10.0 million per quarter from May 2024 through May 2025 through either the repurchase of common stock or dividend payments. We intend to purchase shares under the repurchase authorization from time to time on the open market at the discretion of management, subject to strategic considerations, market conditions, and other factors. Repurchases under our share repurchase program will reduce the market liquidity for our stock, potentially affecting its trading volatility and price. Future share repurchases will also diminish our cash reserves, which may impact our ability to pursue attractive strategic opportunities. Therefore, if we do not properly allocate our capital or implement a successful cash management strategy, including with respect to returning value to our stockholders through this share repurchase authorization,

we may fail to produce optimal financial results and experience a reduction in stockholder value.

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*Our stock price may be volatile and stockholders may be unable to sell shares at or above the price at which they purchased them.*

Our closing stock price ranged from \$31.79 per share to \$60.31 per share during fiscal year 2024. The market price of our Class A Common Stock could be subject to wide fluctuations in response to the risk factors listed in this section and others beyond our control. Further, stock markets may experience extreme price and volume fluctuations that can affect the market prices of equity securities. These fluctuations can be unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, could harm the market price of our Class A Common Stock.

*Future sales of our Class A Common Stock in the public market could cause our share price to fall; furthermore, you may be diluted by future issuances of Class A Common Stock in connection with our incentive plans, acquisitions or otherwise.*

Sales of a substantial number of shares of our Class A Common Stock in the public market, in particular sales by our directors, officers or other affiliates, or the perception that these sales might occur, could depress the market price of our Class A Common Stock and could impair our ability to raise capital through the sale of additional equity securities. Furthermore, any Class A Common Stock that we issue in connection with our Long-Term Incentive Plan or other equity incentive plans that we may adopt in the future, our acquisitions or otherwise would dilute the percentage ownership of holders of our Class A Common Stock.

*Our governing documents and Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock.*

Our certificate of incorporation and bylaws contain certain provisions that could delay or prevent a change in control. These provisions could also make it more difficult for stockholders to elect directors and take other corporate actions. These provisions include, without limitation:

- a classified board structure;
- a requirement that stockholders must provide advance notice to propose nominations or have other business considered at a meeting of stockholders;
- supermajority stockholder approval to amend our bylaws or certain provisions in our certificate of incorporation; and
- authorization of blank check preferred stock.

In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding Class A Common Stock, from engaging in certain business combinations without the approval of substantially all of our stockholders for a certain period of time.

These and other provisions in our certificate of incorporation, bylaws and under Delaware law could discourage potential takeover attempts, reduce the price that investors might be willing to pay for shares of our Class A Common Stock in the future and result in the market price being lower than it would be without these provisions.

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### **Item 1B. Unresolved Staff Comments**

None.

### **Item 1C. Cybersecurity**

#### ***Risk management and strategy***

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

Our information technology function is overseen by our Chief Information Officer (“CIO”), with support from our Cybersecurity Steering Committee, and helps identify, assess and manage the Company’s cybersecurity threats and risks, including through the use of the Company’s risk register. This group works to identify and assess risks from cybersecurity threats by monitoring and evaluating our threat environment and the Company’s risk profile using various methods including, for example: manual and automated tools, subscribing to reports and services that identify cybersecurity threats, analyzing reports of threats and actors, evaluating our and our industry’s risk profile, evaluating threats reported to us, internal and external audits, and conducting vulnerability assessments to identify vulnerabilities.

Depending on the environment, we implement and maintain various technical, physical, and organizational measures, processes, standards and policies designed to manage and mitigate material risks from cybersecurity threats to our Information Systems and Data, including, for example: documented incident response process, vulnerability management policy, disaster recovery and business continuity processes, risk assessments, network security controls, access controls, physical security, asset management, tracking and disposal for certain assets, systems monitoring, employee cyber security training, penetrating testing, cybersecurity insurance, dedicated cybersecurity staff, and a security operations center.

Our assessment and management of material risks from cybersecurity threats are integrated into the Company’s overall risk management processes. For example, cybersecurity risk is addressed as a component of the Company’s enterprise risk assessment and identified in the Company’s risk register.

We use third-party service providers to assist us from time to time to identify, assess, and manage material risks from cybersecurity threats, including, for example, threat intelligence service providers, professional services firms, including legal counsel, cybersecurity consultants, cybersecurity software providers, managed cybersecurity service providers, and penetration testing firms.

We use third-party service providers to perform a variety of functions throughout our business, such as application providers, hosting companies, contract manufacturing organizations, and supply chain resources. Depending on the nature of the services provided, the sensitivity of the Information Systems and Data at issue, and the identity of the provider, our vendor management processes may involve different levels of assessment designed to help identify cybersecurity risks associated with a provider and impose contractual obligations related to cybersecurity on the provider.

For a description of the risks from cybersecurity threats that may materially affect the Company and how they may do so, see our risk factors under Part 1. Item 1A. Risk Factors in this Annual Report on Form 10-K, including “Risks Related to Our Business and Operations – If our information technology systems or those of third parties with whom we work of our data, are or were compromised, we could experience adverse consequences resulting from such compromise, including but not limited to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse consequences.”

#### ***Governance***

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

Our cybersecurity risk assessment and management processes are implemented and maintained by certain Company management, including our CIO, who is a Certified Information Systems Security Professional (“CISSP”) with more than 20

years of experience leading IT and cybersecurity projects in a variety of industries.

Our CIO is responsible for hiring appropriate personnel, helping to integrate cybersecurity risk considerations into the Company's overall risk management strategy, and communicating key priorities to relevant personnel. Our CIO is also

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responsible for approving budgets, helping prepare for cybersecurity incidents, approving cybersecurity processes, and reviewing security assessments and other security-related reports.

Our cybersecurity incident response plan is designed to escalate certain cybersecurity incidents to members of management depending on the circumstances, including our CIO. Our CIO works with the Company's incident response team to help the Company mitigate and remediate cybersecurity incidents of which they are notified. In addition, the Company's incident response plan includes reporting to the audit committee of the board of directors for certain cybersecurity incidents.

The audit committee receives periodic reports from our CIO concerning the Company's significant cybersecurity threats and risk and the processes the Company has implemented to address them.

### **Item 2. Properties**

#### *Tennessee*

Our Malibu and Axis boats are manufactured in Loudon, Tennessee. We lease the property where we have our 197,000 square-foot facility that is used to manufacture Malibu and Axis boats. This property also includes warehouses and office space. The property is leased pursuant to a lease agreement that has a term through March 31, 2028, with the option to extend for three additional terms of ten years each. We also lease the property where we have our 23,500 square-foot facility that is used to store our warranty parts. This property also includes warehouses and office space. The property is leased pursuant to a lease agreement that has a term through December 31, 2024.

We also own 165,000 square-feet of space neighboring our manufacturing facility in Loudon, Tennessee that we use for trailer production, engine production, shipping and office space, respectively. Our Loudon facilities are used in our Malibu segment.

On July 25, 2023, we completed the purchase of a 260,000 square-foot facility in Lenoir City, Tennessee that will be used for the production of certain models of our Cobalt boats. This new facility provides for the opportunity to expand production of boats and provides more opportunities for vertical integration initiatives.

#### *Kansas*

Our Cobalt boats are manufactured in Neodesha, Kansas. We own the property in Neodesha, where we have four manufacturing facilities aggregating to 493,000 square feet of manufacturing space. Our Neodesha facilities are used in our Cobalt segment.

#### *Florida*

Our Pursuit boats are manufactured in Fort Pierce, Florida. We own the property where our Pursuit facilities are located which consist of six manufacturing facilities aggregating to 398,000 square feet of manufacturing space.

On March 1, 2023, we launched our new 116,000 square foot Tooling Design Center located on our Pursuit property. The new facility is a vertical integration initiative that will focus on the tooling needs across all of our brands.

Our Maverick Boat Group boats are manufactured at a separate location in Fort Pierce, Florida. We own the property where our Maverick Boat Group facilities are located. Our two manufacturing facilities for Maverick Boat Group aggregate to 330,000 square feet of manufacturing space.

Our Fort Pierce facilities for Pursuit and the Maverick Boat Group are used in our Saltwater Fishing segment.

#### *California*

We lease a 172,500 square-foot facility in Merced, California pursuant to a lease agreement that has a term through March 31, 2028, with the option to extend for three additional terms of ten years each. Our Merced site houses both our product development team that focuses on design innovations as well as our tower and tower accessory manufacturing operations. The components assembled at this site are delivered to our facilities in Tennessee, Kansas and our Australian subsidiary. Our Merced site is used to develop and design boats, towers and tower accessories primarily for our Malibu segment and to a lesser extent for our Cobalt segment.

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### *Australia*

We manufacture and test boats at two facilities in Albury, Australia with combined square-footage of 68,200. Each facility is leased pursuant to a lease agreement and each with a term through October 22, 2029, with one five-year option to extend the lease term. Our Albury facilities are used in our Malibu segment.

### **Item 3. Legal Proceedings**

The discussion of legal matters under the section entitled "Legal Proceedings" is incorporated by reference from Note 17 of our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

### **Item 4. Mine Safety Disclosures**

Not Applicable.



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## PART II.

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

#### Market Information

Our Class A Common Stock is listed on the Nasdaq Global Select Market under the symbol "MBUU".

On August 23, 2024, the last reported sale price on the Nasdaq Global Select Market of our Class A Common Stock was \$36.26 per share. As of August 23, 2024, we had approximately four holders of record of our Class A Common Stock and 12 holders of record of our Class B Common Stock. The actual number of holders of Class A Common Stock is greater than this number of record holders, and includes stockholders who are beneficial owners, but whose shares of Class A Common Stock are held in street name by brokers and other nominees.

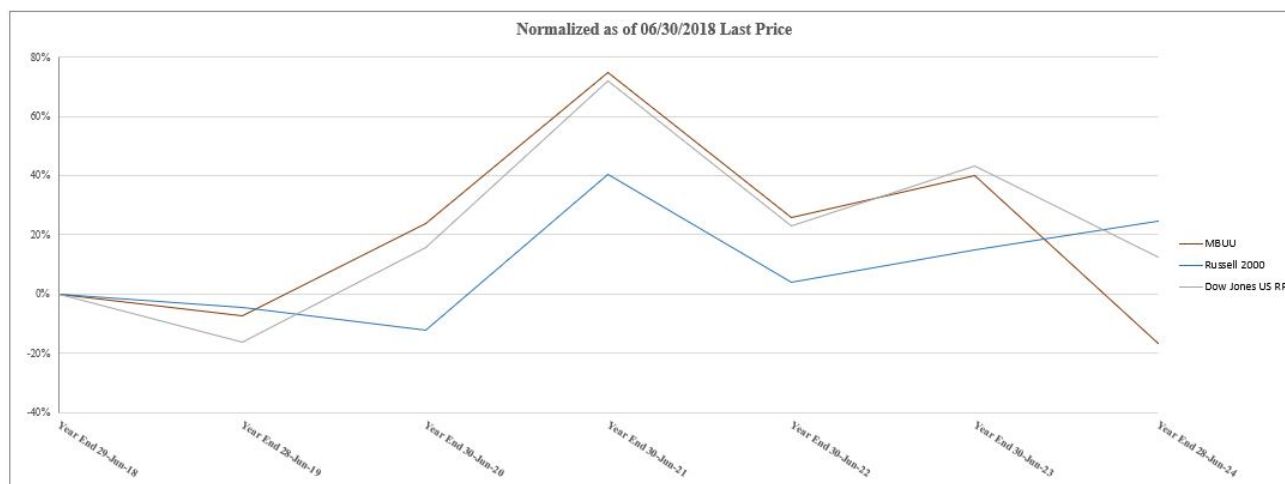
#### Dividends

Malibu Boats, Inc. has never declared or paid any cash dividends on its capital stock. We previously announced that we intend to return capital of at least \$10.0 million per quarter from May 2024 through May 2025 through either the repurchase of stock or dividend payments. To date, we have returned capital to our stockholders through the repurchase of our stock and have not declared any dividends. Any future determination to declare cash dividends will be made at the discretion of our board of directors, subject to applicable law and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

#### Stock Performance Graph

*The stock price performance graph below shall not be deemed soliciting material or to be filed with the SEC or subject to Regulation 14A or 14C under the Exchange Act or to the liabilities of Section 18 of the Exchange Act, nor shall it be incorporated by reference into any past or future filing under the Securities Act of 1933, as amended, or the Securities Act or the Exchange Act, except to the extent we specifically request that it be treated as soliciting material or specifically incorporate it by reference into a filing under the Securities Act or the Exchange Act.*

The following graph shows the cumulative total stockholder return of an investment of \$100 in cash at market close at the end of each of the years within the five-year period ended June 30, 2024 for (i) our Class A Common Stock, (ii) the Russell 2000 Index and (iii) the Dow Jones Recreational Product Index. Pursuant to applicable SEC rules, all values assume reinvestment of the full amount of all dividends, however no dividends have been declared on our Class A Common Stock to date. The stockholder return shown on the graph below is not necessarily indicative of future performance, and we do not make or endorse any predictions as to future stockholder returns.



#### Issuer Purchases of Equity Securities

On November 3, 2022, our Board of Directors authorized a stock repurchase program to allow for the repurchase of up to

\$100.0 million of our Class A Common Stock and the LLC's LLC Units (the “2022 Repurchase Program”) for the period from November 8, 2022 to November 8, 2023. Between July 1, 2023 and November 8, 2023, we repurchased 261,962 shares of Class

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A Common Stock for \$12.5 million in cash including related fees and expenses under the 2022 Repurchase Program which expired on November 8, 2023. On October 26, 2023, our Board of Directors authorized a new stock repurchase program (the "2023 Repurchase Program") to allow for the repurchase of up to \$100.0 million of our Class A Common Stock and the LLC's LLC Units for the period from November 8, 2023 to November 8, 2024. Our 2023 Share Repurchase Program does not obligate us to repurchase a minimum amount of shares. Under the program, shares of Class A Common Stock may be repurchased in privately negotiated or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. Between November 8, 2023 and June 30, 2024, we repurchased 437,996 shares of Class A Common Stock for \$17.3 million in cash including related fees and expenses under the 2023 Repurchase Program. As of June 30, 2024, \$82.7 million was available to repurchase shares of Class A Common Stock and LLC Units under the 2023 Repurchase Program.

We previously announced that we intend to return capital of at least \$10.0 million per quarter from May 2024 through May 2025 through either the repurchase of stock or dividend payments. To date, we have returned capital to our stockholders through the repurchase of our stock and have not declared any dividends. For the fiscal year ended June 30, 2024, we repurchased 699,958 shares of our Class A Common Stock for \$29.8 million in cash.

Stock repurchase activity during the three months ended June 30, 2024 was as follows:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan</b>
April 1, 2024 through April 30, 2024	—	\$ —	—	\$ —
May 1, 2024 through May 31, 2024	—	—	—	—
June 1, 2024 through June 30, 2024	274,551	36.46	274,551	82,683
Total	274,551	\$ 36.46	274,551	\$ 82,683

### Unregistered Sales of Equity Securities

Not Applicable.

### Equity Compensation Plan Information

Equity compensation plan information required by this Item 5 will be included in our definitive proxy statement for our annual meeting of stockholders, which will be filed with the SEC no later than 120 days after the end of our fiscal year ended June 30, 2024 (the "Proxy Statement"), and is incorporated herein by reference.

Item 6. [RESERVED]

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

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#### Overview

We are a leading designer, manufacturer and marketer of a diverse range of recreational powerboats, including performance sport boats, sterndrive and outboard boats. Our product portfolio of premium brands are used for a broad range of recreational boating activities including, among others, water sports, general recreational boating and fishing. Our passion for consistent innovation, which has led to propriety technology such as Surf Gate, has allowed us to expand the market for our products by introducing consumers to new and exciting recreational activities. We design products that appeal to an expanding range of recreational boaters and water sports enthusiasts whose passion for boating and water sports is a key component of their active lifestyle and provide consumers with a better customer-inspired experience. With performance, quality, value and multi-purpose features, our product portfolio has us well positioned to broaden our addressable market and achieve our goal of increasing our market share in the expanding recreational boating industry.

We currently sell our boats under eight brands as shown in the table below, and we report our results of operations under three reportable segments, Malibu, Saltwater Fishing and Cobalt.

Segment	Brands	% of Total Revenues		
		Fiscal Year Ended June 30,		
		2024	2023	2022
Malibu	Malibu Axis	33.7%	45.8%	50.0%
Saltwater Fishing	Pursuit Maverick Cobia Pathfinder Hewes	39.5%	32.4%	28.1%
Cobalt	Cobalt	26.8%	21.8%	21.9%

Our Malibu segment participates in the manufacturing, distribution, marketing and sale throughout the world of Malibu and Axis performance sports boats. Our flagship Malibu boats offer our latest innovations in performance, comfort and convenience, and are designed for consumers seeking a premium performance sport boat experience. As of June 30, 2024, we are the market leader in the United States in the performance sport boat category through our Malibu and Axis boat brands. Our Axis boats appeal to consumers who desire a more affordable performance sport boat product but still demand high performance, functional simplicity and the option to upgrade key features. Retail prices of our Malibu and Axis boats typically range from \$80,000 to \$300,000.

Our Saltwater Fishing segment participates in the manufacturing, distribution, marketing and sale throughout the world of Pursuit boats and the Maverick Boat Group family of boats (Maverick, Cobia, Pathfinder and Hewes). Our Pursuit boats expand our product offerings into the saltwater outboard fishing market and include center console, dual console and offshore models.

In December 2020, we acquired Maverick Boat Group and added Maverick, Cobia, Pathfinder and Hewes to our brands. Our Maverick Boat Group family of boats are highly complementary to Pursuit, expanding our saltwater outboard offerings with a

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strong focus in length segments under 30 feet. We are among the market leaders in the fiberglass outboard fishing boat category with the brands in our Saltwater Fishing segment. Retail prices for our Saltwater Fishing boats typically range from \$45,000 to \$1,400,000.

Our Cobalt segment participates in the manufacturing, distribution, marketing and sale throughout the world of Cobalt boats. Our Cobalt boats consist of mid to large-sized luxury cruisers and bowriders that we believe offer the ultimate experience in comfort, performance and quality. As of June 30, 2024, we are the market leader in the United States in the 20' - 40' segment of the sterndrive boat category through our Cobalt brand. Retail prices for our Cobalt boats typically range from \$75,000 to \$625,000.

We sell our boats through a dealer network that we believe is the strongest in the recreational powerboat category. As of June 30, 2024, our worldwide distribution channel consisted of over 400 dealer locations globally. Our dealer base is an important part of our consumers' experience, our marketing efforts and our brands. We devote significant time and resources to find, develop and improve the performance of our dealers and believe our dealer network gives us a distinct competitive advantage. We had one dealer that represented more than 10% of our consolidated net sales in fiscal year 2024, OneWater Marine, Inc. In fiscal year 2023, we had two dealers that represented more than 10% of our consolidated net sales, OneWater Marine, Inc. and Tommy's Boats. During fiscal year 2024, we informed Tommy's Boats that we would not be renewing any of their agreements that had expired as of June 30, 2023 and we terminated two Agreements in Texas that had not expired. Tommy's subsequently filed for bankruptcy protection and is in the process of liquidating its inventory. We have since entered into dealer agreements with dealers in 14 of the 15 markets previously served by Tommy's Boats. As of August 29, 2024, we believe fewer than 280 of our new model year 2023 and 2024 boats were remaining in the inventory of Tommy's Boats. During the period between July 1, 2024 and August 29, 2024, we repurchased 19 of those boats that were subject to our repurchase agreement with M&T Bank, the floor plan financing lender for Tommy's Boats. With respect to boats not subject to the repurchase agreement, the bankruptcy trustee has retained Gordon Brothers to sell remaining inventory as part of liquidation that are currently ongoing. We have been in discussions with the trustee regarding the inventory being liquidated.

We achieved fiscal year 2024 net sales, net (loss) income and adjusted EBITDA of \$829.0 million, \$(56.4) million and \$82.2 million, respectively, compared to \$1,388.4 million, \$107.9 million and \$284.0 million, respectively, for fiscal year 2023. For the definition of adjusted EBITDA and a reconciliation to net (loss) income, see "GAAP Reconciliation of Non-GAAP Financial Measures."

## **Outlook**

During the COVID-19 pandemic, domestic retail demand for recreational powerboats increased to the highest levels seen by the industry in decades as consumers turned to boating as a form of outdoor, socially-distanced, recreation. The combination of strong retail market activity in calendar years 2020 and 2021 along with supply chain disruptions in calendar year 2021 that continued through calendar year 2022 depleted inventory levels at our dealers in calendar year 2022 below pre-COVID levels

Current inventory levels are now above pre-pandemic levels across all of our segments as retail activity has slowed at a more rapid pace than wholesale shipments. Because channel inventory is above normalized levels, we expect wholesale demand will be below the underlying retail activity for our products into fiscal year 2025. We experienced a progressive decline in retail demand during fiscal year 2024, in particular in entry level and lower priced boats. We expect that this softening in retail demand will continue into fiscal year 2025. In response, we have reduced our wholesale production.

We aim to increase our market share across the boating categories in which we compete through new product development, improved distribution, new models, and innovative features. Our industry, however, is highly competitive, and our competitors have become more aggressive in their product introductions, expanded their distribution capabilities, and launched surf systems competitive with our patented Surf Gate system. We believe our strong brands, new product pipeline, strong dealer network and ability to increase production will allow us to maintain, and potentially expand, our leading market position in performance sports boats. We also believe that our track record of expanding our market share with our Malibu and Axis brands is directly transferable to our Cobalt, Pursuit and Maverick Boat Group brands.

As discussed above, our financial results and operations have been, and could continue to be, impacted by events outside of our control, including inflationary pressures, rising prices for our suppliers and labor shortages. Numerous other variables also have the potential to impact our volumes, both positively and negatively. For instance, elevated interest rates, which we are currently experiencing and expect to continue to experience in the near term, has reduced retail consumer appetite for our product and reduced the appetite for credit for our dealers and retail consumers.





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### **Factors Affecting Our Results of Operations**

We believe that our results of operations and our growth prospects are affected by a number of factors, which we discuss below.

#### *Economic Environment and Consumer Demand*

Our product sales are impacted by general economic conditions, which affect the demand for our products, the demand for optional features, the availability of credit for our dealers and retail consumers, and overall consumer confidence. Consumer spending, especially purchases of discretionary items, tends to decline during recessionary periods and tends to increase during expansionary periods. While there is still some uncertainty surrounding current macroeconomic conditions, and rising prices to our suppliers, in part due to inflationary pressures, we believe we are well positioned strategically in the recreational powerboat market with brands that are among the market leaders in their segments.

Inflation has impacted the prices of our materials and our labor costs, which has had a negative impact on our gross margin and our operations. For example, in recent years the market prices of certain materials and components used in manufacturing our products, especially resins that are made with hydrocarbon, feedstocks, copper, aluminum and stainless steel, have increased. Further, new boat buyers often finance their purchases. Efforts to stop or limit inflation are resulting in higher interest rates that translate into an increased cost of boat ownership. We have seen increased interest rates for our customers throughout calendar year 2023 and calendar year 2024. Should inflation and increased interest rates continue at elevated rates, we may experience less retail demand because prospective consumers may choose to forgo or delay their purchases or buy a less expensive or used boat. We intend to minimize the effect of inflation through selective price increases, cost reductions and improved productivity.

#### *New Product Development and Innovation*

Our long-term revenue prospects are based in part on our ability to develop new products and technological enhancements that meet the demands of existing and new consumers. Developing and introducing new boat models and features that deliver improved performance and convenience are essential to leveraging the value of our brands. By introducing new boat models, we are able to appeal to a new and broader range of consumers and focus on underserved or adjacent segments of the broader powerboat category. To keep product fresh and at the forefront of technological innovation in the boating industry, we aim to introduce a number of new boat models per year. We also believe we are able to capture additional value from the sale of each boat through the introduction of new features, which results in increased average selling prices and improved margins. We allocate most of our product development costs to new model and feature designs, usually with a specific consumer base and market in mind. We use industry data to analyze our markets and evaluate revenue potential from each major project we undertake. Our product development cycle, or the time from initial concept to volume production, can be up to two years. As a result, our development costs, which may be significant, may not be offset by corresponding new sales during the same periods. Once new designs and technologies become available to our consumers, we typically realize revenue from these products from one year up to 15 years. We may not, however, realize our revenue expectations from each innovation. We believe our close communication with our consumers, dealers and sponsored athletes regarding their future product desires enhances the efficiency of our product development expenditures.

#### *Product Mix*

Leveraging our robust product offering and features to enhance our sales growth and gross margins. Our product mix, as it relates to our brands, types of boats and features, not only makes our offerings attractive to consumers but also helps drive higher sales and margins. Historically, we have been able to realize higher sales and margins when we sell larger boats compared to our smaller boats, our premium brands compared to our entry-level brands and our boats that are fully-equipped with optional features. We intend to continue to develop new features and models and maintain an attractive product mix that optimizes sales growth and margins.

#### *Ability to Manage Manufacturing Costs, Sales Cycles and Inventory Levels*

Our results of operations are affected by our ability to manage our manufacturing costs effectively and to respond to changing sales cycles. Our product costs vary based on the costs of supplies and raw materials, as well as labor costs. We have implemented various initiatives to reduce our cost base and improve the efficiency of our manufacturing process. We are continuously monitoring and reviewing our manufacturing processes to identify improvements and create additional efficiencies.

Our ability to maintain production is dependent upon our suppliers delivering sufficient amounts of components, raw materials and parts to manufacture our products and on time to meet our production schedules. Historically, we have not

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entered into long-term agreements with suppliers of our raw materials and components other than for our engines and outboard motors. Any number of factors, including labor disruptions, weather events, the occurrence of a contagious disease or illness, contractual or other disputes, unfavorable economic or industry conditions, delivery delays or other performance problems or financial difficulties or solvency problems, could disrupt our suppliers' operations and lead to uncertainty in our supply chain or cause supply disruptions for us, which could, in turn, disrupt our operations. Any material disruption of our production schedule caused by an unexpected shortage of components, raw materials or parts could cause us not to be able to meet customer demand, to alter production schedules or suspend production entirely, which could cause a loss of revenues, which could materially and adversely affect our results of operations.

We completed the build-out of our new Tooling Design Center at our Pursuit facility in Florida in March 2023. The Tooling Design Center is a vertical integration initiative focusing on the tooling needs for our Malibu, Maverick and Pursuit boats and is expanding rapidly to all other brands at this site. This vertical integration initiative is part of a multi-year plan to bring our product tooling in-house, which has the potential to help us better control capital expenditures, improve tooling quality, and increase volumes.

### *Dealer Network, Dealer Financing and Incentives*

We rely on our dealer network to distribute and sell our products. We believe we have developed the strongest distribution network in the performance sport boat category. To improve and expand our network and compete effectively for dealers, we regularly monitor and assess the performance of our dealers and evaluate dealer locations and geographic coverage in order to identify potential market opportunities. Our acquisitions of Cobalt, Pursuit and Maverick Boat Group has allowed us to expand into each of their strong dealer networks as well. We intend to continue to add dealers in new territories in the United States as well as internationally, which we believe will result in increased unit sales.

Our dealers are exposed to seasonal variations in consumer demand for boats. We address anticipated demand for our products and manage our manufacturing in order to mitigate seasonal variations. We also use our dealer incentive programs to encourage dealers to order in the off-season by providing floor plan financing relief, which typically permits dealers to take delivery of current model year boats between July 1 and April 30 on an interest-free basis for a specified period. We also offer our dealers other incentives, including rebates, seasonal discounts and other allowances. We facilitate floor plan financing programs for many of our dealers by entering into repurchase agreements with certain third-party lenders, which enable our dealers, under certain circumstances, to establish lines of credit with the third-party lenders to purchase inventory. Under these floor plan financing programs, a dealer draws on the floor plan facility upon the purchase of our boats and the lender pays the invoice price of the boats. We will continue to review and refine our dealer incentive offerings and monitor any exposures arising under these arrangements.

### *Vertical Integration*

We have vertically integrated a number of key components of our manufacturing process, including the manufacturing of our Monsoon engines, boat trailers, towers and tower accessories, machined and billet parts, soft grip flooring, wiring harnesses and most recently, certain tooling for our Pursuit brand. We began producing our own engines, branded as Malibu Monsoon engines, in our Malibu and Axis boats for model year 2019. Starting in fiscal year 2024, we began offering Monsoon stern-drive engines to our Cobalt dealers and customers. In the second half of fiscal year 2024, we rolled out of our Monsoon engines into Cobalt's surf boats. We believe our vertical integration initiatives will reduce our reliance on third-party suppliers while reducing the risk that a change in cost or production from any third-party supplier could adversely affect our business. In fiscal year 2022, we acquired a facility to begin manufacturing our own wiring harnesses. As a result of this acquisition, we reduced the risk of production delays due to delays in receipt of wiring harnesses from third-party suppliers. In March 2023, we launched our new Tooling Design Center located on our Pursuit campus. The Tooling Design Center has potential to help us better control capital expenditures, improve tooling quality, and increase volumes.

Vertical integration of key components of our boats gives us the ability to increase incremental margin per boat sold by reducing our unit cost and improving the efficiency of our manufacturing process. Additionally, it allows us to have greater control over design, consumer customization options, construction quality, and our supply chain. We continually review our manufacturing process to identify opportunities for additional vertical integration investments across our portfolio of premium brands.

## **Components of Results of Operations**



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We generate revenue from the sale of boats to our dealers. The substantial majority of our net sales are derived from the sale of boats, including optional features included at the time of the initial wholesale purchase of the boat. Net sales consists of the following:

- Gross sales from:
  - *Boat and trailer sales* —consists of sales of boats and trailers to our dealer network. Nearly all of our boat sales include optional feature upgrades purchased by the consumer, which increase the average selling price of our boats; and
  - *Parts and other sales* —consists of sales of replacement and aftermarket boat parts and accessories to our dealer network; and consists of royalty income earned from license agreements with various boat manufacturers, including Nautique, Chaparral, Mastercraft, and Tige related to the use of our intellectual property.
- Net sales are net of:
  - *Sales returns* —consists primarily of contractual repurchases of boats either repossessed by the floor plan financing provider from the dealer or returned by the dealer under our warranty program; and
  - *Rebates and free flooring* —consists of incentives, rebates and free flooring, we provide to our dealers based on sales of eligible products. For our Malibu and Cobalt segments, if a domestic dealer meets its monthly or quarterly commitment volume, as well as other terms of the dealer performance program, the dealer is entitled to a specified rebate. For our Saltwater Fishing segment, if a dealer meets its quarterly or annual retail volume goals, the dealer is entitled to a specific rebate applied to their wholesale volume purchased. For Malibu, Cobalt and select Saltwater Fishing models, our dealers that take delivery of current model year boats in the offseason, typically July through April in the U.S., are also entitled to have us pay the interest to floor the boat until the earlier of (1) the sale of the unit or (2) a date near the end of the current model year, which incentive we refer to as “free flooring.” From time to time, we may extend the flooring program to eligible models beyond the offseason period. For more information, see "Item 1. Business - Dealer Management."

### *Cost of Sales*

Our cost of sales includes all of the costs to manufacture our products, including raw materials, components, supplies, direct labor and factory overhead. For components and accessories manufactured by third-party vendors, such costs represent the amounts invoiced by the vendors. Shipping costs and depreciation expense related to manufacturing equipment and facilities are also included in cost of sales. Warranty costs associated with the repair or replacement of our boats under warranty are also included in cost of sales.

### *Operating Expenses*

Our operating expenses include selling and marketing, general and administrative costs, amortization costs and impairment costs. Each of these items includes personnel and related expenses, supplies, non-manufacturing overhead, third-party professional fees and various other operating expenses. Further, selling and marketing expenditures include the cost of advertising and various promotional sales incentive programs. General and administrative expenses include, among other things, salaries, benefits and other personnel related expenses for employees engaged in product development, engineering, finance, information technology, human resources and executive management. Other costs include outside legal and accounting fees, investor relations, risk management (insurance) and other administrative costs. General and administrative expenses also include product development expenses associated with our vertical integration initiative and acquisition or integration related expenses. Amortization expenses are associated with the amortization of intangibles.

### *Other Expense (Income), Net*

Other expense (income), net consists of interest expense and other income or expense, net. Interest expense consists of interest charged under our outstanding debt and amortization of deferred financing costs on our credit facilities. Other income or expense includes adjustments to our tax receivable agreement liability and sublease income.

### *Income Taxes*

Malibu Boats, Inc. is subject to U.S. federal and state income tax in multiple jurisdictions with respect to our allocable share of any net taxable income of the LLC. The LLC is a pass-through entity for federal purposes but incurs income tax in certain state jurisdictions. Maverick Boat Group is separately subject to U.S. federal and state income tax with respect to its net taxable income.

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### *Net (Loss) Income Attributable to Non-controlling Interest*

As of each of June 30, 2024 and 2023, we had a 98.4% and 97.8%, respectively, controlling economic interest and 100% voting interest in the LLC and, therefore, we consolidate the LLC's operating results for financial statement purposes. Net (loss) income attributable to non-controlling interest represents the portion of net (loss) income attributable to the non-controlling LLC members.

### **Results of Operations**

The table below sets forth our consolidated results of operations, expressed in thousands (except unit volume and net sales per unit) and as a percentage of net sales, for the periods presented. Our consolidated financial results for these periods are not necessarily indicative of the consolidated financial results that we will achieve in future periods. Certain totals for the table below will not sum to exactly 100% due to rounding.

	Fiscal Year Ended June 30,					
	2024		2023		2022	
	\$	% Revenue	\$	% Revenue	\$	% Revenue
Net sales	829,035	100.0 %	1,388,365	100.0 %	1,214,877	100.0 %
Cost of sales	681,940	82.3 %	1,037,070	74.7 %	904,826	74.5 %
Gross profit	147,095	17.7 %	351,295	25.3 %	310,051	25.4 %
Operating expenses:						
Selling and marketing	22,784	2.7 %	24,009	1.7 %	22,900	1.9 %
General and administrative	76,323	9.2 %	175,694	12.7 %	66,371	5.4 %
Goodwill and other intangible asset impairment	88,389	10.7 %	—	—%	—	—%
Abandonment of construction in process	8,735	1.1 %	—	—%	—	—%
Amortization	6,811	0.8 %	6,808	0.5 %	6,957	0.6 %
Operating (loss) income	(55,947)	(6.7)%	144,784	10.4 %	213,823	17.6 %
Other expense (income), net:						
Other (income) expense, net	(4)	—%	331	—%	983	0.1 %
Interest expense	1,842	0.2 %	2,962	0.2 %	2,875	0.2 %
Other expense, net	1,838	0.2 %	3,293	0.2 %	3,858	0.3 %
(Loss) income before provision for income taxes	(57,785)	(7.0)%	141,491	10.2 %	209,965	17.3 %
(Benefit) provision for income taxes	(1,342)	(0.2)%	33,581	2.4 %	46,535	3.8 %
Net (loss) income	(56,443)	(6.8)%	107,910	7.8 %	163,430	13.5 %
Net (loss) income attributable to non-controlling interest	(531)	(0.1)%	3,397	0.3 %	5,798	0.5 %
Net (loss) income attributable to Malibu Boats, Inc.	(55,912)	(6.7)%	104,513	7.5 %	157,632	13.0 %

	Fiscal Year Ended June 30,					
	2024		2023		2022	
	Unit Volumes	% Total	Unit Volumes	% Total	Unit Volumes	% Total
<i>Volume by Segment</i>						
Malibu	2,181	40.5 %	5,127	52.0 %	5,173	55.9 %
Saltwater Fishing	1,633	30.3 %	2,585	26.2 %	2,035	22.0 %
Cobalt	1,571	29.2 %	2,151	21.8 %	2,047	22.1 %
Total Units	5,385		9,863		9,255	

Net sales per unit	\$ 153,953	\$ 140,765	\$ 131,267
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### *Comparison of the Fiscal Year Ended June 30, 2024 to the Fiscal Year Ended June 30, 2023*

#### *Net Sales*

Net sales for fiscal year 2024 decreased \$559.3 million, or 40.3%, to \$829.0 million, compared to fiscal year 2023. The decrease in net sales was driven primarily by decreased unit volumes across all segments resulting primarily from decreased wholesale shipments and increased promotional costs across all segments resulting from elevated channel inventory levels and increased flooring costs for the Saltwater Fishing and Cobalt segments, partially offset by a favorable model mix in our Saltwater Fishing segment and inflation-driven year-over-year price increases. Unit volume for fiscal year 2024 decreased 4,478 units, or 45.4%, to 5,385 units compared to fiscal year 2023. Our unit volume decreased primarily due to lower wholesale shipments across all segments. The decrease in wholesale shipments were driven by our efforts to address elevated channel inventory resulting from weakening retail demand experienced throughout the fiscal year.

Net sales attributable to our Malibu segment decreased \$357.1 million, or 56.1%, to \$279.1 million for fiscal year 2024 compared to fiscal year 2023. Unit volumes attributable to our Malibu segment decreased 2,946 units for fiscal year 2024 compared to fiscal year 2023. The decrease in net sales was primarily due to lower wholesale shipments driven by lower retail activity during the period, increased promotional costs and elevated dealer channel inventory levels.

Net sales attributable to our Saltwater Fishing segment decreased \$121.6 million, or 27.1%, to \$327.5 million for fiscal year 2024 compared to fiscal year 2023. Unit volumes decreased 952 units for fiscal year 2024 compared to fiscal year 2023. The decrease in net sales was driven by a decrease in units and increased dealer flooring program costs, partially offset by a favorable model mix and inflation-driven year-over-year price increases.

Net sales attributable to our Cobalt segment decreased \$80.6 million, or 26.6%, to \$222.4 million for fiscal year 2024 compared to fiscal year 2023. Unit volumes attributable to Cobalt decreased 580 units for fiscal year 2024 compared to fiscal year 2023. The decrease in net sales was driven primarily by a decrease in units, increased dealer flooring program costs and unfavorable model mix, partially offset by inflation-driven year-over-year price increases.

Overall consolidated net sales per unit increased 9.4% to \$153,953 per unit for fiscal year 2024 compared to fiscal year 2023. Net sales per unit for our Malibu segment increased 3.1% to \$127,983 per unit for fiscal year 2024 compared to fiscal year 2023, driven by an increased mix of higher optioned boats and inflation-driven year-over-year price increases, partially offset by increased promotional costs and increased dealer flooring program costs. Net sales per unit for our Saltwater Fishing segment increased 15.4% to \$200,577 per unit for fiscal year 2024 compared to fiscal year 2023, driven by a favorable model mix and inflation-driven year-over-year price increases, partially offset by increased promotional activities and increased dealer flooring program costs. Net sales per unit for our Cobalt segment increased 0.5% to \$141,542 per unit for fiscal year 2024 compared to fiscal year 2023, driven by inflation-driven year-over-year price increases, partially offset by increased promotional activities, unfavorable model mix, and increased dealer flooring program costs.

#### *Cost of Sales*

Cost of sales for fiscal year 2024 decreased \$355.1 million, or 34.2%, to \$681.9 million compared to fiscal year 2023. The decrease in cost of sales was primarily driven by a 45.4% decrease in volumes, partially offset by increasingly normalized inflationary pressures. In the Malibu segment, per unit material and labor costs increased \$24.3 million driven by an increased mix of larger models that corresponded with higher net sales per unit, fixed-cost deleveraging due to lower volumes and increased prices due to inflationary pressures. In the Saltwater Fishing segment, per unit material and labor costs increased \$31.7 million driven by an increased mix of larger models that corresponded with higher net sales per unit, fixed-cost deleveraging due to lower volumes and increased prices due to inflationary pressures. In the Cobalt segment, per unit material and labor costs increased \$5.8 million driven by fixed-cost deleveraging due to lower volumes and increased prices due to inflationary pressures.

#### *Gross Profit*

Gross profit for fiscal year 2024 decreased \$204.2 million, or 58.1%, compared to fiscal year 2023. The decrease in gross profit was driven primarily by lower sales revenue along with fixed-cost deleveraging. Gross margin for fiscal year 2024 decreased from 25.3% to 17.7% driven primarily by an increased mix of the Saltwater Fishing segment and increased dealer flooring program costs.

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### *Operating Expenses*

Selling and marketing expense for fiscal year 2024 decreased \$1.2 million, or 5.1% to \$22.8 million compared to fiscal year 2023. The decrease was driven primarily by a decrease related to boat show and related events. As a percentage of sales, selling and marketing expense increased 100 basis points to 2.7% for fiscal year 2024 compared to 1.7% for fiscal year 2023. General and administrative expense for fiscal year 2024 decreased \$99.4 million, or 56.6%, to \$76.3 million compared to fiscal year 2023. The decrease in general and administrative expenses was primarily driven by the \$100.0 million settlement of product liability cases in June 2023 (refer to Note 17 of our audited consolidated financial statements included in this Annual Report on Form 10-K for more details). Additionally, there was a decrease in compensation and personnel-related expenses partially offset by increases in legal and professional fees, licenses and permits, and IT infrastructure expenses. As a percentage of sales, general and administrative expenses decreased 350 basis points to 9.2% for fiscal year 2024 compared to 12.7% for fiscal year 2023. Amortization expense for fiscal year 2024 remained flat at \$6.8 million.

### *Other Expense, Net*

Other expense, net for fiscal year 2024 decreased by \$1.5 million, or 44.2% to \$1.8 million as compared to fiscal year 2023. Our interest expense decreased by \$1.1 million during fiscal year 2024 compared to fiscal year 2023 due to lower average outstanding debt.

### *(Benefit) Provision for Income Taxes*

Our (benefit) provision for income taxes for fiscal year 2024 decreased \$34.9 million, or 104.0% to (\$1.3 million) compared to fiscal year 2023. This decrease was primarily driven by lower pre-tax earnings, including impairment charges related to our Maverick Boat Group reporting unit. For fiscal year 2024, our effective tax rate of 2.3% was reduced by the impairment charges related to our Maverick Boat Group reporting unit. For fiscal year 2023, our effective tax rate of 23.7% differed from the statutory federal income tax rate of 21% primarily due to the impact of U.S. state taxes. This increase in the effective tax rate was partially offset by the benefit of the research and development tax credit as well as the impact of non-controlling interests in the LLC.

### *Non-controlling interest*

Non-controlling interest represents the ownership interests of the members of the LLC other than us and the amount recorded as non-controlling interest in our consolidated statements of operations and comprehensive (loss) income is computed by multiplying pre-tax (loss) income for the applicable fiscal year by the percentage ownership in the LLC not directly attributable to us. For fiscal years 2024 and 2023, the weighted average non-controlling interest attributable to ownership interests in the LLC not directly attributable to us was 1.9% and 2.6%, respectively.

### *Comparison of the Fiscal Year Ended June 30, 2023 to the Fiscal Year Ended June 30, 2022*

#### *Net Sales*

Net sales for fiscal year 2023 increased \$173.5 million, or 14.3%, to \$1,388.4 million, compared to fiscal year 2022. The increase in net sales was driven primarily by increased unit volumes in our Saltwater Fishing and Cobalt segments, a favorable model mix across all segments and inflation-driven year-over-year price increases across all segments, partially offset by lower unit volumes in the Malibu segment and increased dealer flooring program costs across all segments resulting from higher interest rates and increased inventory levels. Unit volume for fiscal year 2023 increased 608 units, or 6.6%, to 9,863 units compared to fiscal year 2022. Our unit volume increased primarily due to strong wholesale restocking demand across our Cobalt and Saltwater Fishing segments, partially offset by reduced wholesale restocking demand at our Malibu segment.

Net sales attributable to our Malibu segment increased \$28.7 million, or 4.7%, to \$636.2 million for fiscal year 2023 compared to fiscal year 2022. Unit volumes attributable to our Malibu segment decreased 46 units for fiscal year 2023 compared to fiscal year 2022. The increase in net sales was driven by inflation-driven year-over-year price increases and a favorable model mix, partially offset by lower unit volumes and increased dealer flooring program costs.

Net sales attributable to our Saltwater Fishing segment increased \$107.2 million, or 31.4%, to \$449.2 million for fiscal year 2023 compared to fiscal year 2022. Unit volumes increased 550 units for fiscal year 2023 compared to fiscal year 2022. The increase in net sales was driven by increased volume, inflation-driven year-over-year price increases and a favorable model mix, partially offset by increased dealer flooring program costs.

Net sales attributable to our Cobalt segment increased \$37.6 million, or 14.2%, to \$303.0 million for fiscal year 2023 compared to fiscal year 2022. Unit volumes attributable to Cobalt increased 104 units for fiscal year 2023 compared to fiscal

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year 2022. The increase in net sales was driven by increased volume, inflation-driven year-over-year price increases and a favorable model mix, partially offset by increased dealer flooring program costs.

Overall consolidated net sales per unit increased 7.2% to \$140,765 per unit for fiscal year 2023 compared to fiscal year 2022. Net sales per unit for our Malibu segment increased 5.7% to \$124,097 per unit for fiscal year 2023 compared to fiscal year 2022, driven by inflation-driven year-over-year price increases and a favorable model mix, partially offset by increased dealer flooring program costs. Net sales per unit for our Saltwater Fishing segment increased 3.4% to \$173,755 per unit for fiscal year 2023 compared to fiscal year 2022, driven by inflation-driven year-over-year price increases, partially offset by increased dealer flooring program costs and a unfavorable model mix. Net sales per unit for our Cobalt segment increased 8.6% to \$140,847 per unit for fiscal year 2023 compared to fiscal year 2022, driven by inflation-driven year-over-year price increases and a favorable model mix, partially offset by increased dealer flooring program costs.

### *Cost of Sales*

Cost of sales for fiscal year 2023 increased \$132.2 million, or 14.6%, to \$1,037.1 million compared to fiscal year 2022. The increase in cost of sales was primarily driven by a 6.6% increase in volumes and increased prices due to inflationary pressures that have impacted prices on parts and components. In the Malibu segment, higher per unit material and labor costs contributed \$19.1 million to the increase in cost of sales and were driven by increased prices due to inflationary pressures. In the Saltwater Fishing segment, higher per unit material and labor costs contributed \$2.2 million to the increase in cost of sales and were driven by increased prices due to inflationary pressures and an increased mix of larger models that corresponded with higher net sales per unit. In the Cobalt segment, higher per unit material and labor costs contributed \$19.7 million to the increase in cost of sales and were driven by increased prices due to inflationary pressures and an increased mix of larger models that corresponded with higher net sales per unit.

### *Gross Profit*

Gross profit for fiscal year 2023 increased \$41.2 million, or 13.3%, compared to fiscal year 2022. The increase in gross profit was driven primarily by higher sales revenue partially offset by the increased cost of sales for the reasons noted above. Gross margin for fiscal year 2023 decreased 0.2% from 25.5% to 25.3% driven primarily by an increased mix of the Saltwater Fishing segment and increased dealer flooring program costs and partially offset by better year-over-year performance in our Saltwater Fishing segment.

### *Operating Expenses*

Selling and marketing expense for fiscal year 2023 increased \$1.1 million, or 4.8% to \$24.0 million compared to fiscal year 2022. The increase was driven primarily by increased promotional events. As a percentage of sales, selling and marketing expense decreased 0.2% to 1.7% for fiscal year 2023 compared to 1.9% for fiscal year 2022. General and administrative expense for fiscal year 2023 increased \$109.3 million, or 164.7%, to \$175.7 million compared to fiscal year 2022. The increase in general and administrative expenses was driven primarily by the settlement of product liability cases for \$100.0 million in June 2023. See Note 17 of our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more information. The remaining increase in general and administrative expenses was driven by an increase in compensation and personnel-related expenses, an increase in legal and professional fees and an increase in travel related expenses. As a percentage of sales, general and administrative expenses increased 7.3% to 12.7% for fiscal year 2023 compared to 5.4% for fiscal year 2022. Amortization expense for fiscal year 2023 decreased \$0.1 million, or 2.1%, to \$6.8 million compared to fiscal year 2022 due to a decrease of amortization expense related to fully amortized intangibles.

### *Other Expense (Income), Net*

Other expense, net for fiscal year 2023 decreased by \$0.6 million, or 14.6% to \$3.3 million as compared to fiscal year 2022. In fiscal year 2023, we increased our tax receivable agreement liability by \$0.2 million that resulted in a corresponding amount being recognized as other expense during the same period, compared to fiscal year 2022 when we increased our tax receivable agreement liability by \$1.0 million. Our interest expense increased by \$0.1 million during fiscal year 2023 compared to fiscal year 2022 due to higher average interest rates on outstanding debt, offset by lower average outstanding debt.

### *Provision for Income Taxes*

Our provision for income taxes for fiscal year 2023 decreased \$13.0 million, or 27.8% to \$33.6 million compared to fiscal year 2022. This decrease was primarily driven by lower pre-tax earnings. For fiscal year 2023, our effective tax rate of 23.7%

differed from the statutory federal income tax rate of 21% primarily due to the impact of U.S. state taxes. This increase in the effective tax rate was partially offset by the benefit of the research and development tax credit as well as the impact of non-controlling interests in the LLC. For fiscal year 2022, our effective tax rate of 22.2% differed from the statutory federal income

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tax rate of 21% primarily due to the impact of U.S. state taxes. This increase in the effective tax rate was partially offset by a windfall benefit generated by certain stock-based compensation, as well as the benefits of the research and development tax credit, and the impact of non-controlling interests in the LLC.

### *Non-controlling interest*

Non-controlling interest represents the ownership interests of the members of the LLC other than us and the amount recorded as non-controlling interest in our consolidated statements of operations and comprehensive (loss) income is computed by multiplying pre-tax income for the applicable fiscal year by the percentage ownership in the LLC not directly attributable to us. For fiscal years 2023 and 2022, the weighted average non-controlling interest attributable to ownership interests in the LLC not directly attributable to us was 2.6% and 2.8%, respectively.

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### GAAP Reconciliation of Non-GAAP Financial Measures

#### *Adjusted EBITDA*

Adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures that are used by management as well as by investors, commercial bankers, industry analysts and other users of our financial statements.

We define adjusted EBITDA as net (loss) income before interest expense, income taxes, depreciation, amortization and non-cash, non-recurring or non-operating expenses, including goodwill and other intangible asset impairment expense, abandonment of construction in process, litigation settlements, certain professional fees, non-cash compensation expense and adjustments to our tax receivable agreement liability. We define adjusted EBITDA margin as adjusted EBITDA divided by net sales. Adjusted EBITDA and adjusted EBITDA margin are not measures of net (loss) income as determined by GAAP. Management believes adjusted EBITDA and adjusted EBITDA margin allow investors to evaluate the Company's operating performance and compare our results of operations from period to period on a consistent basis by excluding items that management does not believe are indicative of our core operating performance. Management uses adjusted EBITDA to assist in highlighting trends in our operating results without regard to our financing methods, capital structure and non-recurring or non-operating expenses.

We exclude the items listed above from net (loss) income in arriving at adjusted EBITDA because these amounts can vary substantially from company to company within our industry depending upon accounting methods and book values of assets, capital structures, the methods by which assets were acquired and other factors. Adjusted EBITDA has limitations as an analytical tool and should not be considered as an alternative to, or more meaningful than, net (loss) income as determined in accordance with GAAP or as an indicator of our liquidity. Certain items excluded from adjusted EBITDA are significant components in understanding and assessing a company's financial performance, such as a company's cost of capital and tax structure, as well as the historical costs of depreciable assets. Our presentation of adjusted EBITDA and adjusted EBITDA margin should not be construed as an inference that our results will be unaffected by unusual or non-recurring items. Our computations of adjusted EBITDA and adjusted EBITDA margin may not be comparable to other similarly titled measures of other companies.

The following table sets forth a reconciliation of net (loss) income as determined in accordance with GAAP to adjusted EBITDA and presentation of net (loss) income margin and adjusted EBITDA margin for the periods indicated (dollars in thousands):

	<b>Fiscal Year Ended June 30,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
Net (loss) income	\$ (56,443)	\$ 107,910	\$ 163,430
(Benefit) provision for income taxes	(1,342)	33,581	46,535
Interest expense	1,842	2,962	2,875
Depreciation	26,178	21,912	19,365
Amortization	6,811	6,808	6,957
Goodwill and other intangible asset impairment <sup>1</sup>	88,389	—	—
Abandonment of construction in process <sup>2</sup>	8,735	—	—
Litigation settlement <sup>3</sup>	—	100,000	—
Professional fees <sup>4</sup>	3,096	4,781	—
Stock-based compensation expense <sup>5</sup>	4,935	5,894	6,342
Adjustment to tax receivable agreement liability <sup>6</sup>	36	188	1,025
Adjusted EBITDA	\$ 82,237	\$ 284,036	\$ 246,529
Net Sales	\$ 829,035	\$1,388,365	\$1,214,877
Net (Loss) Income Margin <sup>7</sup>	(6.8)%	7.8 %	13.5 %
Adjusted EBITDA Margin <sup>7</sup>	9.9 %	20.5 %	20.3 %



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- (1) Represents impairment of goodwill and trade names related to our Maverick Boat Group reporting unit in the amounts of \$49.2 million and \$39.2 million, respectively.
- (2) For the three and twelve months ended June 30, 2024, we recorded a non-cash charge of \$8.7 million associated with the abandonment of the ERP project. The abandonment pertains to long-lived assets including software and other capitalized costs specifically tied to the project and is captured in the Abandonment of construction in process of our Consolidated Statements of Operations and Comprehensive (Loss) Income.
- (3) Represents settlement of product liability cases in June 2023 for \$100.0 million. For more information, refer to Note 17 of our consolidated financial statements included elsewhere in this Annual Report.
- (4) Represents legal and advisory fees related to ongoing litigation related to Batchelder matters for fiscal year 2024 and legal and advisory fees related to product liability cases that were settled for \$100.0 million in June 2023. For more information, refer to Note 17 of our consolidated financial statements included elsewhere in this Annual Report.
- (5) Represents equity-based incentives awarded to certain of our employees under the Malibu Boats, Inc. Long-Term Incentive Plan and profit interests issued under the previously existing limited liability company agreement of the LLC. For more information, refer to Note 15 of our consolidated financial statements included elsewhere in this Annual Report.
- (6) For fiscal year 2024, we recognized other expense from an adjustment in our tax receivable agreement liability due to an increase in the state tax rate used in computing our future tax obligations and in turn, an increase in the future benefit we expect to pay under our tax receivable agreement with pre-IPO owners. For fiscal year 2023, we recognized other expense from an adjustment in our tax receivable agreement liability mainly derived by future benefits from Tennessee net operating losses at Malibu Boats, Inc. For fiscal year 2022, we recognized other expense from an adjustment in our tax receivable agreement liability due to an increase in the state tax rate used in computing our future tax obligations and in turn, an increase in the future benefit we expect to pay under our tax receivable agreement with pre-IPO owners. For more information, refer to Note 12 of our consolidated financial statements included elsewhere in this Annual Report.
- (7) We calculate net (loss) income margin as net (loss) income divided by net sales and we define adjusted EBITDA margin as adjusted EBITDA divided by net sales.

### *Adjusted Fully Distributed Net (Loss) Income*

We define Adjusted Fully Distributed Net (Loss) Income as net (loss) income attributable to Malibu Boats, Inc. (i) excluding income tax expense, (ii) excluding the effect of non-recurring or non-cash items, (iii) assuming the exchange of all LLC Units into shares of Class A Common Stock, which results in the elimination of non-controlling interest in the LLC, and (iv) reflecting an adjustment for income tax (benefit) expense on fully distributed net (loss) income before income taxes at our estimated effective income tax rate. Adjusted Fully Distributed Net (Loss) Income is a non-GAAP financial measure because it represents net (loss) income attributable to Malibu Boats, Inc., before non-recurring or non-cash items and the effects of non-controlling interests in the LLC.

We use Adjusted Fully Distributed Net (Loss) Income to facilitate a comparison of our operating performance on a consistent basis from period to period that, when viewed in combination with our results prepared in accordance with GAAP, provides a more complete understanding of factors and trends affecting our business than GAAP measures alone.

We believe Adjusted Fully Distributed Net (Loss) Income assists our board of directors, management and investors in comparing our net (loss) income on a consistent basis from period to period because it removes non-cash or non-recurring items, and eliminates the variability of non-controlling interest as a result of member owner exchanges of LLC Units into shares of Class A Common Stock.

In addition, because Adjusted Fully Distributed Net (Loss) Income is susceptible to varying calculations, the Adjusted Fully Distributed Net (Loss) Income measures, as presented in this Annual Report, may differ from and may, therefore, not be comparable to similarly titled measures used by other companies.

The following table shows the reconciliation of the numerator and denominator for net (loss) income available to Class A Common Stock per share to Adjusted Fully Distributed Net (Loss) Income per Share of Class A Common Stock for the periods presented (in thousands except share and per share data):

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	Fiscal Year Ended June 30,		
	2024	2023	2022
<b>Reconciliation of numerator for net (loss) income available to Class A Common Stock per share to Adjusted Fully Distributed Net (Loss) Income per Share of Class A Common Stock:</b>			
Net (loss) income attributable to Malibu Boats, Inc.	\$ (55,912)	\$ 104,513	\$ 157,632
(Benefit) provision for income taxes	(1,342)	33,581	46,535
Litigation settlement <sup>1</sup>	—	100,000	—
Professional fees <sup>2</sup>	3,096	4,781	—
Acquisition and integration related expenses <sup>3</sup>	6,672	6,654	6,653
Stock-based compensation expense <sup>4</sup>	4,935	5,894	6,342
Goodwill and other intangible asset impairment <sup>5</sup>	88,389	—	—
Abandonment of construction in process <sup>6</sup>	8,735	—	—
Adjustment to tax receivable agreement liability <sup>7</sup>	36	188	1,025
Net (loss) income attributable to non-controlling interest <sup>8</sup>	(531)	3,397	5,798
Fully distributed net income before income taxes	54,078	259,008	223,985
Income tax expense on fully distributed income before income taxes <sup>9</sup>	13,249	62,939	53,308
Adjusted Fully Distributed Net Income	<u>\$ 40,829</u>	<u>\$ 196,069</u>	<u>\$ 170,677</u>

	Fiscal Year Ended June 30,		
	2024	2023	2022
<b>Reconciliation of denominator for net (loss) income available to Class A Common Stock per share to Adjusted Fully Distributed Net Income per Share of Class A Common Stock:</b>			
Weighted average shares outstanding of Class A Common Stock used for basic net (loss) income per share:	20,439,449	20,501,844	20,749,237
Adjustments to weighted average shares of Class A Common Stock:			
Weighted-average LLC units held by non-controlling unit holders <sup>10</sup>	395,528	543,909	600,919
Weighted-average unvested restricted stock awards issued to management <sup>11</sup>	266,557	272,116	252,135
Adjusted weighted average shares of Class A Common Stock outstanding used in computing Adjusted Fully Distributed Net Income per Share of Class A Common Stock:	<u>21,101,534</u>	<u>21,317,869</u>	<u>21,602,291</u>

The following table shows the reconciliation of net (loss) income available to Class A Common Stock per share to Adjusted Fully Distributed Net Income per Share of Class A Common Stock for the periods presented:

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	Fiscal Year Ended June 30,		
	2024	2023	2022
Net (loss) income available to Class A Common Stock per share	\$ (2.74)	\$ 5.10	\$ 7.60
Impact of adjustments:			
(Benefit) provision for income taxes	(0.07)	1.64	2.24
Litigation settlement <sup>1</sup>	—	4.88	—
Professional fees <sup>2</sup>	0.15	0.23	—
Acquisition and integration related expenses <sup>3</sup>	0.33	0.32	0.32
Stock-based compensation expense <sup>4</sup>	0.24	0.29	0.31
Goodwill and other intangible asset impairment <sup>5</sup>	4.32	—	—
Abandonment of construction in process <sup>6</sup>	0.43	—	—
Adjustment to tax receivable agreement liability <sup>7</sup>	—	0.01	0.05
Net (loss) income attributable to non-controlling interest <sup>8</sup>	(0.03)	0.17	0.28
Fully distributed net income per share before income taxes	2.63	12.64	10.80
Impact of income tax expense on fully distributed income before income taxes <sup>9</sup>	(0.65)	(3.07)	(2.57)
Impact of increased share count <sup>12</sup>	(0.06)	(0.38)	(0.32)
Adjusted Fully Distributed Net Income per Share of Class A Common Stock	\$ 1.92	\$ 9.19	\$ 7.91

- (1) Represents settlement of product liability cases in June 2023 for \$100.0 million. For more information, refer to Note 17 of our consolidated financial statements included elsewhere in this Annual Report.
- (2) Represents legal and advisory fees related to ongoing litigation related to Batchelder matters for fiscal year 2024 and legal and advisory fees related to product liability cases that were settled for \$100.0 million in June 2023. For more information, refer to Note 17 of our consolidated financial statements included elsewhere in this Annual Report.
- (3) For fiscal years 2024, 2023 and 2022, represents amortization of intangibles acquired in connection with the acquisition of Maverick Boat Group, Pursuit and Cobalt.
- (4) Represents equity-based incentives awarded to certain of our employees under the Malibu Boats, Inc. Long-Term Incentive Plan and profit interests issued under the previously existing limited liability company agreement of the LLC. For more information, refer to Note 15 of our consolidated financial statements included elsewhere in this Annual Report.
- (5) Represents impairment of goodwill and trade names related to our Maverick Boat Group reporting unit in the amounts of \$49.2 million and \$39.2 million, respectively.
- (6) For the three and twelve months ended June 30, 2024, we recorded a non-cash charge of \$8.7 million associated with the abandonment of the ERP project. The abandonment pertains to long-lived assets including software and other capitalized costs specifically tied to the project and is captured in the Abandonment of construction in process of our Consolidated Statements of Operations and Comprehensive (Loss) Income.
- (7) For fiscal year 2024, we recognized other expense from an adjustment in our tax receivable agreement liability due to an increase in the state tax rate used in computing our future tax obligations and in turn, an increase in the future benefit we expect to pay under our tax receivable agreement with pre-IPO owners. For fiscal year 2023, we recognized other expense from an adjustment in our tax receivable agreement liability mainly derived by future benefits from Tennessee net operating losses at Malibu Boats, Inc. For more information, refer to Note 12 of our consolidated financial statements included elsewhere in this Annual Report.
- (8) Reflects the elimination of the non-controlling interest in the LLC as if all LLC members had fully exchanged their LLC Units for shares of Class A Common Stock.
- (9) Reflects income tax expense at an estimated normalized annual effective income tax rate of 24.5% of income before taxes for fiscal year 2024, and 24.3% of income before taxes for fiscal year 2023 in each case assuming the conversion of all LLC Units into shares of Class A Common Stock. The estimated normalized annual effective income tax rate for fiscal years 2024 and 2023 is based on the federal statutory rate plus a blended state rate adjusted for the research and development tax credit, the foreign derived intangible income deduction, and foreign income taxes attributable to our Australian subsidiary.
- (10) Represents the weighted average shares outstanding of LLC Units held by non-controlling interests assuming they were exchanged into Class A Common Stock on a one-for-one basis.
- (11) Represents the weighted average unvested restricted stock awards included in outstanding shares during the applicable period that were convertible into Class A Common Stock and granted to members of management.
- (12) Reflects impact of increased share counts assuming the exchange of all weighted average shares outstanding of LLC Units into shares of Class A Common Stock and the conversion of all weighted average unvested restricted stock awards included in outstanding shares granted to members of management.

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### **Liquidity and Capital Resources**

#### *Overview and Primary Sources of Cash*

Our primary uses of cash have been for funding working capital and capital investments, repayments under our debt arrangements, acquisitions, cash distributions to members of the LLC, cash payments under our tax receivable agreement and stock repurchases under our stock repurchase program. For both the short-term and the long-term, our sources of cash to meet these needs have primarily been operating cash flows, borrowings under our revolving credit facility and short and long-term debt financings from banks and financial institutions. We believe that our cash on hand, cash generated by operating activities and funds available under our revolving credit facility will be sufficient to finance our operating activities for at least the next twelve months and beyond.

#### *Material Cash Requirements*

Our typical uses of cash are for capital expenditures, debt service obligations, payments under our tax receivables agreement, our lease obligations and return of capital to our stockholders, which has typically been accomplished through our stock repurchase programs.

During fiscal year 2024, we had a one-time payment of \$100.0 million with respect to a settlement agreement entered in connection with the settlement of all Batchelder-related product liability matters and we purchased our new Roane County, Tennessee facility for a cash purchase price of approximately \$33.3 million. For the litigation settlement, we borrowed \$75.0 million under the revolving credit facility to fund a portion of that payment.

We also maintain liability insurance applicable to the Batchelder Matters with coverage up to \$26.0 million. As of August 26, 2024, we had received approximately \$21.0 million in insurance coverage proceeds, subject in certain cases to reservation of rights by the insurance carriers. We contend that the insurance carriers are responsible for the entirety of the \$100.0 million settlement amount and related expenses, and therefore the insurers' payments to date are well below what they should have tendered to Boats LLC. Accordingly, on July 3, 2023, Boats LLC filed a complaint against Federal Insurance Company and Starr Indemnity & Liability Company alleging that the insurers unreasonably failed to comply with their obligations by refusing, negligently and in bad faith, to settle covered claims within their available policy limits prior to trial. We intend to vigorously pursue our claims against our insurers to recover the full \$100.0 million settlement amount and expenses (less any monies already tendered without reservation by the carriers). However, we cannot predict the outcome of such litigation.

*Capital Expenditures.* For fiscal year 2024, we incurred approximately \$76.0 million in capital expenditures primarily related to the completion of our Roane County, Tennessee facility as well as new models, capacity enhancements and vertical integration initiatives. Other investment opportunities, such as potential strategic acquisitions, may require additional funding.

*Principal and Interest Payments.* Our Third Amended and Restated Credit Agreement (the "Credit Agreement") provides us with a revolving credit facility in an aggregate principal amount of up to \$350.0 million. As of June 30, 2024, we had no outstanding borrowings under our revolving credit facility, with \$348.4 million available for borrowing. The revolving credit facility matures on July 8, 2027. As of August 26, 2024, we had outstanding borrowings of \$28.0 million under our revolving credit facility. Assuming no additional repayments or borrowings on our revolving credit facility with an outstanding balance of \$28.0 million after August 26, 2024, our interest payments would be approximately \$2.6 million within the next 12 months based on the interest rate at August 26, 2024 of 8.75%. See below under "Revolving Credit Facility" for additional information regarding our revolving credit facility, including the interest rate applicable to any borrowing under such facility.

*Tax Receivable Agreement.* We entered into a tax receivable agreement with our pre-IPO owners at the time of our initial public offering. Under the tax receivables agreement, we pay the pre-IPO owners (or any permitted assignees) 85% of the amount of cash savings, if any, in U.S. federal, state and local income tax or franchise tax that we actually realize, or in some circumstances are deemed to realize, as a result of an expected increase in our share of tax basis in LLC's tangible and intangible assets, including increases attributable to payments made under the tax receivable agreement. These obligations will not be paid if we do not realize cash tax savings. We estimate that no amounts will be due under the tax receivable agreement within the next 12 months. In accordance with the tax receivable agreement, the next payment is anticipated to occur once net operating losses are utilized and there is sufficient taxable income.

*Operating Lease Obligations.* Lease commitments consist principally of leases for our manufacturing facilities. For fiscal

year 2025, our expected operating lease payments will be \$2.4 million and our total committed lease payments are \$8.5 million as of June 30, 2024. Additional information regarding our operating leases is available in Note 11, Leases, of the Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Annual Report on Form 10-K.

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*Purchase Obligations.* In the ordinary course of business, we enter into purchase orders from a variety of suppliers, primarily for raw materials, in order to manage our various operating needs. The orders are expected to be purchased throughout fiscal year 2025. We or the vendor can generally terminate the purchase orders at any time. These purchase orders do not contain any termination payments or other penalties if cancelled. As of June 30, 2024, we had purchase orders in the amount of \$48.0 million due within the next 12 months.

*Return of Capital/Stock Repurchase Program .* We previously announced that we intend to return capital of at least \$10.0 million per quarter from May 2024 through May 2025 through either the repurchase of stock or dividend payments. To date, we have returned capital to our stockholders through the repurchase of our stock and have not declared any dividends. During the fiscal year ended June 30, 2024, we repurchased 699,958 shares of Class A Common Stock for \$29.8 million in cash including related fees and expenses under our 2022 and 2023 Repurchase Programs. Our Board of Directors authorized a stock repurchase program for the repurchase of up to \$100.0 million of our Class A Common Stock and the LLC's LLC Units for the period from November 8, 2023 to November 8, 2024. As of June 30, 2024, \$82.7 million was available to repurchase shares of Class A Common Stock and LLC Units under the 2023 Repurchase Program. We may repurchase shares of our common stock at any time or from time to time, without prior notice, subject to market conditions and other considerations. We have no obligation to repurchase any shares of our common stock under the share repurchase program. We intend to fund repurchases under the repurchase program from cash on hand.

Our future capital requirements beyond the next 12 months will depend on many factors, including the general economic environment in which we operate and our ability to generate cash flow from operations, which are more uncertain as a result of inflation, increasing interest rates and fluctuating fuel prices. Our liquidity needs during this uncertain time will depend on multiple factors, including our ability to continue operations and production of boats, the performance of our dealers and suppliers, the impact of the general economy on our dealers, suppliers and retail customers, the availability of sufficient amounts of financing, and our operating performance.

The following table summarizes the cash flows from operating, investing and financing activities (dollars in thousands):

	Fiscal Year Ended June 30,		
	2024	2023	2022
Total cash provided by (used in):			
Operating activities	\$ 55,558	\$ 184,733	\$ 164,846
Investing activities	(75,842)	(54,638)	(61,621)
Financing activities	(31,695)	(134,574)	(60,380)
Impact of currency exchange rates on cash balances	(13)	(328)	(580)
(Decrease) increase in cash	\$ (51,992)	\$ (4,807)	\$ 42,265

### *Cash Flows From Operating Activities*

Net cash provided by operating activities was \$55.6 million for fiscal year 2024, compared to \$184.7 million for the same period in 2023, a decrease of \$129.2 million. The decrease in cash provided by operating activities primarily resulted from a decrease of \$51.4 million in net income (after consideration of non-cash items included in net (loss) income, primarily related to the Maverick impairment of goodwill and other intangible assets, abandonment of construction in process, depreciation and deferred tax assets) and net decrease in operating assets and liabilities of \$77.8 million. This decrease was related to a reduction in working capital, resulting from lower sales and a one-time payment of \$100.0 million with respect to a settlement agreement entered in connection with all Batchelder-related product liability matters. Net cash provided by operating activities was \$184.7 million for fiscal year 2023, compared to \$164.8 million for the same period in 2022, an increase of \$19.9 million. The increase in cash provided by operating activities primarily resulted from a net increase in operating assets and liabilities of \$94.8 million related to the timing of collections of accounts receivables, payments for accruals and payables, and purchases of inventory, and partially offset by a decrease of \$74.9 million in net income (after consideration of non-cash items included in net income, primarily related to depreciation, amortization, deferred tax assets and non-cash compensation).

### *Cash Flows From Investing Activities*

Net cash used in investing activities was \$75.8 million for fiscal year 2024 compared to \$54.6 million for the same period in 2023, a increase of cash used in investing activities of \$21.2 million. The increase in cash used in investing activities was

primarily related to increased capital expenditures compared to same period in 2023. Net cash used in investing activities was \$54.6 million for fiscal year 2023 compared to \$61.6 million for the same period in 2022, a decrease of cash used in investing activities of \$7.0 million. The decrease in cash used in investing activities was primarily related to the acquisition of certain assets of AmTech, LLC and BTR, LLC in fiscal year 2022 for \$6.6 million.



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### *Cash Flows From Financing Activities*

Net cash used in financing activities was \$31.7 million for fiscal year 2024 compared to net cash used in financing activities of \$134.6 million for fiscal year 2023, a decrease of \$102.9 million. During fiscal year 2024, we repurchased 699,958 of our Class A Common Stock under our stock repurchase program. We also paid \$1.5 million on taxes for shares withheld upon the vesting of restricted stock awards and paid \$0.9 million in distributions to LLC Unit holders.

Net cash used in financing activities was \$134.6 million for fiscal year 2023 compared to net cash provided by financing activities of \$60.4 million for fiscal year 2022, a change of \$74.2 million. During fiscal year 2023, we repaid \$23.1 million on our term loans, we repaid \$97.0 million, net of borrowings under our revolving credit facility and repurchased \$7.9 million of our Class A Common Stock under our prior stock repurchase program. We also paid \$3.1 million on taxes for shares withheld upon the vesting of restricted stock awards, paid \$3.4 million in distributions to LLC Unit holders and paid \$1.4 million in deferred financing costs. During fiscal year 2023, we received proceeds of \$1.3 million from the exercise of stock options.

### *Revolving Credit Facility*

We have a revolving credit facility in an aggregate principal amount of up to \$350.0 million with a maturity date of July 8, 2027. As of June 30, 2024, we had no outstanding balance under our revolving credit facility and \$1.6 million in outstanding letters of credit, with \$348.4 million available for borrowing. We have the option to request that lenders increase the amount available under the revolving credit facility by, or obtain incremental term loans of, up to \$200.0 million, subject to the terms of the Credit Agreement and only if existing or new lenders choose to provide additional term or revolving commitments.

Our indirect subsidiary, Malibu Boats, LLC is the borrower under the Credit Agreement and its obligations are guaranteed by the LLC and, subject to certain exceptions, the present and future domestic subsidiaries of Malibu Boats, LLC, and all such obligations are secured by substantially all of the assets of the LLC, Malibu Boats, LLC and such subsidiary guarantors. Malibu Boats, Inc. is not a party to the Credit Agreement.

All borrowings under the Credit Agreement bear interest at a rate equal to either, at our option, (i) the highest of the prime rate, the Federal Funds Rate plus 0.5%, or one-month Term SOFR plus 1% (the “Base Rate”) or (ii) SOFR, in each case plus an applicable margin ranging from 1.25% to 2.00% with respect to SOFR borrowings and 0.25% to 1.00% with respect to Base Rate borrowings. The applicable margin will be based upon the consolidated leverage ratio of the LLC and its subsidiaries. We are required to pay a commitment fee for the unused portion of the revolving credit facility, which will range from 0.15% to 0.30% per annum, depending on the LLC’s and its subsidiaries’ consolidated leverage ratio.

The Credit Agreement contains certain customary representations and warranties, and notice requirements for the occurrence of specific events such as the occurrence of any event of default or pending or threatened litigation. The Credit Agreement also requires compliance with certain customary financial covenants consisting of a minimum ratio of EBITDA to interest expense and a maximum ratio of total debt to EBITDA. The Credit Agreement contains restrictive covenants regarding indebtedness, liens, fundamental changes, investments, share repurchases, dividends and distributions, disposition of assets, transactions with affiliates, negative pledges, hedging transactions, certain prepayments of indebtedness, accounting changes and governmental regulation.

The Credit Agreement also contains customary events of default. If an event of default has occurred and continues beyond any applicable cure period, the administrative agent may (i) accelerate all outstanding obligations under the Credit Agreement or (ii) terminate the commitments, amongst other remedies. Additionally, the lenders are not obligated to fund any new borrowing under the Credit Agreement while an event of default is continuing.

### *Repurchase Commitments*

Our dealers have arrangements with certain finance companies to provide secured floor plan financing for the purchase of our boats. These arrangements indirectly provide liquidity to us by financing dealer purchases of our products, thereby minimizing the use of our working capital in the form of accounts receivable. A majority of our sales are financed under similar arrangements, pursuant to which we receive payment within a few days of shipment of the product. We have agreed to repurchase products repossessed by the finance companies if a dealer defaults on its debt obligations to a finance company and the boat is returned to us, subject to certain limitations. Our financial exposure under these agreements is limited to the difference between the amounts unpaid by the dealer with respect to the repossessed product plus costs of repossession and the amount received on the resale of the repossessed product. We repurchased 17 units under our repurchase agreements during



fiscal year 2024 which boats were subsequently resold during fiscal year 2024 above cost. Additionally, during the period between July 1, 2024 and August 28, 2024, we repurchased 19 new model year 2024 units related to the ongoing bankruptcy with Tommy's Boats totaling \$2.5 million. Pursuant to an order of the bankruptcy court, we have agreed to repurchase those boats that were the subject of a repurchase agreement with M&T Bank and that have not otherwise been sold to customers.

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With respect to boats not subject to the repurchase agreement, the bankruptcy trustee has retained Gordon Brothers to sell the remaining inventory as part of liquidation sales that are ongoing. We have been in discussions with the trustee regarding the inventory being liquidated. For fiscal years 2023 and 2022, we did not repurchase any boats under our repurchase agreement. An adverse change in retail sales could require us to repurchase repossessed units upon an event of default by any of our dealers, subject to the annual limitation. Refer to Note 17 to the audited consolidated financial statements included elsewhere in this Annual Report for further information on repurchase commitments.

### **Critical Accounting Policies and Critical Accounting Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. These principles require us to make estimates and judgments that affect the reported amounts of assets, liabilities, expenses and cash flows, and related disclosure of contingent assets and liabilities. Our estimates include those related to business combinations, revenue recognition, warranty claims, goodwill, intangible assets and long lived assets. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. To the extent that there are material differences between these estimates and our actual results, our future financial statements will be affected.

We believe that of our significant accounting policies, which are described in the notes to our audited consolidated financial statements appearing elsewhere in this Annual Report, the accounting policies listed below involve a greater degree of judgment and complexity. Accordingly, we believe these are the most critical to understand and evaluate fully our financial condition and results of operations.

#### *Business Combinations*

We account for business acquisitions under ASC 805, *Business Combinations*. The total purchase consideration for an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities assumed at the acquisition date. Costs that are directly attributable to the acquisition are expensed as incurred. Identifiable assets (including intangible assets) and liabilities assumed in an acquisition are measured initially at their fair values at the acquisition date. We recognize goodwill if the fair value of the total purchase consideration and any noncontrolling interests is in excess of the net fair value of the identifiable assets acquired and the liabilities assumed. We include the results of operations of the acquired business in the consolidated financial statements beginning on the acquisition date. We recognized goodwill of \$49.2 million as a result of our acquisition of Maverick Boat Group in December 2020 and goodwill of \$0.3 million as a result of our acquisition of AmTech, LLC in February 2022. We had goodwill outstanding of \$51.4 million as of June 30, 2024.

When determining such fair values, we make significant estimates and assumptions, especially with respect to intangible assets. Critical estimates in valuing certain intangible assets include but are not limited to projected future cash flows, dealer attrition and discount rates. Our estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates and changes could be significant. Furthermore, our estimates might change as additional information becomes available.

#### *Revenue Recognition*

Revenue is recognized as performance obligations under the terms of contracts with customers are satisfied; this occurs when control of promised goods (boats, parts, or other) is transferred to the customer. Revenue is measured as the amount of consideration we expect to receive in exchange for transferring goods or providing services. We generally manufacture products based on specific orders from dealers and often ship completed products only after receiving credit approval from financial institutions. The amount of consideration we receive and revenue we recognize varies with changes in marketing incentives and rebates we offer to our dealers and their customers.

Dealers generally have no rights to return unsold boats. From time to time, however, we may accept returns in limited circumstances and at our discretion under our warranty policy, which generally limits returns to instances of manufacturing defects. We may be obligated, in the event of default by a dealer, to accept returns of unsold boats under our repurchase commitment to floor financing providers, who are able to obtain such boats through foreclosure. We accrue returns when a repurchase and return, due to the default of one of our dealers, is determined to be probable and the return is reasonably estimable. Historically, product returns resulting from repurchases made under the floorplan financing program have not been material and the returned boats have been subsequently resold above their cost. Our financial exposure is limited to the difference between the amount paid to the finance companies and the amount received on the resale of the repossessed product.

Refer to Note 9 and Note 17 related to our product warranty and repurchase commitment obligations, respectively.

Revenue from boat part sales is recorded as the product is shipped from our location, which is free on board shipping point. Revenue associated with sales of materials, parts, boats or engine products sold under our exclusive manufacturing and

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distribution agreement with our Australian subsidiary are eliminated in consolidation. Revenue associated with sales to the independent representative responsible for international sales is recognized in accordance with free on board shipping point terms, the point at which the risks of ownership and loss pass to the representative. A fixed percentage discount is earned by the independent representative at the time of shipment to the representative as a reduction in the price of the boat and is recorded in our consolidated statements of operations and comprehensive (loss) income as a reduction in sales.

We earn royalties on boats shipped with our proprietary wake surfing technology under licensing agreements with various marine manufacturers. Royalty income is recognized when products are used or sold with our patented technology by these other boat manufacturers and industry suppliers. The usage of our technology satisfies the performance obligation in the contract.

### *Product Warranties*

Our standard warranties require us or our dealers to repair or replace defective products during the warranty period at no cost to the consumer. We estimate warranty costs we expect to incur and record a liability for such costs at the time the product revenue is recognized. We utilize historical claims trends and analytical tools to develop the estimate of our warranty obligation on a per boat basis, by brand and warranty year. Factors that affect our warranty liability include the number of units sold, historical and anticipated rates of warranty claims and cost per claim. We assess the adequacy of our recorded warranty liabilities and adjust the amounts as necessary. Beginning with model year 2016, we increased the term of our limited warranty for Malibu brand boats from three years to five years and for Axis brand boats from two years to five years. Beginning in model year 2018, we increased the term of our bow-to-stern warranty for Cobalt brand boats from three years to five years. Future warranty claims may differ from our estimate of the warranty liability, which could lead to changes in the Company's warranty liability in future periods. A hypothetical change of a 10% increase or decrease to our estimate of the warranty liability as of June 30, 2024 would have affected net (loss) income for the fiscal year ended June 30, 2024 by approximately \$3.8 million. Refer to Note 9 to the audited consolidated financial statements included elsewhere in this Annual Report for further information on warranties.

### *Goodwill*

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill amounts are not amortized, but rather are evaluated for potential impairment on an annual basis, as of June 30, in accordance with the provisions of ASC Topic 350, *Intangibles—Goodwill and Other*. Under the guidance, we may assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If this assessment indicates the possibility of impairment, the income approach to test for goodwill impairment would be used. Under the income approach, our management calculates the fair value of its reporting units based on the present value of estimated future cash flows. If the fair value of an individual reporting unit exceeds the carrying value of the net assets including goodwill assigned to that unit, goodwill is not impaired. If the carrying value of the reporting unit's net assets including goodwill exceeds the fair value of the reporting unit, then our management determines the implied fair value of the reporting unit's goodwill. If the carrying value of the reporting unit's goodwill exceeds its implied fair value, then we would record an impairment loss equal to the difference.

During the three months ended March 31, 2024, we determined certain indicators of potential impairment existed, warranting an interim impairment assessment of goodwill as of March 31, 2024. These indicators included a decline in the fiscal year 2024 and fiscal year 2025 forecasts, in the outlook for sales and operating performance relative to our business plan and a deterioration in general macroeconomic conditions, including rising interest rates and inflationary pressures on labor and supply costs. As a result of these macroeconomic factors, specifically a decline in the fiscal year 2024 and fiscal year 2025 forecast, we performed a goodwill impairment analysis as of March 31, 2024 consistent with our approach for annual impairment testing, including similar models and inputs. Based on such analysis, we determined that its estimated fair value for the Maverick Boat Group reporting unit is less than its carrying value as of March 31, 2024 and recognized an impairment charge of \$49.2 million for the three months ended March 31, 2024.

For the fiscal year ended June 30, 2024, we performed a qualitative assessment on the remaining reporting units which indicated that the fair value of its reporting units more likely than not exceeded their respective carrying amounts. For the fiscal year ended June 30, 2023, we performed a quantitative assessment on the Maverick Boat Group reporting unit which indicated that the fair value of its reporting unit more likely than not exceeded its carrying amount. For the fiscal year ended June 30, 2023, we performed a qualitative assessment on the remaining reporting units which indicated that the fair value of its reporting units more likely than not exceeded their respective carrying amounts. We did not recognize any goodwill impairment charges

in the fiscal years ended June 30, 2023 and 2022.

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### *Intangible Assets*

Intangible assets consist primarily of dealer relationships, product trade names, legal and contractual rights surrounding a patent and a non-compete agreement. These assets are recorded at their estimated fair values at the acquisition dates using the income approach. Definite-lived intangible assets are being amortized using the straight-line method based on their estimated useful lives ranging from 10 to 20 years. The estimated useful lives of dealer relationships consider the average length of dealer relationships at the time of acquisition, historical rates of dealer attrition and retention, the Company's history of renewal and extension of dealer relationships, as well as competitive and economic factors resulting in a range of useful lives. The estimated useful lives of the Company's trade names are based on a number of factors including the competitive environment. The estimated useful lives of legal and contractual rights are estimated based on the benefits that the patent provides for its remaining terms unless competitive, technological obsolescence or other factors indicate a shorter life. The useful life of the non-compete agreement is based on a ten-year agreement entered into by the Company and former owner of the Licensee as part of the acquisition. In addition, the Company has indefinite-lived intangible assets for acquired trade names.

Management, assisted by third-party valuation specialists, determined the estimated fair values of separately identifiable intangible assets at the date of acquisition under the income approach. Significant data and assumptions used in the valuations included cost, market and income comparisons, discount rates, royalty rates and management forecasts. Discount rates for each intangible asset were selected based on judgment of relative risk and approximate rates of returns investors in the subject assets might require. The royalty rates were based on historical and projected sales and profits of products sold and management's assessment of the intangibles' importance to the sales and profitability of the product. Management provided forecasts of financial data pertaining to assets, liabilities and income statement balances to be utilized in the valuations. While management believes the assumptions, estimates, appraisal methods and ensuing results are appropriate and represent the best evidence of fair value in the circumstances, modification or use of other assumptions or methods could have yielded different results.

The carrying amount of definite-lived intangible assets are reviewed whenever circumstances arise that indicate the carrying amount of an asset may not be recoverable. The carrying value of these assets is compared to the undiscounted future cash flows the assets are expected to generate. If the asset is considered to be impaired, the carrying value is compared to the fair value and this difference is recognized as an impairment loss. Intangible assets not subject to amortization are assessed for impairment at least annually and whenever events or changes in circumstances indicate that it is more likely than not that an asset may be impaired. The impairment test for indefinite-lived intangible assets consists of a comparison of the fair value of the intangible asset with its carrying amount. An impairment loss is recognized for the amount by which the carrying value exceeds the fair value of the asset.

During the Company's interim impairment evaluation of indefinite-lived intangibles, the Company recorded an impairment charge to trade names of \$39.2 million for the three months ended March 31, 2024 related to the Maverick Boat Group reporting unit. The impairment was principally a result of a decline, in the fiscal year 2024 and fiscal year 2025 forecast, in the outlook for sales and operating performance relative to our business plan. This charge was included in Goodwill and other intangible asset impairment on the consolidated statements of operations and comprehensive (loss) income. No other intangible asset impairment loss was recorded. There was no impairment loss recognized on intangible assets for the fiscal years ended June 30, 2023 and 2022.

### *Long-Lived Assets Other than Intangible Assets*

The Company assesses the potential for impairment of its long-lived assets if facts and circumstances, such as declines in sales, earnings, or cash flows or adverse changes in the business climate, suggest that they may be impaired. A current expectation that, more likely than not, a long-lived asset (asset group) will be sold or otherwise disposed of significantly before the end of its previously estimated useful life will also trigger a review for impairment. The Company performs its assessment by comparing the book value of the asset groups to the estimated future undiscounted cash flows associated with the asset groups. If any impairment in the carrying value of its long-lived assets is indicated, the assets would be adjusted to an estimate of fair value.

The Company recognized \$8.7 million for abandonment of construction in process charges related to the ERP (Enterprise resource planning) project during the year ended June 30, 2024. The charges pertain to long-lived assets including software and other capitalized costs specifically tied to the project and is captured in the abandonment of construction in process line of the Company's Consolidated Statements of Operations and Comprehensive (Loss) Income (see Note 6).

### **New Accounting Pronouncements**

See "Part II, Item 8. Financial Statements and Supplementary Data—Note 1—Organization, Basis of Presentation, and Summary of Significant Accounting Policies—New Accounting Pronouncements."

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Market risk represents the risk of loss that may impact our financial condition through adverse changes in financial market prices and rates and inflation. Changes in these factors could cause fluctuations in our results of operations and cash flows. In the ordinary course of business, we are primarily exposed to foreign exchange rate and interest rate risks. We manage our exposure to these market risks through regular operating and financing activities. In the past, we have also attempted to reduce our market risks through hedging instruments such as interest rate swaps.

### *Foreign Exchange Rate Risk*

We have operations both within the United States and Australia, and we are exposed to market risks in the ordinary course of our business. These risks primarily include foreign exchange rate and inflation risks. Our Australian operations purchase key components from our U.S. operations, as well as other U.S. based suppliers, and pay for these purchases in U.S. dollars. Fluctuations in the foreign exchange rate of the U.S. dollar against the Australian dollar resulted in an immaterial gain in foreign currency translation in the fiscal year ended June 30, 2024. We had an immaterial gain in foreign currency translation for fiscal year 2023 and a loss of \$0.1 million in foreign currency translation for fiscal year 2022. We are also subject to risks relating to changes in the general economic conditions in the countries where we conduct business. To reduce certain of these risks to our Australian operations, we monitor, on a regular basis, the financial condition and position of the subsidiary. We do not use derivative instruments to mitigate the impact of our foreign exchange rate risk exposures.

Additionally, the assets and liabilities of our Australian subsidiary are translated at the foreign exchange rate in effect at the balance sheet date. Translation gains and losses are reflected as a component of accumulated other comprehensive loss in the stockholders' equity section of the accompanying consolidated balance sheets. Revenues and expenses of our foreign subsidiary are translated at the average foreign exchange rate in effect for each month of the year. Certain assets and liabilities related to intercompany positions reported on our consolidated balance sheets that are denominated in a currency other than the functional currency are translated at the foreign exchange rates at the balance sheet date and the associated gains and losses are included in net (loss) income.

### *Interest Rate Risk*

We are subject to interest rate risk in connection with borrowings under our revolving credit facility, which bear interest at variable rates. At June 30, 2024, we had no outstanding debt under our revolving credit facility. As of June 30, 2024, the undrawn borrowing amount under our revolving credit facility was \$348.4 million.

At August 26, 2024, the interest rate on our revolving credit facility was 8.75% under the terms of the Credit Agreement. Based on a sensitivity analysis at August 26, 2024, a 100 basis point increase in interest rates would increase our annual interest expense by approximately \$0.3 million.

If interest rates continue to increase, as they did throughout fiscal year 2024, we will be obligated to make higher interest payments to our lenders.



## Item 8. Financial Statements and Supplementary Data

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**MALIBU BOATS, INC. AND SUBSIDIARIES**

**Report of Management on Internal Control Over Financial Reporting**

Malibu Boats, Inc.'s (the "Company") management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of the Company's financial reporting for external purposes in accordance with U.S. generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. 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.

The Company's management, including its chief executive officer and chief financial officer, assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2024. In making this assessment, the Company used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework (2013)*.

Based on such assessment the Company's management has concluded that, as of June 30, 2024, its internal control over financial reporting is effective based on those criteria.

The effectiveness of internal control over financial reporting as of June 30, 2024 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its attestation report, which is included herein.

Malibu Boats, Inc.

Loudon, Tennessee

August 29, 2024

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### **Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors

Malibu Boats, Inc.:

#### *Opinion on Internal Control Over Financial Reporting*

We have audited Malibu Boats, Inc. and subsidiaries' (the Company) internal control over financial reporting as of June 30, 2024, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2024, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of June 30, 2024 and 2023, the related consolidated statements of operations and comprehensive (loss) income, stockholders' equity, and cash flows for each of the years in the three-year period ended June 30, 2024, and the related notes (collectively, the consolidated financial statements), and our report dated August 29, 2024 expressed an unqualified opinion on those consolidated 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 Report of Management 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 of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included 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/ KPMG LLP

Knoxville, Tennessee

August 29, 2024

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## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors

Malibu Boats, Inc.:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Malibu Boats, Inc. and subsidiaries (the Company) as of June 30, 2024 and 2023, the related consolidated statements of operations and comprehensive (loss) income, stockholders' equity, and cash flows for each of the years in the three-year period ended June 30, 2024, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the three-year period ended June 30, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of June 30, 2024, 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 August 29, 2024 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### *Basis for Opinion*

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. 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 consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Evaluation of certain assumptions underlying the product warranty liability for certain brands*

As discussed in Note 9 to the consolidated financial statements, the Company's product warranty liability as of June 30, 2024 was \$38.0 million. The product warranty liability represents estimated future costs to repair or replace defective products during the warranty period for each boat sold. The Company's estimated future costs to repair or replace defective products includes assumptions regarding the anticipated warranty costs per boat by brand.

We identified the evaluation of the anticipated warranty costs per boat that are used to estimate the product warranty liability for Malibu and Axis branded boats as a critical audit matter. A higher degree of subjective auditor judgement was required to evaluate the Company's estimate of the anticipated warranty costs per boat, due to the nature of the audit evidence.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's warranty accrual process. This included controls over the development of the assumptions used to estimate the warranty cost per boat. We performed sensitivity analyses to assess the potential for possible changes to these assumptions on the product warranty liability. We assessed the

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Company's historical claims experience and the relationship between the historical warranty costs per boat incurred by warranty year. We further assessed the Company's assumptions underlying the anticipated warranty costs per boat by considering warranty claims received after year-end but before the consolidated financial statements were issued, to identify trends not considered by the Company when it developed its assumptions. We also compared the Company's prior year product warranty liability related to claims expected to be incurred in the current year to actual claims received in the current year to evaluate the historical accuracy of the Company's estimate.

/s/ KPMG LLP

We have served as the Company's auditor since 2015.

Knoxville, Tennessee

August 29, 2024

**MALIBU BOATS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Operations and Comprehensive (Loss) Income**  
(In thousands, except share and per share data)

	<b>Fiscal Year Ended June 30,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
Net sales	\$ 829,035	\$ 1,388,365	\$ 1,214,877
Cost of sales	681,940	1,037,070	904,826
Gross profit	147,095	351,295	310,051
Operating expenses:			
Selling and marketing	22,784	24,009	22,900
General and administrative	76,323	175,694	66,371
Goodwill and other intangible asset impairment	88,389	—	—
Abandonment of construction in process	8,735	—	—
Amortization	6,811	6,808	6,957
Operating (loss) income	( 55,947 )	144,784	213,823
Other expense (income), net:			
Other expense (income), net	( 4 )	331	983
Interest expense	1,842	2,962	2,875
Other expense, net	1,838	3,293	3,858
(Loss) income before (benefit) provision for income taxes	( 57,785 )	141,491	209,965
(Benefit) provision for income taxes	( 1,342 )	33,581	46,535
Net (loss) income	( 56,443 )	107,910	163,430
Net (loss) income attributable to non-controlling interest	( 531 )	3,397	5,798
Net (loss) income attributable to Malibu Boats, Inc.	<u>\$ ( 55,912 )</u>	<u>\$ 104,513</u>	<u>\$ 157,632</u>
<b>Comprehensive (loss) income:</b>			
Net (loss) income	\$ ( 56,443 )	\$ 107,910	\$ 163,430
Other (loss) comprehensive income			
Change in cumulative translation adjustment	142	( 833 )	( 1,868 )
Other comprehensive income (loss)	142	( 833 )	( 1,868 )
Comprehensive (loss) income	( 56,301 )	107,077	161,562
Less: comprehensive (loss) income attributable to non-controlling interest, net of tax	( 516 )	3,371	5,731
Comprehensive (loss) income attributable to Malibu Boats, Inc., net of tax	<u>\$ ( 55,785 )</u>	<u>\$ 103,706</u>	<u>\$ 155,831</u>
<b>Weighted average shares outstanding used in computing net (loss) income per share:</b>			
Basic	20,439,449	20,501,844	20,749,237
Diluted	20,439,449	20,641,173	20,986,256
<b>Net (loss) income available to Class A Common Stock per share:</b>			
Basic	\$ ( 2.74 )	\$ 5.10	\$ 7.60
Diluted	\$ ( 2.74 )	\$ 5.06	\$ 7.51

The accompanying notes are an integral part of these Consolidated Financial Statements.



# MALIBU BOATS, INC. AND SUBSIDIARIES

## Consolidated Balance Sheets

(In thousands, except share and per share data)

	June 30, 2024	June 30, 2023
<b>Assets</b>		
Current assets		
Cash	\$ 26,945	\$ 78,937
Trade receivables, net	23,141	68,381
Inventories, net	145,573	171,189
Prepaid expenses and other current assets	6,470	7,827
Total current assets	202,129	326,334
Property, plant and equipment, net	244,601	204,792
Goodwill	51,415	100,577
Other intangible assets, net	175,449	221,458
Deferred tax assets	58,097	62,573
Other assets	7,933	10,190
Total assets	\$ 739,624	\$ 925,924
<b>Liabilities</b>		
Current liabilities		
Accounts payable	19,152	40,402
Accrued expenses	119,430	187,078
Income tax and distribution payable	4	847
Payable pursuant to tax receivable agreement, current portion	—	4,111
Total current liabilities	138,586	232,438
Deferred tax liabilities	17,661	28,453
Other liabilities	8,045	9,926
Payable pursuant to tax receivable agreement, less current portion	40,613	39,354
Total liabilities	204,905	310,171
Commitments and contingencies (See Note 17)		
<b>Stockholders' Equity</b>		
Class A Common Stock, par value \$ 0.01 per share, 100,000,000 shares authorized; 20,181,542 shares issued and outstanding as of June 30, 2024; 20,603,822 shares issued and outstanding as of June 30, 2023	200	204
Class B Common Stock, par value \$ 0.01 per share, 25,000,000 shares authorized; 12 shares issued and outstanding as of June 30, 2024; 12 shares issued and outstanding as of June 30, 2023	—	—
Preferred Stock, par value \$ 0.01 per share; 25,000,000 shares authorized; no shares issued and outstanding as of June 30, 2024; no shares issued and outstanding as of June 30, 2023	—	—
Additional paid in capital	64,222	86,321
Accumulated other comprehensive loss, net of tax	( 4,198 )	( 4,340 )
Accumulated earnings	469,785	525,697
Total stockholders' equity attributable to Malibu Boats, Inc.	530,009	607,882
Non-controlling interest	4,710	7,871
Total stockholders' equity	534,719	615,753
Total liabilities and stockholders' equity	\$ 739,624	\$ 925,924

The accompanying notes are an integral part of these Consolidated Financial Statements.

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**MALIBU BOATS, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Stockholders' Equity**  
**(In thousands, except number of Class B shares)**





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Foreign currency translation adjustment	—	—	—	—	—	( 833 )	—	( 24 )	( 857 )
<b>Balance at June 30, 2023</b>	<b>20,603</b>	<b>204</b>	<b>12</b>	<b>—</b>	<b>86,321</b>	<b>( 4,340 )</b>	<b>525,697</b>	<b>7,871</b>	<b>615,753</b>
Net loss	—	—	—	—	—	—	( 55,912 )	( 531 )	( 56,443 )
Stock based compensation, net of withholding taxes on vested equity awards	131	1	—	—	3,397	—	—	—	3,398
Issuances of equity for services	12	—	—	—	1,179	—	—	—	1,179
Repurchase and retirement of common stock	( 699 )	( 7 )	—	—	( 29,836 )	—	—	—	( 29,843 )
Increase in payable pursuant to the tax receivable agreement	—	—	—	—	( 1,320 )	—	—	—	( 1,320 )
Increase in deferred tax asset from step-up in tax basis	—	—	—	—	1,960	—	—	—	1,960
Exchange of LLC Units for Class A Common Stock	135	2	—	—	2,521	—	—	( 2,521 )	2
Distributions to LLC Unit holders	—	—	—	—	—	—	—	( 114 )	( 114 )
Foreign currency translation adjustment	—	—	—	—	—	142	—	5	147
<b>Balance at June 30, 2024</b>	<b>20,182</b>	<b>\$ 200</b>	<b>12</b>	<b>\$ —</b>	<b>\$ 64,222</b>	<b>\$ ( 4,198 )</b>	<b>\$ 469,785</b>	<b>\$ 4,710</b>	<b>\$ 534,719</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

# MALIBU BOATS, INC. AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

(In thousands)

	Fiscal Year Ended June 30,		
	2024	2023	2022
<b>Operating activities:</b>			
Net (loss) income	\$ ( 56,443 )	\$ 107,910	\$ 163,430
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Non-cash compensation expense	4,935	5,894	6,342
Non-cash compensation to directors	1,512	1,136	1,054
Depreciation	26,178	21,912	19,365
Amortization	6,811	6,808	6,957
Deferred income taxes	( 4,355 )	( 16,158 )	4,793
Adjustment to tax receivable agreement liability	36	188	1,025
Other items, net	2,217	1,680	1,350
Goodwill and other intangible asset impairment	88,389	—	—
Abandonment of construction in process	8,735	—	—
Change in operating assets and liabilities (excluding effects of acquisition):			
Trade receivables	45,257	( 16,804 )	( 1,777 )
Inventories	25,702	( 14,362 )	( 38,050 )
Prepaid expenses and other assets	1,668	( 1,705 )	( 1,303 )
Accounts payable	( 20,612 )	( 5,148 )	( 287 )
Income taxes receivable and payable	( 708 )	6	( 794 )
Accrued expenses	( 67,634 )	99,326	10,579
Other liabilities	( 1,922 )	( 1,976 )	( 4,140 )
Payment pursuant to tax receivable agreement	( 4,208 )	( 3,974 )	( 3,698 )
Net cash provided by operating activities	55,558	184,733	164,846
<b>Investing activities:</b>			
Purchases of property and equipment	( 75,962 )	( 54,840 )	( 55,064 )
Proceeds from sale of property and equipment	120	202	9
Payment for acquisition, net of cash acquired	—	—	( 6,566 )
Net cash used in investing activities	( 75,842 )	( 54,638 )	( 61,621 )
<b>Financing activities:</b>			
Proceeds from revolving credit facility	75,000	241,700	72,000
Payments on revolving credit facility	( 75,000 )	( 338,700 )	( 20,000 )
Principal payments on long-term borrowings	—	( 23,125 )	( 76,250 )
Payment of deferred financing costs	—	( 1,362 )	—
Proceeds received from exercise of stock options	—	1,317	3,287
Cash paid for tax withholdings	( 1,489 )	( 3,135 )	( 2,058 )
Distributions to non-controlling LLC Unit holders	( 890 )	( 3,401 )	( 2,717 )
Repurchase and retirement of Class A Common Stock	( 29,316 )	( 7,868 )	( 34,642 )
Net cash used in financing activities	( 31,695 )	( 134,574 )	( 60,380 )
Effect of exchange rate changes on cash	( 13 )	( 328 )	( 580 )
Changes in cash	( 51,992 )	( 4,807 )	42,265
Cash—Beginning of period	78,937	83,744	41,479
Cash—End of period	\$ 26,945	\$ 78,937	\$ 83,744

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### Supplemental cash flow information:

Cash paid for interest	\$ 3,046	\$ 3,061	\$ 2,294
Cash paid for income taxes	3,529	50,515	42,064
Income tax refunds	( 1,404 )	—	—
Non-cash operating, investing and financing activities:			
Establishment of deferred tax assets from step-up in tax basis	1,960	2,619	—
Establishment of amounts payable under tax receivable agreements	1,320	1,710	—
Exchange of LLC Units for Class A Common Stock	2,521	2,765	—
Tax distributions payable to non-controlling LLC Unit holders	—	776	1,045
Repurchase/retirement of common stock not settled	527	—	—
Capital expenditures in accounts payable	1,045	2,207	1,032

The accompanying notes are an integral part of these Consolidated Financial Statements.

## MALIBU BOATS, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements

(Dollars in thousands, except per unit and share and per share data)

#### 1. Organization, Basis of Presentation, and Summary of Significant Accounting Policies

##### *Organization*

Malibu Boats, Inc. ("MBI", and together with its subsidiaries, the "Company" or "Malibu"), a Delaware corporation formed on November 1, 2013, is the sole managing member of Malibu Boats Holdings, LLC, a Delaware limited liability company (the "LLC"). The Company operates and controls all of the LLC's business and affairs and, therefore, pursuant to Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 810, *Consolidation*, consolidates the financial results of the LLC and its subsidiaries, and records a non-controlling interest for the economic interest in the Company held by the non-controlling holders of units in the LLC ("LLC Units"). The LLC was formed in 2006. The LLC, through its wholly owned subsidiary, Malibu Boats, LLC, ("Boats LLC"), is engaged in the design, engineering, manufacturing and marketing of innovative, high-quality, recreational powerboats that are sold through a world-wide network of independent dealers. The Company sells its boats under eight brands -- Malibu, Axis, Pursuit, Maverick, Cobia, Pathfinder, Hewes and Cobalt brands. The Company reports its results of operations under three reportable segments -- Malibu, Saltwater Fishing and Cobalt.

##### *Basis of Presentation*

The accompanying consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). Units and shares are presented as whole numbers while all dollar amounts are presented in thousands, unless otherwise noted.

##### *Principles of Consolidation*

The accompanying consolidated financial statements include the operations and accounts of the Company and all subsidiaries thereof. All intercompany balances and transactions have been eliminated upon consolidation.

##### *Segment Reporting*

The Company has three reportable segments, Malibu, Saltwater Fishing and Cobalt. The Malibu segment participates in the manufacturing, distribution, marketing and sale of Malibu and Axis performance sports boats throughout the world. The Saltwater Fishing segment participates in the manufacturing, distribution, marketing and sale throughout the world of Pursuit boats and the Maverick Boat Group boats (Maverick, Cobia, Pathfinder and Hewes). The Cobalt segment participates in the manufacturing, distribution, marketing and sale of Cobalt boats throughout the world.

##### *Use of Estimates*

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

##### *Certain Significant Risks and Uncertainties*

The Company is subject to those risks common in manufacturing-driven markets, including, but not limited to, competitive forces, dependence on key personnel, consumer demand for its products, the successful protection of its proprietary technologies, compliance with government regulations and the possibility of not being able to obtain additional financing if and when needed.

##### *Concentration of Credit and Business Risk*

A majority of the Company's sales are made pursuant to floor plan financing programs in which the Company participates on behalf of its dealers through a contingent repurchase agreement with various third-party financing institutions. Under these



arrangements, a dealer establishes a line of credit with one or more of these third-party lenders for the purchase of dealer boat inventory. When a dealer purchases and takes delivery of a boat pursuant to a floor plan financing arrangement, it draws against its line of credit and the lender pays the invoice cost of the boat directly to the Company within approximately two weeks. For dealers that use local floor plan financing programs or pay cash, the Company may extend credit without collateral under the

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dealer agreement based on the Company's evaluation of the dealer's credit risk and past payment history. The Company maintains allowances for potential credit losses that it believes are adequate. See Trade Accounts Receivable section within this footnote for more information.

The Company's top ten dealers represented 40.4 %, 41.1 % and 39.9 %, of the Company's net sales for the fiscal years ended June 30, 2024, 2023 and 2022, respectively. Sales to the Company's dealers under common control of OneWater Marine, Inc. represented approximately 23.7 %, 17.2 % and 16.8 % of the Company's consolidated net sales in the fiscal years ended June 30, 2024, 2023, and 2022 respectively. Sales to our former dealers under common control of Tommy's Boats represented approximately 2.4 %, 10.7 % and 9.4 % of our consolidated net sales in the fiscal years ended June 30, 2024, 2023 and 2022 respectively

### *Cash*

The Company considers all highly liquid investments purchased with an original maturity of 90 days or less to be cash equivalents. Cash equivalents are stated at cost, which approximates fair value. As of June 30, 2024 and 2023, no highly liquid investments were held and the entire balance consists of cash.

At June 30, 2024 and 2023, substantially all cash on hand was held by two financial institutions. This cash on deposit may be, at times, in excess of insurance limits provided by the FDIC.

### *Trade Accounts Receivable*

Trade receivables are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. As of June 30, 2024 and 2023, the allowance for doubtful receivables was \$ 0 . Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received. A trade receivable is considered to be past due if any portion of the receivable balance is outstanding beyond customer terms.

### *Goodwill*

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill amounts are not amortized, but rather are evaluated for potential impairment on an annual basis, as of June 30, in accordance with the provisions of ASC Topic 350, *Intangibles — Goodwill and Other*. Under the guidance, the Company may assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If this assessment indicates the possibility of impairment, the income approach to test for goodwill impairment would be used. Under the income approach, management calculates the fair value of its reporting units based on the present value of estimated future cash flows. If the fair value of an individual reporting unit exceeds the carrying value of the net assets including goodwill assigned to that unit, goodwill is not impaired. If the carrying value of the reporting unit's net assets including goodwill exceeds the fair value of the reporting unit, then management determines the implied fair value of the reporting unit's goodwill. If the carrying value of the reporting unit's goodwill exceeds its implied fair value, then the Company would record an impairment loss equal to the difference.

During the three months ended March 31, 2024, the Company determined certain indicators of potential impairment existed, warranting an interim impairment assessment of goodwill as of March 31, 2024. These indicators included a decline in the fiscal year 2024 and fiscal year 2025 forecast, in the outlook for sales and operating performance relative to our business plan and a deterioration in general macroeconomic conditions, including rising interest rates and inflationary pressures on labor and supply costs. As a result of these macroeconomic factors, specifically a decline in the fiscal year 2024 and fiscal year 2025 forecast, the Company performed a goodwill impairment analysis as of March 31, 2024 consistent with the Company's approach for annual impairment testing, including similar models and inputs. Based on such analysis, the Company determined that its estimated fair value for the Maverick Boat Group reporting unit is less than its carrying value as of March 31, 2024 and the Company recognized an impairment charge of \$ 49,189 for the three months ended March 31, 2024.

For the fiscal year ended June 30, 2024, the Company performed a qualitative assessment on the remaining reporting units which indicated that the fair value of its reporting units more likely than not exceeded their respective carrying amounts. For the fiscal year ended June 30, 2023, the Company performed a quantitative assessment on the Maverick Boat Group reporting unit which indicated that the fair value of its reporting unit more likely than not exceeded its carrying amount. For the fiscal year

ended June 30, 2023, the Company performed a qualitative assessment on the remaining reporting units which indicated that the fair value of its reporting units more likely than not exceeded their respective carrying amounts. The Company did not recognize any goodwill impairment charges in the fiscal years ended June 30, 2023 and 2022.

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### *Intangible Assets*

Intangible assets consist primarily of dealer relationships, product trade names, legal and contractual rights surrounding a patent and a non-compete agreement. These assets are recorded at their estimated fair values at the acquisition dates using the income approach. Definite-lived intangible assets are being amortized using the straight-line method based on their estimated useful lives ranging from 10 to 20 years. The estimated useful lives of dealer relationships consider the average length of dealer relationships at the time of acquisition, historical rates of dealer attrition and retention, the Company's history of renewal and extension of dealer relationships, as well as competitive and economic factors resulting in a range of useful lives. The estimated useful lives of the Company's trade names are based on a number of factors including the competitive environment. The estimated useful lives of legal and contractual rights are estimated based on the benefits that the patent provides for its remaining terms unless competitive, technological obsolescence or other factors indicate a shorter life. The useful life of the non-compete agreement is based on a ten-year agreement entered into by the Company and former owner of the Licensee as part of the acquisition. In addition, the Company has indefinite-lived intangible assets for acquired trade names.

Management, assisted by third-party valuation specialists, determined the estimated fair values of separately identifiable intangible assets at the date of acquisition under the income approach. Significant data and assumptions used in the valuations included cost, market and income comparisons, discount rates, royalty rates and management forecasts. Discount rates for each intangible asset were selected based on judgment of relative risk and approximate rates of returns investors in the subject assets might require. The royalty rates were based on historical and projected sales and profits of products sold and management's assessment of the intangibles' importance to the sales and profitability of the product. Management provided forecasts of financial data pertaining to assets, liabilities and income statement balances to be utilized in the valuations. While management believes the assumptions, estimates, appraisal methods and ensuing results are appropriate and represent the best evidence of fair value in the circumstances, modification or use of other assumptions or methods could have yielded different results.

The carrying amount of definite-lived intangible assets are reviewed whenever circumstances arise that indicate the carrying amount of an asset may not be recoverable. The carrying value of these assets is compared to the undiscounted future cash flows the assets are expected to generate. If the asset is considered to be impaired, the carrying value is compared to the fair value and this difference is recognized as an impairment loss. Intangible assets not subject to amortization are assessed for impairment at least annually and whenever events or changes in circumstances indicate that it is more likely than not that an asset may be impaired. The impairment test for indefinite-lived intangible assets consists of a comparison of the fair value of the intangible asset with its carrying amount. An impairment loss is recognized for the amount by which the carrying value exceeds the fair value of the asset.

During the Company's interim impairment evaluation of indefinite-lived intangibles, the Company recorded an impairment charge to trade names of \$ 39,200 for the three months ended March 31, 2024 related to the Maverick Boat Group reporting unit. The impairment was principally a result of a decline, in the fiscal year 2024 and fiscal year 2025 forecast, in the outlook for sales and operating performance relative to our business plan. This charge was included in Goodwill and other intangible asset impairment on the consolidated statements of operations and comprehensive (loss) income. No other intangible asset impairment loss was recorded. There was no impairment loss recognized on intangible assets for the fiscal years ended June 30, 2023 and 2022.

### *Long-Lived Assets Other than Intangible Assets*

The Company assesses the potential for impairment of its long-lived assets if facts and circumstances, such as declines in sales, earnings, or cash flows or adverse changes in the business climate, suggest that they may be impaired. A current expectation that, more likely than not, a long-lived asset (asset group) will be sold or otherwise disposed of significantly before the end of its previously estimated useful life will also trigger a review for impairment. The Company performs its assessment by comparing the book value of the asset groups to the estimated future undiscounted cash flows associated with the asset groups. If any impairment in the carrying value of its long-lived assets is indicated, the assets would be adjusted to an estimate of fair value.

The Company recognized \$ 8,735 in abandonment of construction in process charges related to the ERP (Enterprise resource planning) project during the year ended June 30, 2024. The charges pertain to long-lived assets including software and other capitalized costs specifically tied to the project and is captured in the Abandonment of construction in process line of the Company's Consolidated Statements of Operations and Comprehensive (Loss) Income (see Note 6).

### *Dealer Incentives*

The Company provides for various structured dealer rebate and sales promotions incentives, which are recognized as a component of sales in measuring the amount of consideration the Company expects to receive in exchange for transferring goods, at the time of sale to the dealer. Examples of such programs include rebates, seasonal discounts and other allowances.

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Dealer rebates and sales promotion expenses are estimated based on current programs and historical achievement and/or usage rates. Actual results may differ from these estimates if market conditions dictate the need to enhance or reduce sales promotion and incentive programs or if dealer achievement or other items vary from historical trends.

Free floor financing incentives include payments to the lenders providing floor plan financing to the dealers or directly to the dealers themselves. Free floor financing incentives are estimated at the time of sale to the dealer based on the expected expense to the Company over the term of the free flooring period and are recognized as a reduction in sales. The Company accounts for both incentive payments directly to dealers and payment to third party lenders in this manner. Dealer incentives are included in accrued expenses on the Company's consolidated balance sheets.

Changes in the Company's accrual for dealer rebates were as follows:

	Fiscal Year Ended June 30,		
	2024	2023	2022
Balance at beginning of year	\$ 13,715	\$ 15,852	\$ 11,666
Add: Dealer rebate incentives	28,385	32,953	35,210
Less: Dealer rebates paid	( 14,618 )	( 35,090 )	( 31,024 )
Balance at end of year	<u>\$ 27,482</u>	<u>\$ 13,715</u>	<u>\$ 15,852</u>

Changes in the Company's accrual for floor financing were as follows:

	Fiscal Year Ended June 30,		
	2024	2023	2022
Balance at beginning of year	\$ 1,134	\$ 187	\$ 121
Add: Flooring incentives	17,590	13,926	3,717
Less: Flooring paid	( 17,295 )	( 12,979 )	( 3,651 )
Balance at end of year	<u>\$ 1,429</u>	<u>\$ 1,134</u>	<u>\$ 187</u>

### *Tax Receivable Agreement*

As a result of exchanges of LLC Units into Class A Common Stock and purchases by the Company of LLC Units from holders of LLC Units, the Company will become entitled to a proportionate share of the existing tax basis of the assets of the LLC at the time of such exchanges or purchases. In addition, such exchanges or purchases of LLC Units are expected to result in increases in the tax basis of the assets of the LLC that otherwise would not have been available. These increases in tax basis may reduce the amount of tax that the Company would otherwise be required to pay in the future. These increases in tax basis may also decrease gains (or increase losses) on future dispositions of certain capital assets to the extent tax basis is allocated to those capital assets.

In connection with the recapitalization the Company completed in connection with its IPO, the Company entered into a tax receivable agreement with the pre-IPO owners of the LLC that provides for the payment by the Company to the pre-IPO owners (or any permitted assignees) of 85 % of the amount of the benefits, if any, that the Company deems to realize as a result of (i) increases in tax basis and (ii) certain other tax benefits, including those attributable to payments, under the tax receivable agreement. These contractual payment obligations are the Company's obligations and are not obligations of the LLC, and are accounted for in accordance with ASC 450, *Contingencies*, since the obligations were deemed to be probable and reasonably estimable. For purposes of the tax receivable agreement, the benefit deemed realized by the Company will be computed by comparing its actual income tax liability (calculated with certain assumptions) to the amount of such taxes that it would have been required to pay had there been no increase to the tax basis of the assets of the LLC as a result of the purchases or exchanges, and had the Company not entered into the tax receivable agreement.

The timing and/or amount of aggregate payments due under the tax receivable agreement may vary based on a number of factors, including the amount and timing of the taxable income the Company generates in the future and the tax rate then applicable and amortizable basis.

The term of the tax receivable agreement will continue until all such tax benefits have been utilized or expired, unless the

Company exercises its right to terminate the tax receivable agreement for an amount based on the agreed payments remaining to be made under the agreement. In certain mergers, asset sales or other forms of business combinations or other changes of control, the Company (or its successor) would owe to the pre-IPO owners of the LLC (or any permitted assignees) a lump-sum

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payment equal to the present value of all forecasted future payments that would have otherwise been made under the tax receivable agreement that would be based on certain assumptions, including a deemed exchange of all LLC Units and that the Company would have had sufficient taxable income to fully utilize the deductions arising from the increased tax basis and other tax benefits related to entering into the tax receivable agreement.

### *Income Taxes*

Malibu Boats, Inc. is taxed as a C corporation for U.S. income tax purposes and is therefore subject to both federal and state taxation at a corporate level. Following the IPO, the LLC continues to operate in the United States as a partnership for U.S. federal income tax purposes. Maverick Boat Group is taxed as a C corporation for U.S. income tax purposes and is separately subject to both federal and state taxation at a corporate level.

The Company files various federal and state tax returns, including some returns that are consolidated with subsidiaries. The Company accounts for the current and deferred tax effects of such returns using the asset and liability method. Significant judgments and estimates are required in determining the Company's current and deferred tax assets and liabilities, which reflect management's best assessment of the estimated future taxes it will pay. These estimates are updated throughout the year to consider income tax return filings, its geographic mix of earnings, legislative changes and other relevant items.

The Company recognizes deferred tax assets and liabilities based on the differences between the financial statement carrying amounts of assets and liabilities and the amounts applicable for income tax purposes. Deferred tax assets represent items to be realized as a tax deduction or credit in future tax returns. Realization of the deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character in either the carryback or carryforward period.

Each quarter the Company analyzes the likelihood that its deferred tax assets will be realized. A valuation allowance is recorded if, based on the weight of all available positive and negative evidence, it is more likely than not (a likelihood of more than 50%) that some portion, or all, of a deferred tax asset will not be realized (see Note 13).

On an annual basis, the Company performs a comprehensive analysis of all forms of positive and negative evidence based on year end results. During each interim period, the Company updates its annual analysis for significant changes in the positive and negative evidence.

If the Company later determines that realization is more likely than not for deferred tax assets with a valuation allowance, the related valuation allowance will be reduced. Conversely, if the Company determines that it is more likely than not that the Company will not be able to realize a portion of its deferred tax assets, the Company will increase the valuation allowance.

The Company recognizes a tax benefit associated with an uncertain tax position when, in its judgment, it is more likely than not that the position will be sustained based upon the technical merits of the position. For a tax position that meets the more-likely-than-not recognition threshold, the Company initially and subsequently measures the income tax benefit as the largest amount that it judges to have a greater than 50% likelihood of being realized. The liability associated with unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, case law developments and new or emerging legislation. Such adjustments are recognized entirely in the period in which they are identified. The Company's income tax provision includes the net impact of changes in the liability for unrecognized tax benefits.

The Company has filed federal and state income tax returns that remain open to examination for fiscal years 2021 through 2023, while its subsidiaries, Malibu Boats Holdings, LLC and Malibu Boats Pty Ltd., remain open to examination for years 2020 through 2023.

The Company considers an issue to be resolved at the earlier of the issue being "effectively settled," settlement of an examination, or the expiration of the statute of limitations. Upon resolution, unrecognized tax benefits will be reversed as a discrete event.

The Company's liability for unrecognized tax benefits is generally presented as noncurrent. However, if it anticipates paying cash within one year to settle an uncertain tax position, the liability is presented as current. The Company classifies interest and penalties recognized on the liability for unrecognized tax benefits as income tax expense.

### *Revenue Recognition*

Revenue is recognized as performance obligations under the terms of contracts with customers are satisfied; this occurs



when control of promised goods (boats, parts, or other) is transferred to the customer, which is upon shipment. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services. The Company generally manufactures products based on specific orders from dealers and often ships completed

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products only after receiving credit approval from financial institutions. The amount of consideration the Company receives and revenue it recognizes varies with changes in marketing incentives and rebates it offers to its dealers and their customers.

Dealers generally have no rights to return unsold boats. From time to time, however, the Company may accept returns in limited circumstances and at the Company's discretion under its warranty policy, which generally limits returns to instances of manufacturing defects. The Company may be obligated, in the event of default by a dealer, to accept returns of unsold boats under its repurchase commitment to floor financing providers, who are able to obtain such boats through foreclosure. The Company accrues returns when a repurchase and return, due to the default of one of its dealers, is determined to be probable and the amount of the return is reasonably estimable. Refer to Note 9 and Note 17 related to the Company's product warranty and repurchase commitment obligations, respectively.

Revenue associated with sales of materials, parts, boats or engine products sold under the Company's exclusive manufacturing and distribution agreement with its Australian subsidiary are eliminated in consolidation.

The Company earns royalties on boats shipped with the Company's proprietary wake surfing technology under licensing agreements with various marine manufacturers. Royalty income is recognized when products are used or sold with the Company's patented technology by other boat manufacturers and industry suppliers. The usage of the Company's technology satisfies the performance obligation in the contract.

See Note 2 for more information.

### *Delivery Costs*

Shipping and freight costs are included in cost of sales in the accompanying consolidated statements of operations and comprehensive (loss) income.

### *Advertising Costs*

Advertising costs are expensed as incurred. Advertising expenses are included in selling and marketing expenses and were not material for the fiscal years ended June 30, 2024, 2023, and 2022.

### *Fair Value of Financial Instruments*

Financial instruments for which the Company did not elect the fair value option include accounts receivable, prepaid expenses and other current assets, credit facilities, accounts payable, accrued expenses and other current liabilities. The carrying amounts of these financial instruments approximate their fair values as a result of their short-term nature or variable interest rates.

### *Fair Value Measurements*

The Company applies the provisions of ASC Topic 820, *Fair Value Measurement*, for fair value measurements of financial assets and financial liabilities, and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. ASC Topic 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. ASC Topic 820 also establishes a framework for measuring fair value and expands disclosures about fair value measurements. In addition to the financial assets and liabilities measured on a recurring basis, certain nonfinancial assets and liabilities are to be measured at fair value on a nonrecurring basis in accordance with applicable GAAP. This includes items such as nonfinancial assets and liabilities initially measured at fair value in a business combination (but not measured at fair value in subsequent periods) and nonfinancial long-lived asset groups measured at fair value for an impairment assessment. In general, non-financial assets including goodwill, other intangible assets and property and equipment are measured at fair value when there is an indication of impairment and are recorded at fair value only when any impairment is recognized.

### *Equity-Based Compensation*

The Company expenses employee share-based awards under ASC Topic 718, *Compensation—Stock Compensation*, which requires compensation cost for the grant-date fair value of share-based awards to be recognized over the requisite service period. Stock options granted to executives January 14, 2019 were valued using the Black-Scholes option pricing model. Stock awards granted on November 3, 2023, November 3, 2022 and November 3, 2021 based on total shareholder return were valued

using a Monte Carlo simulation. The fair value of restricted stock unit awards granted under the Company's Long Term Incentive Plan ("Incentive Plan") are measured based on the market price of the Company's stock on the grant date. See Note 15 for more information.

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### *Foreign Currency Translation*

The functional currency for the Company's consolidated foreign subsidiary is the applicable local currency. The assets and liabilities are translated at the foreign exchange rate in effect at the applicable reporting date, and the consolidated statements of operations and comprehensive (loss) income and cash flows are translated at the average exchange rate in effect during the applicable period. Exchange rate fluctuations on translating the foreign currency financial statements into U.S. dollars that result in unrealized gains or losses are referred to as translation adjustments. Cumulative translation adjustments are reflected as a component of "Accumulated other comprehensive loss, net of tax," in the stockholders' equity section of the accompanying consolidated balance sheets and periodic changes are included in comprehensive (loss) income.

### *Comprehensive (Loss) Income*

Components of comprehensive (loss) income include net (loss) income and foreign currency translation adjustments. The Company has chosen to disclose comprehensive (loss) income in a single continuous consolidated statement of operations and comprehensive (loss) income.

### *Recent Accounting Pronouncements*

In November, 2023, the FASB issued Accounting Standards Update ("ASU") No. 2023-07, " *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*" which expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant expenses. The updated standard is effective for annual periods beginning in fiscal 2025 and interim periods beginning in the first quarter of fiscal 2026. Early adoption is permitted. The Company is currently evaluating the effect of adopting this ASU.

In December, 2023, the FASB issued ASU No. 2023-09 " *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*" which requires two primary enhancements of 1) disaggregated information on a reporting entity's effective tax rate reconciliation, and 2) information on income taxes paid. For public business entities, the new requirements will be effective for annual periods beginning after December 15, 2024. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating the effect of adopting this ASU.

There are no other new accounting pronouncements that are expected to have a significant impact on the Company's consolidated financial statements and related disclosures.

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### 2. Revenue Recognition

The following table disaggregates the Company's revenue by major product type and geography:

Fiscal Year Ended June 30, 2024				
	Malibu	Saltwater Fishing	Cobalt	Consolidated
Revenue by product:				
Boat and trailer sales	\$ 264,811	\$ 325,993	\$ 219,188	\$ 809,992
Part and other sales	14,320	1,549	3,174	19,043
Net sales	<u>\$ 279,131</u>	<u>\$ 327,542</u>	<u>\$ 222,362</u>	<u>\$ 829,035</u>
Revenue by geography:				
North America	\$ 249,841	\$ 314,014	\$ 215,255	\$ 779,110
International	29,290	13,528	7,107	49,925
Net sales	<u>\$ 279,131</u>	<u>\$ 327,542</u>	<u>\$ 222,362</u>	<u>\$ 829,035</u>
Fiscal Year Ended June 30, 2023				
	Malibu	Saltwater Fishing	Cobalt	Consolidated
Revenue by product:				
Boat and trailer sales	\$ 618,001	\$ 447,587	\$ 299,028	\$ 1,364,616
Part and other sales	18,246	1,569	3,934	23,749
Net sales	<u>\$ 636,247</u>	<u>\$ 449,156</u>	<u>\$ 302,962</u>	<u>\$ 1,388,365</u>
Revenue by geography:				
North America	\$ 582,092	\$ 440,449	\$ 292,335	\$ 1,314,876
International	54,155	8,707	10,627	73,489
Net sales	<u>\$ 636,247</u>	<u>\$ 449,156</u>	<u>\$ 302,962</u>	<u>\$ 1,388,365</u>
Fiscal Year Ended June 30, 2022				
	Malibu	Saltwater Fishing	Cobalt	Consolidated
Revenue by product:				
Boat and trailer sales	\$ 590,059	\$ 340,725	\$ 262,679	\$ 1,193,463
Part and other sales	17,484	1,205	2,725	21,414
Net sales	<u>\$ 607,543</u>	<u>\$ 341,930</u>	<u>\$ 265,404</u>	<u>\$ 1,214,877</u>
Revenue by geography:				
North America	\$ 548,826	\$ 336,816	\$ 253,812	\$ 1,139,454
International	58,717	5,114	11,592	75,423
Net sales	<u>\$ 607,543</u>	<u>\$ 341,930</u>	<u>\$ 265,404</u>	<u>\$ 1,214,877</u>

#### *Boat and Trailer Sales*

Consists of sales of boats and trailers to the Company's dealer network, net of sales returns, discounts, rebates and free flooring incentives. Boat and trailer sales also includes optional boat features. Sales returns consist of boats returned by dealers under the Company's warranty program. Rebates, free flooring and discounts are incentives that the Company provides to its dealers based on sales of eligible products.

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### *Part and Other Sales*

Consists primarily of parts and accessories sales, royalty income and clothing sales. Parts and accessories sales include replacement and aftermarket boat parts and accessories sold to the Company's dealer network. Royalty income is earned from license agreements with various boat manufacturers, including Nautique, Chaparral, Mastercraft, and Tige related to the use of the Company's intellectual property.

### **3. Non-controlling Interest**

The non-controlling interest on the consolidated statements of operations and comprehensive (loss) income represents the portion of earnings or loss attributable to the economic interest in the Company's subsidiary, the LLC, held by the non-controlling LLC Unit holders. Non-controlling interest on the consolidated balance sheets represents the portion of net assets of the Company attributable to the non-controlling LLC Unit holders, based on the portion of the LLC Units owned by such Unit holders. The ownership of the LLC is summarized as follows:

	As of June 30, 2024		As of June 30, 2023	
	Units	Ownership %	Units	Ownership %
Non-controlling LLC unit holders ownership in Malibu Boats Holdings, LLC	321,419	1.6 %	455,919	2.2 %
Malibu Boats, Inc. ownership in Malibu Boats Holdings, LLC	20,181,542	98.4 %	20,603,822	97.8 %
	<u>20,502,961</u>	<u>100.0 %</u>	<u>21,059,741</u>	<u>100.0 %</u>
Balance of non-controlling interest as of June 30, 2022			\$	10,394
Allocation of income to non-controlling LLC Unit holders for period				3,397
Distributions paid and payable to non-controlling LLC Unit holders for period				( 3,131 )
Reallocation of non-controlling interest				( 2,789 )
Balance of non-controlling interest as of June 30, 2023				<u>7,871</u>
Allocation of income to non-controlling LLC Unit holders for period				( 531 )
Distributions paid and payable to non-controlling LLC Unit holders for period				( 114 )
Reallocation of non-controlling interest				( 2,516 )
Balance of non-controlling interest as of June 30, 2024			\$	<u><u>4,710</u></u>

### *Issuance of Additional LLC Units*

Under the first amended and restated limited liability company agreement of the LLC, as amended (the "LLC Agreement"), the Company is required to cause the LLC to issue additional LLC Units to the Company when the Company issues additional shares of Class A Common Stock. Other than in connection with the issuance of Class A Common Stock in connection with an equity incentive program, the Company must contribute to the LLC net proceeds and property, if any, received by the Company with respect to the issuance of such additional shares of Class A Common Stock. The Company must cause the LLC to issue a number of LLC Units equal to the number of shares of Class A Common Stock issued such that, at all times, the number of LLC Units held by the Company equals the number of outstanding shares of Class A Common Stock. During the fiscal year ended June 30, 2024, the Company caused the LLC to issue a total of 315,695 LLC Units to the Company in connection with (i) the Company's issuance of Class A Common Stock to non-employee directors for their services, (ii) the issuance of Class A Common Stock for the vesting of awards granted under the Malibu Boats, Inc. Long-Term Incentive Plan (the "Incentive Plan"), (iii) the issuance of restricted Class A Common Stock granted under the Incentive Plan, and (iv) the issuance of Class A Common Stock to LLC Unit holders in exchange of their LLC Units. During fiscal year 2024, 17,804 LLC Units were canceled in connection with the vesting of share-based equity awards to satisfy employee tax withholding requirements, 20,080 LLC Units were canceled in connection with the vesting of stock awards with a market condition that were deemed to not be achieved and zero LLC Units were canceled in connection with the forfeiture of stock awards. In connection with the cancellation of LLC units described above, an equivalent 38,017 treasury shares were retired in accordance with the LLC Agreement. Also during fiscal year 2024, 699,958 LLC Units were redeemed and canceled by the LLC in connection with the purchase and retirement of treasury shares under the Company's stock repurchase program.

*Distributions and Other Payments to Non-controlling Unit Holders*

*Distributions for Taxes*

As a limited liability company (treated as a partnership for income tax purposes), the LLC does not incur significant federal, state or local income taxes, as these taxes are primarily the obligations of its members. As authorized by the LLC Agreement, the LLC is required to distribute cash, to the extent that the LLC has cash available, on a pro rata basis, to its members to the extent necessary to cover the members' tax liabilities, if any, with respect to their share of LLC earnings. The LLC makes such tax distributions to its members based on an estimated tax rate and projections of taxable income. If the actual taxable income of the LLC multiplied by the estimated tax rate exceeds the tax distributions made in a calendar year, the LLC may make true-up distributions to its members, if cash or borrowings are available for such purposes. As of June 30, 2024 and 2023, tax distributions payable to non-controlling LLC Unit holders were \$ 0 and \$ 776 , respectively. During the fiscal years ended June 30, 2024, 2023, and 2022, tax distributions paid to the non-controlling LLC Unit holders were \$ 890 , \$ 3,401 , and \$ 2,717 , respectively.

*Other Distributions*

Pursuant to the LLC Agreement, the Company has the right to determine when distributions will be made to LLC members and the amount of any such distributions. If the Company authorizes a distribution, such distribution will be made to the members of the LLC (including the Company) pro rata in accordance with the percentages of their respective LLC Units.

**4. Acquisitions**

***Acquisition of Certain Assets of AmTech, LLC and BTR, LLC***

On February 1, 2022, Malibu Electronics, LLC, a newly-formed, wholly-owned, direct subsidiary of Boats LLC, entered into an asset purchase agreement to acquire certain assets of AmTech, LLC, an Alabama limited liability company, and real property of BTR, LLC, an Alabama limited liability company. Boats LLC acquired the assets related to the manufacturing and distribution of wiring harnesses that had previously been sold by Amtech, LLC to Boats LLC and its subsidiaries. The acquisition continues the vertical integration strategy of the Company by acquiring its primary supplier of wiring harnesses for Malibu and Axis boats. The Company accounted for the transaction in accordance with ASC Topic 805, *Business Combinations*.

## 5. Inventories, net

Inventories are stated at the lower of cost or net realizable value, determined on the first in, first out (“FIFO”) or weighted-average basis. Manufacturing cost includes materials, labor and manufacturing overhead. Unallocated overhead and abnormal costs are expensed as incurred. Inventories consisted of the following:

	As of June 30,	
	2024	2023
Raw materials	\$ 107,245	\$ 142,948
Work in progress	20,683	19,222
Finished goods	16,392	9,019
Inventory subject to return <sup>1</sup>	1,253	—
Total inventories	<u>\$ 145,573</u>	<u>\$ 171,189</u>

(1) Represents accrual related to Tommy's Boats. See Note 17 of our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information.



## 6. Property, Plant, and Equipment, net

Property, plant, and equipment acquired outside of acquisition are stated at cost. When property, plant, and equipment is retired or otherwise disposed of, the related cost and accumulated depreciation is removed from the accounts and any resulting gain or loss is accounted for in the consolidated statement of operations and comprehensive (loss) income. Major additions are capitalized; maintenance, repairs and minor improvements are charged to operating expenses as incurred if they do not increase the life or productivity of the related capitalized asset. Depreciation on leasehold improvements is computed using the straight-line method based on the lesser of the remaining lease term or the estimated useful life and depreciation of equipment is computed using the straight-line method over the estimated useful life as follows:

	Years
Building	20
Leasehold improvements	Shorter of useful life or lease term
Machinery and equipment	3 - 5
Furniture and fixtures	3 - 5

The Company accounts for the impairment and disposition of long-lived assets in accordance with ASC Topic 360, *Property, Plant, and Equipment*. In accordance with ASC Topic 360, long-lived assets to be held are reviewed for events or changes in circumstances that indicate that their carrying value may not be recoverable. The Company periodically reviews for indicators and, if indicators are present, tests the carrying value of long-lived assets, assessing their net realizable values based on estimated undiscounted cash flows over their remaining estimated useful lives. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset, based on discounted cash flows. During fiscal year 2024, the Company abandoned a company-wide ERP project. As such, the Company recorded a non-cash charge of \$ 8,735 associated with the abandonment of the ERP project. The abandonment pertains to long-lived assets including software and other capitalized costs specifically tied to the project and is captured in the abandonment of construction in process line of the Company's Consolidated Statements of Operations and Comprehensive (Loss) Income. No impairment charges were recorded for the fiscal years ended June 30, 2023 and 2022 in the Company's consolidated financial statements.

Property, plant, and equipment, net consisted of the following:

	As of June 30,	
	2024	2023
Land	\$ 4,890	\$ 4,905
Building and leasehold improvements	170,958	119,324
Machinery and equipment	118,123	103,362
Furniture and fixtures	15,466	12,672
Construction in process	43,511	47,482
	352,948	287,745
Less accumulated depreciation	( 108,347 )	( 82,953 )
	<u>\$ 244,601</u>	<u>\$ 204,792</u>

Depreciation expense was \$ 26,178 , \$ 21,912 and \$ 19,365 for the fiscal years ended June 30, 2024, 2023 and 2022, respectively, substantially all of which was recorded in cost of sales.

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### 7. Goodwill and Other Intangible Assets, net

The changes in the carrying amount of goodwill for the fiscal years ended June 30, 2024 and 2023 were as follows:

	Malibu	Saltwater Fishing	Cobalt	Consolidated
Goodwill as of June 30, 2022	\$ 12,299	\$ 68,714	\$ 19,791	\$ 100,804
Effect of foreign currency changes on goodwill	( 227 )	—	—	( 227 )
Goodwill as of June 30, 2023	12,072	68,714	19,791	100,577
Impairment related to Maverick Boat Group	—	( 49,189 )	—	\$ ( 49,189 )
Effect of foreign currency changes on goodwill	27	—	—	27
Goodwill as of June 30, 2024	<u>\$ 12,099</u>	<u>\$ 19,525</u>	<u>\$ 19,791</u>	<u>\$ 51,415</u>

The components of other intangible assets were as follows:

	As of June 30,		Estimated Useful Life (in years)	Weighted Average Remaining Useful Life (in years)
	2024	2023		
Definite-lived intangibles:				
Dealer relationships	\$ 131,735	\$ 131,725	15 - 20	14.6
Patent	2,600	2,600	15	8.0
Trade name	100	100	15	6.0
Non-compete agreement	47	46	10	0.3
Total	134,482	134,471		
Less: Accumulated amortization	( 38,033 )	( 31,213 )		
Total definite-lived intangible assets, net	96,449	103,258		
Indefinite-lived intangible:				
Trade names	118,200	118,200		
Less: Impairment charge	( 39,200 )	—		
Total other intangible assets	<u>\$ 175,449</u>	<u>\$ 221,458</u>		

During the three months ended March 31, 2024, the Company determined certain indicators of potential impairment existed, warranting an interim impairment assessment of goodwill as of March 31, 2024. The Company performed a goodwill impairment analysis as of March 31, 2024 consistent with the Company's approach for annual impairment testing, including similar models and inputs. Based on such analysis, the Company determined that its estimated fair value for the Maverick Boat Group reporting unit was less than its carrying value as of March 31, 2024, and the Company recognized an impairment charge of \$ 49,189 for the three months ended March 31, 2024.

Additionally, during the Company's interim impairment evaluation of indefinite-lived intangibles, the Company recorded an impairment charge on trade names of \$ 39,200 related to the Maverick Boat Group reporting unit. This charge was included in Goodwill and other intangible asset impairment on the consolidated statements of operations and comprehensive (loss) income. No other intangible asset impairment loss was recorded.

For more information, refer to Note 1 of our consolidated financial statements included elsewhere in this report.

Amortization expense recognized on all amortizable intangibles was \$ 6,811 , \$ 6,808 and \$ 6,957 for the fiscal years ended June 30, 2024, 2023 and 2022, respectively.

Estimated future amortization expenses as of June 30, 2024 are as follows:

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<b>Fiscal Year</b>	<b>As of June 30, 2024</b>
2025	\$ 6,803
2026	6,803
2027	6,803
2028	6,803
2029	6,802
2030 and thereafter	62,435
	<u>\$ 96,449</u>

## 8. Accrued Expenses

Accrued expenses consisted of the following:

	<b>As of June 30,</b>	
	<b>2024</b>	<b>2023</b>
Warranties	\$ 37,967	\$ 41,709
Dealer incentives	28,911	14,996
Accrued compensation	13,791	19,671
Current operating lease liabilities	2,177	2,324
Litigation settlement	—	100,000
Accrued legal and professional fees	22,467	1,899
Customer deposits	4,270	4,054
Government grant	5,867	—
Other accrued expenses	3,980	2,425
Total accrued expenses	<u>\$ 119,430</u>	<u>\$ 187,078</u>

Litigation settlement represents the settlement of product liability cases in June 2023 for \$ 100.0 million. Accrued legal and professional fees include approximately \$ 21,000 in insurance coverage proceeds that are subject in certain cases to reservations of rights by the insurance carriers. The proceeds will be considered a liability in accrued expenses until the resolution of the litigation. For more information, refer to Note 17 of our consolidated financial statements included elsewhere in this Annual Report.

Government grant includes approximately \$ 5,867 related to an Economic Development Grant to be paid by the State of Tennessee in relation to the Roane County Property Purchase and Related Improvements. The grant requires the Company to create and maintain a specified number of jobs in order to retain the grant. The accrued liability will be relieved as the Company satisfies headcount requirements.

## 9. Product Warranties

The Company's Malibu and Axis brand boats have a limited warranty for a period up to five years . The Company's Cobalt brand boats have (1) a structural warranty of up to ten years which covers the hull, deck joints, bulkheads, floor, transom, stringers, and motor mount, and (2) a five year bow-to-stern warranty on all components manufactured or purchased (excluding hull and deck structural components), including canvas and upholstery. Gelcoat is covered up to three years for Cobalt and one year for Malibu and Axis. Pursuit brand boats have (1) a limited warranty for a period of up to five years on structural components such as the hull, deck and defects in the gelcoat surface of the hull bottom and (2) a bow-to-stern warranty of two years (excluding hull and deck structural components). Maverick, Pathfinder and Hewes brand boats have (1) a limited warranty for a period of up to five years on structural components such as the hull, deck and defects in the gelcoat surface of the hull bottom and (2) a bow-to-stern warranty of one year (excluding hull and deck structural components). Cobia brand boats have (1) a limited warranty for a period of up to ten years on structural components such as the hull, deck and defects in the gelcoat surface of the hull bottom and (2) a bow-to-stern warranty of three years (excluding hull and deck structural components). For each boat brand, there are certain materials, components or parts of the boat that are not covered by the Company's warranty

and certain components or parts that are separately warranted by the manufacturer or supplier (such as the engine). Engines that the Company manufactures for Malibu and Axis models have a limited warranty of up to five years or five-hundred hours.

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The Company's standard warranties require it or its dealers to repair or replace defective products during the warranty period at no cost to the consumer. The Company estimates warranty costs it expects to incur and records a liability for such costs at the time the product revenue is recognized. The Company utilizes historical claims trends and analytical tools to develop the estimate of its warranty obligation on a per boat basis, by brand and warranty year. Factors that affect the Company's warranty liability include the number of units sold, historical and anticipated rates of warranty claims and cost per claim. The Company assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary. Beginning in model year 2016, the Company increased the term of its limited warranty for Malibu brand boats from three years to five years and for Axis brand boats from two years to five years . Beginning in model year 2018, the Company increased the term of its bow-to-stern warranty for Cobalt brand boats from three years to five years . Future warranty claims may differ from the Company's estimate of the warranty liability, which could lead to changes in the Company's warranty liability in future periods.

Changes in the Company's product warranty liability, which are included in accrued expenses in the accompanying consolidated balance sheets, were as follows:

	Fiscal Year Ended June 30,		
	2024	2023	2022
Beginning balance	\$ 41,709	\$ 38,673	\$ 35,035
Add: Warranty Expense	23,744	24,812	21,280
Less: Warranty claims paid	( 27,486 )	( 21,776 )	( 17,642 )
Ending balance	<u>\$ 37,967</u>	<u>\$ 41,709</u>	<u>\$ 38,673</u>

## 10. Financing

As of June 30, 2024 and 2023, the Company did not have any outstanding debt.

### *Long-Term Debt*

As of June 30, 2024, the Company had a revolving credit facility with borrowing capacity of up to \$ 350,000 . As of June 30, 2024, the Company had zero outstanding under its revolving credit facility and \$ 1,578 in outstanding letters of credit with \$ 348,422 available for borrowing. The revolving credit facility matures on July 8, 2027. As of June 30, 2023, the Company reclassified unamortized debt issuance costs into Other assets.

On July 8, 2022, Boats LLC entered into a Third Amended and Restated Credit Agreement (the "Credit Agreement") that amended and restated its second amended and restated credit agreement dated as of June 28, 2017. The Credit Agreement increased the borrowing capacity of the revolving credit facility from \$ 170,000 to \$ 350,000 . Boats LLC has the option to request that lenders increase the amount available under the revolving credit facility by, or obtain incremental term loans of, up to \$ 200,000 , subject to the terms of the Credit Agreement and only if existing or new lenders choose to provide additional term or revolving commitments.

The obligations of Boats LLC under the Credit Agreement are guaranteed by the LLC, and, subject to certain exceptions, the present and future domestic subsidiaries of Boats LLC, and all such obligations are secured by substantially all of the assets of the LLC, Boats LLC and such subsidiary guarantors. Malibu Boats, Inc. is not a party to the Credit Agreement.

Borrowings under the Credit Agreement bear interest at a rate equal to either, at the Company's option, (i) the highest of the prime rate, the Federal Funds Rate (as defined in the Credit Agreement) plus 0.5 %, or one-month Term SOFR (as defined in the Credit Agreement) plus 1 % (the "Base Rate") or (ii) SOFR (as defined in the Credit Agreement), in each case plus an applicable margin ranging from 1.25 % to 2.00 % with respect to SOFR borrowings and 0.25 % to 1.00 % with respect to Base Rate borrowings. The applicable margin is based upon the consolidated leverage ratio of the LLC and its subsidiaries. As of June 30, 2024, the interest rate on the Company's revolving credit facility was 6.50 %. The Company is required to pay a commitment fee for any unused portion of the revolving credit facility which ranges from 0.15 % to 0.30 % per annum, depending on the LLC's and its subsidiaries' consolidated leverage ratio.

The Credit Agreement contains certain customary representations and warranties, and notice requirements for the occurrence of specific events such as the occurrence of any event of default or pending or threatened litigation. The Credit Agreement also requires compliance with certain customary financial covenants consisting of a minimum ratio of EBITDA to

interest expense and a maximum ratio of total debt to EBITDA. The Credit Agreement contains certain customary restrictive covenants regarding indebtedness, liens, fundamental changes, investments, share repurchases, dividends and distributions, disposition of assets, transactions with affiliates, negative pledges, hedging transactions, certain prepayments of indebtedness, accounting changes and governmental regulation. For example, the Credit Agreement generally prohibits the LLC, Boats LLC

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and the subsidiary guarantors from paying dividends or making distributions, including to the Company. The credit facility permits, however, (i) distributions based on a member's allocated taxable income, (ii) distributions to fund payments that are required under the LLC's tax receivable agreement, (iii) purchase of stock or stock options of the LLC from former officers, directors or employees of loan parties or payments pursuant to stock option and other benefit plans up to \$ 5,000 in any fiscal year, and (iv) repurchases of the Company's outstanding stock and LLC Units. In addition, the LLC may make unlimited dividends and distributions if its consolidated leverage ratio is 2.75 or less and certain other conditions are met, subject to compliance with certain financial covenants.

The Credit Agreement also contains customary events of default. If an event of default has occurred and continues beyond any applicable cure period, the administrative agent may (i) accelerate all outstanding obligations under the Credit Agreement or (ii) terminate the commitments, amongst other remedies. Additionally, the lenders are not obligated to fund any new borrowing under the Credit Agreement while an event of default is continuing.

### *Covenant Compliance*

As of June 30, 2024 and 2023, the Company was in compliance with the financial covenants contained in the Credit Agreement.

## **11. Leases**

The Company leases certain manufacturing facilities, warehouses, office space, land, and equipment. The Company determines if a contract is a lease or contains an embedded lease at the inception of the agreement. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheets. The Company does not separate non-lease components from the lease components to which they relate, and instead accounts for each separate lease and non-lease component associated with that lease component as a single lease component for all underlying asset classes. The Company's lease liabilities do not include future lease payments related to options to extend or terminate lease agreements as it is not reasonably certain those options will be exercised.

Other information concerning the Company's operating leases accounted for under ASC Topic 842, *Leases* is as follows:

<b>Classification</b>		<b>As of June 30,</b>	
		<b>2024</b>	<b>2023</b>
<b>Assets</b>			
Right-of-use assets	Other assets	\$ 6,883	\$ 8,808
<b>Liabilities</b>			
Current operating lease liabilities	Accrued expenses	\$ 2,177	\$ 2,324
Long-term operating lease liabilities	Other liabilities	5,763	7,843
Total lease liabilities		\$ 7,940	\$ 10,167

<b>Classification</b>		<b>Fiscal Year Ended June 30,</b>		
		<b>2024</b>	<b>2023</b>	<b>2022</b>
Operating lease costs <sup>(1)</sup>	Cost of sales	\$ 2,537	\$ 2,686	\$ 2,611
	Selling and marketing, and general and administrative	838	878	857
	Other expense (income), net	( 38 )	( 38 )	( 38 )
Sublease income				
Cash paid for amounts included in the measurement of operating lease liabilities	Cash flows from operating activities	2,661	2,555	2,517

<sup>(1)</sup> Includes short-term leases, which are insignificant, and are not included in the lease liability.



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The lease liability for operating leases that contain variable escalating rental payments with scheduled increases that are based on the lesser of a stated percentage increase or the cumulative increase in an index, are determined using the stated percentage increase.

The weighted average remaining lease term for the fiscal year ended June 30, 2024 and 2023 was 3.60 years and 4.60 years, respectively. As of June 30, 2024 and 2023, the weighted average discount rate determined based on the Company's incremental borrowing rate is 3.67 % for both periods.

Future annual minimum lease payments for the following fiscal years as of June 30, 2024 are as follows:

	<b>Amount</b>
2025	\$ 2,422
2026	2,274
2027	2,258
2028	1,506
2029	1
2030 and thereafter	—
Total	8,461
Less imputed interest	( 521 )
Present value of lease liabilities	\$ 7,940

## **12. Tax Receivable Agreement Liability**

The Company has a Tax Receivable Agreement with the pre-IPO owners of the LLC that provides for the payment by the Company to the pre-IPO owners (or their permitted assignees) of 85 % of the amount of the benefits, if any, that the Company is deemed to realize as a result of (i) increases in tax basis and (ii) certain other tax benefits related to the Company entering into the Tax Receivable Agreement, including those attributable to payments under the Tax Receivable Agreement. These contractual payment obligations are obligations of the Company and not of the LLC. The Company's Tax Receivable Agreement liability was determined on an undiscounted basis in accordance with ASC 450, *Contingencies*, since the contractual payment obligations were deemed to be probable and reasonably estimable.

For purposes of the Tax Receivable Agreement, the benefit deemed realized by the Company is computed by comparing the actual income tax liability of the Company (calculated with certain assumptions) to the amount of such taxes that the Company would have been required to pay had there been no increase to the tax basis of the assets of the LLC as a result of the purchases or exchanges, and had the Company not entered into the Tax Receivable Agreement.

The following table reflects the changes to the Company's Tax Receivable Agreement liability:

	<b>As of June 30,</b>	
	<b>2024</b>	<b>2023</b>
Beginning balance	\$ 43,465	\$ 45,541
Additions to tax receivable agreement:		
Exchange of LLC Units for Class A Common Stock	1,320	1,710
Adjustment for change in estimated state tax rate or benefits	36	188
Payment under tax receivable agreement	( 4,208 )	( 3,974 )
	40,613	43,465
Less current portion under tax receivable agreement	—	( 4,111 )
Ending balance	\$ 40,613	\$ 39,354

The Tax Receivable Agreement further provides that, upon certain mergers, asset sales or other forms of business combinations or other changes of control, the Company (or its successor) would owe to the pre-IPO owners of the LLC a lump-sum payment equal to the present value of all forecasted future payments that would have otherwise been made under the Tax Receivable Agreement that would be based on certain assumptions, including a deemed exchange of LLC Units and that

the Company would have sufficient taxable income to fully utilize the deductions arising from the increased tax basis and other tax benefits related to entering into the Tax Receivable Agreement. The Company also is entitled to terminate the Tax Receivable

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Agreement, which, if terminated, would obligate the Company to make early termination payments to the pre-IPO owners of the LLC. In addition, a pre-IPO owner may elect to unilaterally terminate the Tax Receivable Agreement with respect to such pre-IPO owner, which would obligate the Company to pay to such existing owner certain payments for tax benefits received through the taxable year of the election.

When estimating the expected tax rate to use in order to determine the tax benefit expected to be recognized from the Company's increased tax basis as a result of exchanges of LLC Units by the pre-IPO owners of the LLC, the Company continuously monitors changes in its overall tax posture, including changes resulting from new legislation and changes as a result of new jurisdictions in which the Company is subject to tax.

As of June 30, 2024 and 2023, the Company recorded deferred tax assets of \$ 120,015 and \$ 118,148 , respectively, associated with basis differences in assets upon acquiring an interest in the LLC and pursuant to making an election under Section 754 of the Internal Revenue Code of 1986 (the "Internal Revenue Code"), as amended. These basis differences are included in the overall partnership basis differences disclosed in Note 13. The aggregate Tax Receivable Agreement liability represents 85 % of the tax benefits that the Company expects to receive in connection with the Section 754 election. In accordance with the Tax Receivable Agreement, the next annual payment is anticipated once net operating losses are utilized and there is sufficient taxable income.

### 13. Income Taxes

Malibu Boats, Inc. is taxed as a C corporation for U.S. income tax purposes and is therefore subject to both federal and state taxation at a corporate level. The LLC continues to operate in the United States as a partnership for U.S. federal income tax purposes. Maverick Boat Group is separately subject to U.S. federal and state income tax with respect to its net taxable income.

Income taxes are computed in accordance with ASC Topic 740, *Income Taxes* , and reflect the net tax effects of temporary differences between the financial reporting carrying amounts of assets and liabilities and the corresponding income tax amounts. The Company has deferred tax assets and liabilities and maintains valuation allowances where it is more likely than not that all or a portion of deferred tax assets will not be realized. To the extent the Company determines that it will not realize the benefit of some or all of its deferred tax assets, such deferred tax assets will be adjusted through the Company's provision for income taxes in the period in which this determination is made.

On August 16, 2022, the Inflation Reduction Act of 2022 (the "Inflation Reduction Act") was signed into law. The Inflation Reduction Act contains significant business tax provisions, including an excise tax on stock buybacks (1% for transactions beginning January 1, 2023), increased funding for IRS tax enforcement, expanded energy incentives promoting clean energy investment, and a 15% corporate minimum tax on certain large corporations. The effects of the new legislation were recognized upon enactment. The Company accrued \$ 0.3 million excise tax for stock repurchases during fiscal year's ended June 30, 2024. The Company did not recognize any significant impact to income tax expense for the fiscal years ended June 30, 2024 or June 30, 2023 relating to the Inflation Reduction Act.

The components of (benefit) for income taxes are as follows:

	Fiscal Year Ended June 30,		
	2024	2023	2022
<b>Current tax expense:</b>			
Federal	\$ 2,358	\$ 39,462	\$ 33,689
State	424	9,071	6,632
Foreign	345	1,331	1,532
Total current	3,127	49,864	41,853
<b>Deferred tax (benefit) expense:</b>			
Federal	( 3,872 )	( 14,230 )	4,661
State	( 577 )	( 2,019 )	94
Foreign	( 20 )	( 34 )	( 73 )
Total deferred	( 4,469 )	( 16,283 )	4,682
Income tax (benefit) expense	\$ ( 1,342 )	\$ 33,581	\$ 46,535

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The income tax (benefit) expense differs from the amount computed by applying the federal statutory income tax rate to (loss) income from continuing operations before income taxes. The sources and tax effects of the differences are as follows:

	Fiscal Year Ended June 30,		
	2024	2023	2022
Federal tax (benefit) provision at statutory rate	( 21.0 )%	21.0 %	21.0 %
State income taxes, net of federal benefit	( 0.3 )	3.5	2.8
Permanent differences attributable to partnership investment	1.5	( 0.5 )	( 1.0 )
Impairment charges - Maverick	17.9	—	—
Non-controlling interest	( 0.2 )	( 0.5 )	( 0.6 )
Other, net	( 0.2 )	0.2	—
Total income (benefit) tax on continuing operations	( 2.3 )%	23.7 %	22.2 %

The Company's effective tax rate includes a rate benefit attributable to the fact that the Company's subsidiary operated as a limited liability company which was not subject to federal income tax. Accordingly, the portion of the Company's subsidiary earnings attributable to the non-controlling interest are subject to tax when reported as a component of the non-controlling interests' taxable income.

The components of the Company's net deferred income tax assets and liabilities at June 30, 2024 and 2023 are as follows:

	As of June 30,	
	2024	2023
<b>Deferred tax assets:</b>		
Partnership basis differences	\$ 42,115	\$ 69,193
Accrued liabilities and reserves	1,222	1,436
State tax credits and NOLs	12,859	8,922
Foreign tax credits	580	580
Federal NOL and Credits	19,335	—
Other	754	381
Less valuation allowance	( 17,355 )	( 16,876 )
Total deferred tax assets	59,510	63,636
<b>Deferred tax liabilities:</b>		
Fixed assets and intangibles	19,054	29,495
Other	20	21
Total deferred tax liabilities	19,074	29,516
Total net deferred tax assets	\$ 40,436	\$ 34,120

On an annual basis, the Company performs a comprehensive analysis of all forms of positive and negative evidence to determine whether realizability of deferred tax assets is more likely than not. During each interim period, the Company updates its annual analysis for significant changes in the positive and negative evidence. At June 30, 2024 and 2023, the Company concluded that \$ 17,355 and \$ 16,876 , respectively, of valuation allowance against deferred tax assets was necessary. The Company continues to record the valuation allowance against the deferred tax asset generated by the state impact of the 743(b) amortization and on state net operating losses generated by current and future amortization deductions (with respect to the Section 754 election) that are reported in the Tennessee corporate tax return without offsetting income, which is taxable at the LLC. These net operating losses have a 15 year carryover and will expire, if unused, between 2030 and 2039. This also includes a valuation allowance in the amount of \$ 580 related to foreign tax credit carryforward that is not expected to be utilized in the future.

Unrecognized tax benefits are discussed in the Company's accounting policy for income taxes (Refer to Note 1 on Income Taxes for more information). The Company has filed federal and state income tax returns that remain open to examination for fiscal years 2021 through 2023, while its subsidiaries, the LLC and Malibu Boats Pty Ltd., remain open to examination for fiscal years 2020 through 2023.

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A reconciliation of changes in the amount of unrecognized tax benefits for the fiscal years ended June 30, 2024, 2023 and 2022 is as follows:

	Fiscal Year Ended June 30,		
	2024	2023	2022
Balance as of July 1	\$ 1,718	\$ 1,472	\$ 1,452
Additions based on tax positions taken during the current period	129	363	314
Reductions due to statute settlements	( 130 )	( 156 )	( 286 )
Additions (reductions) for tax positions of prior years	79	39	( 8 )
Balance as of June 30	<u>\$ 1,796</u>	<u>\$ 1,718</u>	<u>\$ 1,472</u>

In fiscal year 2024, the Company reduced its uncertain tax positions by \$ 130 as a result of statute settlements, and recorded \$ 129 in connection with its current year state filing positions. As of June 30, 2024, it is reasonably possible that \$ 171 of the total unrecognized tax benefits recorded will reverse within the next twelve months. Of the total unrecognized tax benefits recorded on the consolidated balance sheets, \$ 1,514 would impact the effective tax rate once settled.

As discussed in Note 1 to the Consolidated Financial Statements, the Company's policy is to accrue interest related to potential underpayment of income taxes within the provision for income taxes. At June 30, 2024, the Company had \$ 455 of accrued interest related to unrecognized tax benefits.

The Company did not provide for U.S. federal, state income taxes or foreign withholding taxes in fiscal year 2024 on the outside basis difference of its non-U.S. subsidiary, as such foreign earnings are considered to be permanently reinvested. The estimated income and withholding tax liability associated with the remittance of these earnings is nominal.

## **14. Stockholders' Equity**

The Company is authorized to issue 150,000,000 shares of capital stock, consisting of 100,000,000 shares of Class A Common Stock, 25,000,000 shares of Class B Common Stock, and 25,000,000 shares of Preferred Stock, par value \$ 0.01 per share.

### *Exchange of LLC Units for Class A Common Stock and Issuance of Class B Common Stock*

During fiscal year 2022, no non-controlling LLC Unit holders exchanged LLC Units for the issuance of Class A Common Stock. As there were no exchanges, no shares of Class B Common Stock were automatically transferred to the Company and retired. As of June 30, 2022, the Company had a total of 10 shares of its Class B Common Stock issued and outstanding.

During fiscal year 2023, two non-controlling LLC Unit holders exchanged LLC Units for the issuance of Class A Common Stock. In connection with the exchange, no shares of Class B Common Stock were automatically transferred to the Company and retired. In addition, during fiscal year 2023 one non-controlling LLC Unit holder transferred LLC Units to two new entities (the "New LLC Members") for no consideration, and the Company issued a total of two shares of Class B Common Stock to the New LLC Members for nominal consideration. As of June 30, 2023, the Company had a total of 12 shares of its Class B Common Stock issued and outstanding.

During fiscal year 2024, four non-controlling LLC Unit holders exchanged LLC Units for the issuance of Class A Common Stock. In connection with the exchange, no shares of Class B Common Stock were automatically transferred to the Company and retired. As of June 30, 2024, the Company had a total of 12 shares of its Class B Common Stock issued and outstanding.

### *Stock Repurchase Program*

On November 3, 2021, the board of directors of the Company authorized a stock repurchase program for the repurchase of up to \$ 70,000 of Class A Common Stock and the LLC Units for the period from November 8, 2021 to November 8, 2022 (the "Fiscal 2022 Repurchase Program"). During fiscal year 2023, under the Fiscal 2022 Repurchase Program, the Company repurchased 143,759 shares of Class A Common Stock for \$ 7,868 in cash including related fees and expenses. The Fiscal 2022 Repurchase Program expired on November 8, 2022.

On November 3, 2022, the board of directors of the Company authorized a stock repurchase program for the repurchase of

up to \$ 100,000 of Class A Common Stock and the LLC Units for the period from November 8, 2022 to November 8, 2023 (the “Fiscal 2023 Repurchase Program”). During fiscal year 2024, under the Fiscal 2023 Repurchase Program, the Company repurchased 261,962 shares of Class A Common Stock for \$ 12,526 in cash including related fees and expenses. The Fiscal 2023 Repurchase Program expired on November 8, 2023.

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On October 26, 2023, the board of directors of the Company authorized a stock repurchase program for the repurchase of up to \$ 100,000 of Class A Common Stock and LLC Units for the period from November 8, 2023 to November 8, 2024 (the "Fiscal 2024 Repurchase Program"). During fiscal year 2024, under the Fiscal 2024 Repurchase Program, the Company repurchased 437,996 shares of Class A Common Stock for \$ 17,317 in cash including related fees and expenses. As of June 30, 2024, \$ 82,683 was available to repurchase shares of Class A Common Stock and LLC Units under the Fiscal 2024 Repurchase Program.

### *Class A Common Stock and Class B Common Stock*

#### *Voting Rights*

Holders of Class A Common Stock and Class B Common Stock will have voting power over Malibu Boats, Inc., the sole managing member of the LLC, at a level that is consistent with their overall equity ownership of the Company's business. Pursuant to the Company's certificate of incorporation and bylaws, each share of Class A Common Stock entitles the holder to one vote with respect to each matter presented to the Company's stockholders on which the holders of Class A Common Stock are entitled to vote. Each holder of Class B Common Stock shall be entitled to the number of votes equal to the total number of LLC Units held by such holder multiplied by the exchange rate specified in the Exchange Agreement with respect to each matter presented to the Company's stockholders on which the holders of Class B Common Stock are entitled to vote. Accordingly, the holders of LLC Units collectively have a number of votes that is equal to the aggregate number of LLC Units that they hold. Subject to any rights that may be applicable to any then outstanding preferred stock, the Company's Class A and Class B Common Stock vote as a single class on all matters presented to the Company's stockholders for their vote or approval, except as otherwise provided in the Company's certificate of incorporation or bylaws or required by applicable law. Holders of the Company's Class A and Class B Common Stock do not have cumulative voting rights. Except in respect of matters relating to the election and removal of directors on the Company's board of directors and as otherwise provided in the Company's certificate of incorporation, the Company's bylaws, or as required by law, all matters to be voted on by the Company's stockholders must be approved by a majority of the shares present in person or by proxy at the meeting and entitled to vote on the subject matter.

#### *Dividends*

Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of the Company's Class A Common Stock will be entitled to share equally, identically and ratably in any dividends that the board of directors may determine to issue from time to time. Holders of the Company's Class B Common Stock do not have any right to receive dividends.

#### *Liquidation Rights*

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company's affairs, holders of the Company's Class A Common Stock would be entitled to share ratably in the Company's assets that are legally available for distribution to stockholders after payment of its debts and other liabilities. If the Company has any preferred stock outstanding at such time, holders of the preferred stock may be entitled to distribution and/or liquidation preferences. In either such case, the Company must pay the applicable distribution to the holders of its preferred stock before it may pay distributions to the holders of its Class A Common Stock. Holders of the Company Class B Common Stock do not have any right to receive a distribution upon a voluntary or involuntary liquidation, dissolution or winding up of the Company's affairs.

#### *Other Rights*

Holders of the Company's Class A Common Stock will have no preemptive, conversion or other rights to subscribe for additional shares. The rights, preferences and privileges of the holders of the Company's Class A Common Stock will be subject to, and may be adversely affected by, the rights of the holders of shares of any series of the Company's preferred stock that the Company may designate and issue in the future.

#### *Preferred Stock*

Though the Company currently has no plans to issue any shares of preferred stock, its board of directors has the authority, without further action by the Company's stockholders, to designate and issue up to 25,000,000 shares of preferred stock in one or more series. The Company's board of directors may also designate the rights, preferences and privileges of the holders of each such series of preferred stock, any or all of which may be greater than or senior to those granted to the holders of common



stock. Though the actual effect of any such issuance on the rights of the holders of common stock will not be known until the

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Company's board of directors determines the specific rights of the holders of preferred stock, the potential effects of such an issuance include:

- diluting the voting power of the holders of common stock;
- reducing the likelihood that holders of common stock will receive dividend payments;
- reducing the likelihood that holders of common stock will receive payments in the event of the Company's liquidation, dissolution, or winding up; and
- delaying, deterring or preventing a change-in-control or other corporate takeover.

### *LLC Units*

In connection with the recapitalization the Company completed in connection with the Company's IPO, the LLC Agreement was amended and restated to, among other things; modify its capital structure by replacing the different classes of interests previously held by the LLC unit holders to a single new class of units called "LLC Units." As a result of the Company's IPO and the recapitalization the Company completed in connection with the Company's IPO, the Company holds LLC Units in the LLC and is the sole managing member of the LLC. Holders of LLC Units do not have voting rights under the LLC Agreement.

Further, the LLC and the pre-IPO owners entered into the Exchange Agreement under which (subject to the terms of the Exchange Agreement) they have the right to exchange their LLC Units for shares of the Company's Class A Common Stock on a one -for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or at the Company's option, except in the event of a change in control, for a cash payment equal to the market value of the Class A Common Stock. As of June 30, 2024, the Company held 20,181,542 LLC Units, representing a 98.4 % economic interest in the LLC, while non-controlling LLC Unit holders held 321,419 LLC Units, representing a 1.6 % interest in the LLC. Refer to Note 3 for additional information on non-controlling interest.

As discussed in Note 3, net profits and net losses of the LLC will generally be allocated to the LLC's members (including the Company) pro rata in accordance with the percentages of their respective limited liability company interests. The LLC Agreement provides for cash distributions to the holders of LLC Units if the Company determines that the taxable income of the LLC will give rise to taxable income for its members. In accordance with the LLC Agreement, the Company intends to cause the LLC to make cash distributions to holders of LLC Units for purposes of funding their tax obligations in respect of the income of the LLC that is allocated to them.

## **15. Stock-Based Compensation**

### *Equity Awards Issued Under the Malibu Boats, Inc. Long-Term Incentive Plan*

On January 6, 2014, the Company's board of directors adopted the Malibu Boats, Inc. Incentive Plan. The Incentive Plan, which became effective on January 1, 2014, reserves for issuance up to 1,700,000 shares of Malibu Boats, Inc. Class A Common Stock for the Company's employees, consultants, members of its board of directors and other independent contractors at the discretion of the compensation committee. Incentive stock awards authorized under the Incentive Plan include unrestricted shares of Class A Common Stock, stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalent awards and performance awards. As of June 30, 2024, there were 61,146 shares available for future issuance under the Incentive Plan.

On April 14, 2023, Wayne Wilson notified the Company of his resignation from his position as Chief Financial Officer and Secretary of the Company and from all other positions held with the Company and each of its subsidiaries. Mr. Wilson's resignation as Chief Financial Officer and Secretary was effective April 19, 2023, and Mr. Wilson served in an advisory role through May 12, 2023. In connection with Mr. Wilson's resignation, he forfeited 57,866 shares of the Company's Class A Common Stock underlying unvested restricted stock awards and performance awards previously granted to Mr. Wilson.

On November 3, 2020, under the Incentive Plan, the Company granted approximately 33,000 restricted service based stock units and 25,000 restricted service based stock awards to key employees under the Incentive Plan. The grant date fair value of these awards was \$ 3,145 based on a stock price of \$ 54.47 per share on the date of grant. Approximately 58 % of the awards vest ratably over three years and approximately 42 % of the awards vest ratably over four years . Stock-based compensation expense attributable to the service based units and awards is amortized on a straight-line basis over the requisite service period.

On November 3, 2020, under the Incentive Plan, the Company granted to key employees a target amount of approximately 18,000 restricted stock awards with a performance condition. The number of shares that will ultimately be issued, if any, is

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based on the attainment of a specified amount of earnings during the fiscal year ending June 30, 2023. The maximum number of shares that can be issued if an elevated earnings target is met, adjusted to reflect the forfeiture of shares in connection with the resignation of the Company's former Chief Financial Officer, is approximately 21,000 . The actual number of shares issued upon vesting was approximately 14,000 , as the 21,000 shares earned was reduced by an amount of shares withheld to cover taxes. The original grant date fair value of the awards was estimated to be \$ 1,002 , based on a stock price of \$ 54.47 . Compensation costs associated with the performance awards are recognized over the requisite service period based on probability of achievement in accordance with ASC Topic 718, *Compensation—Stock Compensation*.

On November 3, 2020, under the Incentive Plan, the Company granted to key employees a target amount of approximately 18,000 stock awards with a market condition. The number of shares that will ultimately be issued, if any, is based on a total shareholder return ("TSR") computation that involves comparing the movement in the Company's stock price to movement in a market index from the grant date through November 3, 2023. The maximum number of shares that can be issued if an elevated TSR target is met, adjusted to reflect the forfeiture of shares in connection with the resignation of the Company's former Chief Financial Officer, is approximately 28,000 . The actual number of shares issued upon vesting was approximately 5,000 , net of 20,000 shares not achieved and taxes withheld. The original grant date fair value of the awards was estimated to be \$ 1,293 , which was estimated using a Monte Carlo simulation. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award grant and calculates the fair market value for the stock award. Compensation costs are recognized over the requisite service period based on probability of achievement in accordance with ASC Topic 718, *Compensation—Stock Compensation*.

On November 3, 2021, under the Incentive Plan, the Company granted approximately 32,000 restricted service-based stock units and 23,000 restricted service-based stock awards to key employees under the Incentive Plan. The grant date fair value of these awards was \$ 4,149 based on a stock price of \$ 74.25 per share on the date of grant. Approximately 58 % of the awards vest ratably over three years and approximately 42 % of the awards vest ratably over four years . Stock-based compensation expense attributable to the service-based units and awards is amortized on a straight-line basis over the requisite service period.

On November 3, 2021, under the Incentive Plan, the Company granted to key employees a target amount of approximately 18,000 restricted stock awards with a performance condition. The number of shares that will ultimately be issued, if any, is based on the attainment of a specified amount of earnings during the fiscal year ending June 30, 2024. The maximum number of shares that can be issued if an elevated earnings target is met, adjusted to reflect the forfeiture of shares in connection with the resignation of the Company's former Chief Financial Officer, is approximately 22,000 . The Company does not expect these shares to vest based on fiscal year 2024 financial performance. The original grant date fair value of the awards was estimated to be \$ 1,305 , based on a stock price of \$ 74.25 . Compensation costs associated with the performance awards are recognized over the requisite service period based on probability of achievement in accordance with ASC Topic 718, *Compensation—Stock Compensation* .

On November 3, 2021, under the Incentive Plan, the Company granted to key employees a target amount of approximately 18,000 stock awards with a market condition. The number of shares that will ultimately be issued, if any, is based on a total shareholder return ("TSR") computation that involves comparing the movement in the Company's stock price to movement in a market index from the grant date through November 3, 2024. The maximum number of shares that can be issued if an elevated TSR target is met, adjusted to reflect the forfeiture of shares in connection with the resignation of the Company's former Chief Financial Officer, is approximately 29,000 . The original grant date fair value of the awards was estimated to be \$ 1,688 , which was estimated using a Monte Carlo simulation. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award grant and calculates the fair market value for the stock award. Compensation costs are recognized over the requisite service period based on probability of achievement in accordance with ASC Topic 718, *Compensation—Stock Compensation*.

On May 6, 2022, under the Incentive Plan, the Company granted approximately 27,000 restricted service-based stock units to key employees under the Incentive Plan. The grant date fair value of these awards was \$ 1,376 based on a stock price of \$ 51.89 per share on the date of grant. The grant vests ratably over three years on a bi-annual basis. Stock-based compensation expense attributable to the service-based units and awards is amortized on a straight-line basis over the requisite service period.

On November 3, 2022, under the Incentive Plan, the Company granted approximately 61,000 restricted service based stock units and 35,000 restricted service based stock awards to key employees under the Incentive Plan. The grant date fair value of these awards was \$ 5,028 based on a stock price of \$ 52.25 per share on the date of grant. Approximately 64 % of the awards vest ratably over three years and approximately 36 % of the awards vest ratably over four years . Stock-based compensation

expense attributable to the service based units and awards is amortized on a straight-line basis over the requisite service period.

On November 3, 2022, under the Incentive Plan, the Company granted to key employees a target amount of approximately 26,000 restricted stock awards with a performance condition. The number of shares that will ultimately be issued, if any, is

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based on the attainment of a specified amount of earnings during the fiscal year ending June 30, 2025. The maximum number of shares that can be issued if an elevated earnings target is met, adjusted to reflect the forfeiture of shares in connection with the resignation of the Company's former Chief Financial Officer, is approximately 32,000 . The original grant date fair value of the awards was estimated to be \$ 1,380 , based on a stock price of \$ 52.25 . Compensation costs associated with the performance awards are recognized over the requisite service period based on probability of achievement in accordance with ASC Topic 718, *Compensation—Stock Compensation*.

On November 3, 2022, under the Incentive Plan, the Company granted to key employees a target amount of approximately 26,000 stock awards with a market condition. The number of shares that will ultimately be issued, if any, is based on a total shareholder return ("TSR") computation that involves comparing the movement in the Company's stock price to movement in a market index from the grant date through November 3, 2025. The maximum number of shares that can be issued if an elevated TSR target is met, adjusted to reflect the forfeiture of shares in connection with the resignation of the Company's former Chief Financial Officer, is approximately 43,000 . The original grant date fair value of the awards was estimated to be \$ 1,808 , which was estimated using a Monte Carlo simulation. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award grant and calculates the fair market value for the stock award. Compensation costs are recognized over the requisite service period based on probability of achievement in accordance with ASC Topic 718, *Compensation—Stock Compensation*.

On November 6, 2023, under the Incentive Plan, Malibu Boats, Inc. granted approximately 79,000 restricted service-based stock units and 35,000 restricted service-based stock awards to employees. The grant date fair value of these awards was \$ 5,116 based on a stock price of \$ 44.87 per share on the date of grant. Approximately 70 % of the awards vest ratably over three years and approximately 30 % of the awards vest ratably over four years . Stock-based compensation expense attributable to the service-based units and awards is amortized on a straight-line basis over the requisite service period.

On November 6, 2023, under the Incentive Plan, Malibu Boats, Inc. granted to employees a target amount of approximately 26,000 restricted stock awards with a performance condition. The number of shares that will ultimately be issued, if any, is based on the attainment of a specified amount of earnings during the fiscal year ending June 30, 2026. The maximum number of shares that can be issued if an elevated earnings target is met is approximately 39,000 . The grant date fair value of the awards were estimated to be \$ 1,167 , based on a stock price of \$ 44.87 . These shares are not expected to vest based on the expectation that the related performance criteria will not be met. Compensation costs associated with the performance awards are recognized over the requisite service period based on probability of achievement in accordance with ASC Topic 718, *Compensation—Stock Compensation*.

On November 6, 2023, under the Incentive Plan, Malibu Boats, Inc. granted to employees a target amount of approximately 26,000 stock awards with a market condition. The number of shares that will ultimately be issued, if any, is based on a total shareholder return ("TSR") computation that involves comparing the movement in Malibu Boats, Inc.'s stock price to movement in a market index from the grant date through November 6, 2026. The maximum number of shares that can be issued if an elevated TSR target is met is approximately 52,000 . The grant date fair value of the awards were estimated to be \$ 1,284 , which is estimated using a Monte Carlo simulation. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award grant and calculates the fair market value for the stock award. Compensation costs are recognized over the requisite service period based on probability of achievement in accordance with ASC Topic 718, *Compensation—Stock Compensation*.

On November 27, 2023, under the Incentive Plan, Malibu Boats, Inc. granted two awards to its newly-appointed Chief Financial Officer. The two service-based stock awards include approximately 7,000 units that will vest over two years and approximately 6,000 units that will vest over four years . The combined grant date fair value of these awards was \$ 600 based on a stock price of \$ 44.85 per share on the date of grant.

On February 20, 2024, following the announcement of upcoming departure of Malibu's Chief Executive Officer, Malibu Boats, Inc. granted a one-time award of 92,699 restricted stock units to its President and 5,330 shares of restricted stock to a non-employee director who was appointed Executive Chair. The award to the President will vest over four years and has a fair value of \$ 4,000 . The award to the Executive Chair vested immediately and has a fair value of \$ 230 . The fair value of both awards was based on a stock price of \$ 43.15 on the date of grant.

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The following table presents the number, grant date stock price per share, and weighted-average exercise price per share of the Company's employee option awards:

	Fiscal Year Ended June 30,					
	2024		2023		2022	
	Shares	Weighted Average Exercise Price/Share	Shares	Weighted Average Exercise Price/Share	Shares	Weighted Average Exercise Price/Share
Total outstanding Options at beginning of year	17,973	\$ 37.55	49,223	\$ 40.46	161,723	\$ 32.64
Options exercised	—	—	( 31,250 )	42.13	( 112,500 )	29.22
Outstanding options at end of year	17,973	\$ 37.55	17,973	\$ 37.55	49,223	\$ 40.46
Exercisable at end of year	17,973	\$ 37.55	17,973	\$ 37.55	31,730	\$ 40.26

The weighted average remaining contractual life of options outstanding and options outstanding and exercisable as of June 30, 2024 was 0.54 years, respectively. The total intrinsic value of options exercised during the years ended June 30, 2024, 2023 and 2022 was zero , \$ 557 and \$ 3,751 , respectively. The total intrinsic value of options outstanding and options outstanding and exercisable at June 30, 2024 was zero , respectively. The total intrinsic values are based on the Company's closing stock price on the last trading day of the applicable year for in-the-money options.

The Company's non-employee directors receive an annual retainer for their services as directors consisting of both a cash retainer and equity awards in the form of Class A Common Stock or restricted stock units. Directors may elect that their cash annual retainer be converted into either fully vested shares of Class A Common Stock or restricted stock units paid on a deferral basis. Equity awards issued to directors are fully vested at the date of grant. Directors receiving restricted stock units as compensation for services have no rights as a stockholder of the Company, no dividend rights (except with respect to dividend equivalent rights), and no voting rights until Class A Common Stock is actually issued to them upon separation from service or change in control as defined in the Incentive Plan. If dividends are paid by the Company to its stockholders, directors would be entitled to receive an equal number of restricted stock units based on their proportional interest.

For the fiscal year ended June 30, 2024, the Company issued 12,130 shares of Class A Common Stock, 13,429 restricted stock units and 5,330 shares of restricted stock with a weighted-average grant date fair value of \$ 45.80 to its non-employee directors for their services as directors pursuant to the Incentive Plan. For the fiscal year ended June 30, 2023, the Company issued 2,105 shares of Class A Common Stock and 20,643 restricted stock units with a weighted-average grant date fair value of \$ 52.45 to its non-employee directors for their services as directors pursuant to the Incentive Plan. For the fiscal year ended June 30, 2022, the Company issued 1,481 shares of Class A Common Stock and 14,258 restricted stock units with a weighted-average grant date fair value of \$ 72.42 to its non-employee directors for their services as directors pursuant to the Incentive Plan.

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The following table presents the number and weighted-average grant date fair value of the Company's director and employee restricted stock units and restricted stock awards:

	Fiscal Year Ended June 30,					
	2024		2023		2022	
	Number of Restricted Stock Units and Restricted Stock Awards Outstanding	Weighted Average Grant Date Fair Value	Number of Restricted Stock Units and Restricted Stock Awards Outstanding	Weighted Average Grant Date Fair Value	Number of Restricted Stock Units and Restricted Stock Awards Outstanding	Weighted Average Grant Date Fair Value
Total Non-vested Restricted Stock Units and Restricted Stock Awards at beginning of year	324,824	\$ 57.98	369,649	\$ 55.75	314,916	\$ 44.46
Granted	351,000	44.06	214,172	52.30	164,290	70.74
Vested	( 125,362 )	52.93	( 180,898 )	46.49	( 100,441 )	44.82
Forfeited	( 31,356 )	53.12	( 78,099 )	58.45	( 9,116 )	56.41
Total Non-vested Restricted Stock Units and Restricted Stock Awards at end of year	519,106	\$ 50.08	324,824	\$ 57.98	369,649	\$ 55.75

As of June 30, 2024, the total unrecognized compensation cost related to nonvested, share-based compensation was 13,832 , which the Company expects to recognize over a weighted-average period of 2.6 years.

Stock compensation expense attributable to all of the Company's equity awards was \$ 4,935 , \$ 5,894 and \$ 6,342 for fiscal years 2024, 2023 and 2022, respectively, is included in general and administrative expense in the Company's consolidated statements of operations and comprehensive (loss) income. The cash flow effects resulting from all equity awards were reflected as noncash operating activities. During fiscal years 2024, 2023 and 2022, the Company withheld 33,877 , 54,909 and 27,420 shares at an aggregate cost of \$ 1,489 , \$ 3,135 and \$ 2,058 , respectively, as permitted by the applicable equity award agreements, to satisfy employee tax withholding requirements for employee share-based equity awards that have vested.

### 16. Net (Loss) Earnings Per Share

Basic net (loss) income per share of Class A Common Stock is computed by dividing net (loss) income attributable to the Company's earnings by the weighted average number of shares of Class A Common Stock outstanding during the period. The weighted average number of shares of Class A Common Stock outstanding used in computing basic net (loss) income per share includes fully vested restricted stock units awarded to directors that are entitled to participate in distributions to common shareholders through receipt of additional units of equivalent value to the dividends paid to Class A Common Stock holders.

Diluted net (loss) income per share of Class A Common Stock is computed similarly to basic net (loss) income per share except the weighted average shares outstanding are increased to include additional shares from the assumed exercise of any common stock equivalents using the treasury method, if dilutive. The Company's LLC Units and non-qualified stock options are considered common stock equivalents for this purpose. The number of additional shares of Class A Common Stock related to these common stock equivalents and stock options are calculated using the treasury stock method.

Stock awards with a performance condition that are based on the attainment of a specified amount of earnings are only included in the computation of diluted earnings per share to the extent that the performance condition would be achieved based on the current amount of earnings, and only if the effect would be dilutive.



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Stock awards with a market condition that are based on the performance of the Company's stock price in relation to a market index over a specified time period are only included in the computation of diluted earnings per share to the extent that the shares would be issued based on the current market price of the Company's stock in relation to the market index, and only if the effect would be dilutive.

Basic and diluted net (loss) income per share of Class A Common Stock has been computed as follows (in thousands, except share and per share amounts):

	<b>Fiscal Year Ended June 30,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
<b>Basic:</b>			
Net (loss) income attributable to Malibu Boats, Inc.	\$ ( 55,912 )	\$ 104,513	\$ 157,632
Shares used in computing basic net (loss) income per share:			
Weighted-average Class A Common Stock	20,167,169	20,245,980	20,511,571
Weighted-average participating restricted stock units convertible into Class A Common Stock	272,280	255,864	237,666
Basic weighted-average shares outstanding	20,439,449	20,501,844	20,749,237
Basic net (loss) income per share	\$ ( 2.74 )	\$ 5.10	\$ 7.60
<b>Diluted:</b>			
Net (loss) income attributable to Malibu Boats, Inc.	\$ ( 55,912 )	\$ 104,513	\$ 157,632
Shares used in computing diluted net (loss) income per share:			
Basic weighted-average shares outstanding	20,439,449	20,501,844	20,749,237
Restricted stock units granted to employees	—	66,954	116,874
Weighted-average stock options convertible into Class A Common Stock	—	12,707	47,525
Weighted-average market performance awards convertible into Class A Common Stock	—	59,668	72,620
Diluted weighted-average shares outstanding <sup>1</sup>	20,439,449	20,641,173	20,986,256
Diluted net (loss) income per share	\$ ( 2.74 )	\$ 5.06	\$ 7.51

<sup>1</sup> The Company excluded 612,277 , 516,205 , and 686,178 potentially dilutive shares from the calculation of diluted net (loss) income per share for the fiscal year ended June 30, 2024, 2023, and 2022, respectively, as these units would have been antidilutive.

The shares of Class B Common Stock do not share in the earnings or losses of Malibu Boats, Inc. and are therefore not included in the calculation. Accordingly, basic and diluted net (loss) income per share of Class B Common Stock has not been presented.

## **17. Commitments and Contingencies**

### *Repurchase Commitments*

In connection with its dealers' wholesale floor-plan financing of boats, the Company has entered into repurchase agreements with various lending institutions. The reserve methodology used to record an estimated expense and loss reserve in each accounting period is based upon an analysis of likely repurchases based on current field inventory and likelihood of repurchase. Subsequent to the inception of the repurchase commitment, the Company evaluates the likelihood of repurchase and adjusts the estimated loss reserve accordingly. When a potential loss reserve is recorded it is presented in accrued liabilities in the accompanying consolidated balance sheets. If the Company were obligated to repurchase a significant number of units under any repurchase agreement, its business, operating results and financial condition could be adversely affected. The total amount financed under the floor financing programs with repurchase obligations was \$ 367,950 and \$ 385,448 as of June 30, 2024 and 2023, respectively.

Repurchases and subsequent sales are recorded as a revenue transaction. The net difference between the repurchase price and the resale price is recorded against the loss reserve and presented in cost of sales in the accompanying consolidated

statements of operations and comprehensive (loss) income. For fiscal year 2024, the company repurchased 17 units under repurchase agreements. Additionally, during the period from July 1, 2024 to August 29, 2024, we repurchased 19 units totaling

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\$ 2.5 million subject to the Company's repurchase agreement with M&T Bank, the lender under the floor financing plan for Tommy's Boats. With respect to boats not subject to the repurchase agreement, the bankruptcy trustee has retained Gordon Brothers to sell the remaining inventory as part of liquidation sales that are ongoing. We have been in discussions with the trustee regarding the inventory being liquidated. For fiscal year 2023 and 2022, the Company did not repurchase any units under its repurchase agreements. The Company did not carry a reserve for repurchases as of June 30, 2024 and 2023, respectively.

The Company has collateralized receivables financing arrangements with a third-party floor plan financing provider for European dealers. Under terms of these arrangements, the Company transfers the right to collect a trade receivable to the financing provider in exchange for cash but agrees to repurchase the receivable if the dealer defaults. Since the transfer of the receivable to the financing provider does not meet the conditions for a sale under ASC Topic 860, *Transfers and Servicing*, the Company continues to report the transferred trade receivable in other current assets with an offsetting balance recorded as a secured obligation in accrued expenses in the Company's consolidated balance sheets. As of June 30, 2024 and 2023, the Company had no financing receivables recorded in other current assets and accrued expenses related to these arrangements.

### *Contingencies*

#### *Product Liability*

The Company is engaged in a business that exposes it to claims for product liability and warranty claims in the event the Company's products actually or allegedly fail to perform as expected or the use of the Company's products results, or is alleged to result, in property damage, personal injury or death. Although the Company maintains product and general liability insurance of the types and in the amounts that the Company believes are customary for the industry, the Company is not fully insured against all such potential claims. The Company may have the ability to refer claims to its suppliers and their insurers to pay the costs associated with any claims arising from the suppliers' products. The Company's insurance covers such claims that are not adequately covered by a supplier's insurance and provides for excess secondary coverage above the limits provided by the Company's suppliers.

The Company may experience legal claims in excess of its insurance coverage or claims that are not covered by insurance, either of which could adversely affect its business, financial condition and results of operations. Adverse determination of material product liability and warranty claims made against the Company could have a material adverse effect on its financial condition and harm its reputation. In addition, if any of the Company's products are, or are alleged to be, defective, the Company may be required to participate in a recall of that product if the defect or alleged defect relates to safety. These and other claims that the Company faces could be costly to the Company and require substantial management attention. Refer to Note 9 for discussion of warranty claims. The Company insures against product liability claims and, except as disclosed below, believes there are no material product liability claims as of June 30, 2024 that will have a material adverse impact on the Company's results of operations, financial condition or cash flows.

#### *Litigation*

Certain conditions may exist which could result in a loss, but which will only be resolved when future events occur. The Company, in consultation with its legal counsel, assesses such contingent liabilities, and such assessments inherently involve an exercise of judgment. If the assessment of a contingency indicates that it is probable that a loss has been incurred, the Company accrues for such contingent loss when it can be reasonably estimated. If the assessment indicates that a potentially material loss contingency is not probable but reasonably estimable, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, is disclosed. If the assessment of a contingency deemed to be both probable and reasonably estimable involves a range of possible losses, the amount within the range that appears at the time to be a better estimate than any other amount within the range would be accrued. When no amount within the range is a better estimate than any other amount, the minimum amount in the range is accrued even though the minimum amount in the range is not necessarily the amount of loss that will be ultimately determined. Estimates of potential legal fees and other directly related costs associated with contingencies are not accrued but rather are expensed as incurred. Except as disclosed below, management does not believe there are any pending claims (asserted or unasserted) at June 30, 2024 or June 30, 2023 that will have a material adverse impact on the Company's financial condition, results of operations or cash flows.

### *Legal Proceedings*

*Batchelder Matters*

MBI and its indirect subsidiary Boats LLC were defendants in the product liability case Batchelder et al. v. Malibu Boats, LLC, f/k/a Malibu Boats, Inc.; Malibu Boats West, Inc., et. al., Superior Court of Rabun County, Georgia, Civil Action Case

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No. 2016-CV-0114-C (the "Batchelder I Matter"), brought by, among others, Stephan Paul Batchelder and Margaret Mary Batchelder as Administrators of the Estate of Ryan Paul Batchelder, deceased ("Batchelder I Plaintiffs"). The Batchelder I Plaintiffs also sued the manufacturer of the boat at issue in the case, Malibu Boats West, Inc. ("West"). West is not, and has never been, a subsidiary of MBI or Boats LLC but was a separate legal entity whose assets were purchased by Boats LLC in 2006. The case involved a personal injury accident in 2014 involving a 2000 model year boat that was manufactured by West. On August 28, 2021, the jury rejected the Batchelder I Plaintiffs' design defect claims and found that the driver of the boat was 75 % at fault for the accident. Notwithstanding those findings, the jury found that Boats LLC and West negligently failed to warn of a hazard posed by the boat and that such failure was a proximate cause of the death of the decedent. The jury also found that Boats LLC is a legal successor of, and responsible for the liabilities of, West. The jury awarded compensatory damages of \$ 80,000 and apportioned 15 % of such damages to Boats LLC and 10 % of such damages to West. In addition, the jury awarded \$ 80,000 of punitive damages against Boats LLC and \$ 40,000 of punitive damages against West. Based on the jury's finding of successor liability, the trial court entered judgment for the full amount of the verdict against Boats LLC, with a potential maximum liability to Boats LLC of \$ 140,000 , plus post-judgment interest at a rate of 6.25 % per annum.

The Batchelder I Plaintiffs also filed motions, after the judgment, seeking orders requiring Boats LLC to pay pre-judgment interest and a portion of their attorney fees. The Batchelder I Plaintiffs claimed they are owed attorneys' fees of approximately \$ 56,000 . The Company opposed both motions. The trial court denied the Batchelder I Plaintiffs' motion for prejudgment interest and held that ruling on the Batchelder I Plaintiffs' motion for attorneys' fees would be premature, indicating that it would decide whether the Batchelder I Plaintiffs have the right to attorneys' fees, and if so what amount is reasonable, if still necessary upon the resolution of Boats LLC's post-trial motions and any related appeals. The Batchelder I Plaintiffs appealed the trial court's order denying their motion for prejudgment interest.

On July 17, 2022, the trial court denied Boats LLC's post-trial motions, and Boats LLC filed a notice of appeal. Pending resolution of the appeals process, the payment of any damages was stayed.

Boats LLC was also a defendant in a related product liability case, Stephan Paul Batchelder and Margaret Mary Batchelder, as Natural Guardians of Josh Patrick Batchelder, a minor; Darin Batchelder, individually, and as Natural Guardian of Zach Batchelder, a minor; and Kayla Batchelder (the "Batchelder II Plaintiffs" and, together with the Batchelder I Plaintiffs, the "Batchelder Plaintiffs") v. Malibu Boats, LLC v. Dennis Michael Ficarra; Superior Court of Rabun County, Civil Action File No. 2022-CV-0034 (the "Batchelder II Matter" and, together with the Batchelder I Matter, the "Batchelder Matters"). The complaint was filed on February 9, 2022 as a purported renewal of earlier claims by the Batchelder II Plaintiffs that were dismissed without prejudice. The case involved claims by the Batchelder II Plaintiffs of their own alleged bodily injury and emotional distress stemming from the same accident involving the alleged swamping of the boat manufactured and sold by West that is the subject of the Batchelder I Matter. As noted above, West is not, and has never been, a subsidiary of MBI or Boats LLC but was a separate legal entity whose assets were purchased by Boats LLC in 2006. Four Batchelder II Plaintiffs sought damages for personal injury and punitive damages, alleging that the accident was caused by a design defect and a failure to warn. The Batchelder II Plaintiffs' claims were dismissed without prejudice from the Batchelder I Matter shortly before the trial for the Batchelder I Matter, however, and thus the new complaint was a renewal action of the original complaint.

On June 30, 2023, Malibu Boats, Inc. and Boats LLC entered into a Confidential General Release and Settlement Agreement (the "Settlement Agreement") with the Batchelder I Plaintiffs and the Batchelder II Plaintiffs in settlement of each of the Batchelder Matters. Pursuant to the Settlement Agreement, among other things, Malibu Boats, Inc., or Boats LLC, as the case may be, paid (or caused to be paid) to the Batchelder Plaintiffs and their agents a total of \$ 100,000 , of which (a) \$ 40,000 was paid to the Batchelder Plaintiffs and their agents promptly following the execution of the Settlement Agreement and (b) \$ 60,000 was placed in an escrow account and held by the Escrow Agent pursuant to the terms of an Escrow Agreement. All conditions for releasing the \$ 60,000 placed in the escrow account have been satisfied.

MBI and its subsidiaries, including Boats LLC, maintain liability insurance applicable to the Batchelder Matters described above with coverage up to \$ 26,000 . As of June 30, 2024, the Company had received approximately \$ 21,000 in insurance coverage proceeds, subject in certain cases to reservations of rights by the insurance carriers. The Company contends that the insurance carriers are responsible for the entirety of the \$ 100,000 settlement amount and related expenses, and therefore, the insurers' payments to date are well below what they should have tendered to Boats LLC. Accordingly, on July 3, 2023, Boats LLC filed a complaint against Federal Insurance Company (a Chubb subsidiary) and Starr Indemnity & Liability Company alleging that the insurers unreasonably failed to comply with their obligations by refusing, negligently, and in bad faith, to settle covered claims within their available policy limits prior to trial. On April 8, 2024, the court dismissed Starr, noting that only Chubb had the contractual right and duty to settle the Batchelder matters prior to trial. The Court subsequently granted the

Company's motion for partial summary judgement, which precludes Chubb from apportioning liability to Starr. The Company intends to vigorously pursue its claims against Chubb to recover the full \$ 100,000 settlement amount and expenses (less any monies already tendered without reservation by the carriers). However, the Company cannot predict the outcome of such litigation.

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### *Tommy's Boats and Matthew Borisch*

On April 10, 2024, fifteen dealerships operated under common control of Tommy's Boats ("Tommy's Boats") filed a complaint against MBI and its indirect subsidiary Boats LLC in the United States District Court for the Eastern District of Tennessee (Case 3:24-cv-00166). The complaint alleges that MBI and Boats LLC breached obligations under dealership agreements with Tommy's Boats, quantum meruit, unjust enrichment, promissory estoppel and intentional and negligent misrepresentations relating to the parties' commercial relationship. Tommy's Boats is seeking monetary damages. Boats LLC has taken possession of 19 new model year 2024 boats according to a repurchase agreement with M&T Bank, the floor financing lender to Tommy's Boats. On July 3, 2024, the trustee appointed in the Chapter 11 bankruptcy cases for Tommy's Boats voluntarily dismissed without prejudice the claims filed by Tommy's Boats. Pursuant to an order of the bankruptcy court, the Company has agreed to cooperate in good faith to mediate with the Chapter 11 trustee. On August 16, 2024, Matthew Borisch, the principal owner of Tommy's Boats, filed a complaint against MBI, Boats LLC, and Jack Springer in the United States District Court for the Eastern District of Tennessee (Case 3:24-cv-00339), alleging similar allegations to those of the dismissed complaint against MBI and Boats LLC filed by Tommy's Boats. The Company is unable to provide any reasonable evaluation of the likelihood that a loss will be incurred or any reasonable estimate of the range of possible loss.

### *Securities Class Action Lawsuit*

On April 29, 2024, stockholder Seongjae Yoon, individually and on behalf of all others similarly situated, (the "Securities Plaintiff") filed a complaint against MBI and Jack Springer, Bruce Beckman, David Black, and Wayne Wilson as current and former officers of the Company in the United States District Court for the Southern District of New York (Case 1:24-cv-03254). The complaint alleges violations of the Securities Exchange Act of 1934, as amended, in connection with allegedly false and misleading statements made by the Company related to its business, operations, and prospects during the period from November 4, 2022 through April 11, 2024. The complaint alleges, among other things, that the Company violated Sections 10(b) and 20(a) of the Exchange Act and SEC Rule 10b-5 by not disclosing alleged material adverse facts related to the Company's inventory and relationship with one of its former dealers, Tommy's Boats, and accordingly, that any positive statements made during the class period about the Company's business, operations, and prospects were materially misleading and/or lacked a reasonable basis. The Company intends to vigorously defend itself against claims alleged in this securities class action. The Company is unable to provide any reasonable evaluation of the likelihood that a loss will be incurred or any reasonable estimate of the range of possible loss.

### *Customer Class Action Lawsuit*

On May 31, 2024, a customer filed a class action complaint against MBI and Boats LLC in the United States District Court for the District of Delaware. (Case 1:24-cv-00648). The complaint, which purports to be filed on behalf of a nationwide class of customers, alleges violation of common law, the Magnusson-Moss Warranty Act, breach of express warranty, breach of implied warranty, and violation of California's Consumer Legal Remedies Act based on guidance issued to customers of certain older model boats related to riding in the bow area of those boats. The Company intends to vigorously defend itself. The Company is unable to provide any reasonable evaluation of the likelihood that a loss will be incurred or any reasonable estimate of the range of possible loss.

## **18. Related Party Transactions**

As of June 30, 2024, there were two non-employee members of the Company's board of directors that are also original shareholders of the Company and receive an annual retainer as compensation for services rendered. For the fiscal years ended June 30, 2024, 2023 and 2022, \$ 484 , \$ 409 and \$ 385 , respectively, was paid to these directors in both cash and equity for their services. Of the amount paid, zero and \$ 74 was a prepayment for services through the 2024 and 2023 annual meetings for both of the years ended June 30, 2024 and 2023, respectively.

## **19. Segment Reporting**

The Company has three reportable segments, Malibu, Saltwater Fishing and Cobalt. The Malibu segment participates in the manufacturing, distribution, marketing and sale of Malibu and Axis performance sports boats throughout the world. The Saltwater Fishing segment participates in the manufacturing, distribution, marketing and sale throughout the world of Pursuit boats and the Maverick Boat Group brand boats (Maverick, Cobia, Pathfinder and Hewes). The Cobalt segment participates in the manufacturing, distribution, marketing and sale of Cobalt boats throughout the world.

There is no country outside of the United States from which the Company (a) derived net sales equal to 10% of total net sales, or (b) attributed assets equal to 10% of total assets. Net sales are attributed to countries based on the location of the dealer.



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The following table presents financial information for the Company's reportable segments for the fiscal years ended June 30, 2024, 2023, and 2022.

### Fiscal Year Ended June 30, 2024

	Malibu	Saltwater Fishing	Cobalt	Total
Net sales	\$ 279,131	\$ 327,542	\$ 222,362	\$ 829,035
Depreciation and amortization	9,714	13,814	9,461	32,989
Net (loss) income before (benefit) provision for income taxes	( 11,589 )	( 62,208 )	16,012	( 57,785 )
Capital expenditures	3,504	11,378	61,080	75,962
Long-lived assets	71,980	226,067	173,418	471,465
Total assets	\$ 122,707	\$ 350,063	\$ 266,854	\$ 739,624

### Fiscal Year Ended June 30, 2023

	Malibu	Saltwater Fishing	Cobalt	Total
Net sales	\$ 636,247	\$ 449,156	\$ 302,962	\$ 1,388,365
Depreciation and amortization	8,974	11,918	7,828	28,720
Net income before provision for income taxes	40,157	57,748	43,586	141,491
Capital expenditures	27,660	22,027	5,153	54,840
Long-lived assets	88,060	317,514	121,253	526,827
Total assets	\$ 249,447	\$ 432,806	\$ 243,671	\$ 925,924

### Fiscal Year Ended June 30, 2022

	Malibu	Saltwater Fishing	Cobalt	Total
Net sales	\$ 607,543	\$ 341,930	\$ 265,404	\$ 1,214,877
Depreciation and amortization	8,398	10,880	7,044	26,322
Net income before provision for income taxes	137,133	34,049	38,783	209,965
Capital expenditures	22,072	26,806	6,186	55,064
Long-lived assets	68,739	307,057	124,030	499,826
Total assets	\$ 264,551	\$ 384,684	\$ 202,091	\$ 851,326

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### **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*

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) 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, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As of the end of the period covered by this Form 10-K Annual Report, we carried out an evaluation under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures. Based upon this evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of June 30, 2024.

#### *Report of Management on Internal Control Over Financial Reporting*

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, the Company included a report of management's assessment of the effectiveness of its internal control over financial reporting as part of this Annual Report on Form 10-K for the fiscal year ended June 30, 2024. Management's report is included in the Company's 2024 Financial Statements under the captions entitled “*Report of Management on Internal Control Over Financial Reporting*” and is incorporated herein by reference.

#### *Report of Independent Registered Public Accounting Firm*

KPMG LLP, the independent registered public accounting firm that audited the fiscal year 2024 consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of our internal control over financial reporting as of June 30, 2024, which is included herein.

#### *Changes in Internal Control Over Financial Reporting*

There have been no changes in our internal control over financial reporting during the fourth quarter ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Item 9B. Other Information**

#### *Insider Trading Arrangements and Policies .*

The Company has an insider trading policy and procedures that govern the purchase, sale and other dispositions of its securities by directors, officers and employees. We believe these policies and procedures are reasonably designed to promote compliance with insider trading laws, rules and regulations and applicable listing standards.

### **Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections**

Not applicable.

**PART III.**

**Item 10. Directors, Executive Officers and Corporate Governance**

The Company has adopted a Code of Business Conduct applicable to our employees, directors, and officers and a Code of Ethics. This Code of Ethics is applicable to our principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions. The codes are available on the Company's website at [www.malibuboatsinc.com](http://www.malibuboatsinc.com). To the extent required by rules adopted by the SEC and Nasdaq, we intend to promptly disclose future amendments to certain provisions of the codes or waivers of such provisions granted to executive officers and directors on our website at [www.malibuboatsinc.com](http://www.malibuboatsinc.com).

The remaining information required by this Item 10 will be included the Proxy Statement and is incorporated herein by reference.

**Item 11. Executive Compensation**

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

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

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

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

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

**Item 14. Principal Accountant Fees and Services**

Our independent registered public accounting firm is KPMG LLP , Knoxville, TN , Auditor Firm ID: 185 .

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

**PART IV.**

**Item 15. Exhibits, Financial Statement Schedules**

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

**1. Consolidated Financial Statements**

The following financial statements are included in Part II, Item 8 of this Annual Report on Form 10-K:

- Consolidated Statements of Operations and Comprehensive (Loss) Income for the fiscal years ended June 30, 2024, 2023, and 2022.
- Consolidated Balance Sheets as of June 30, 2024 and 2023.
- Consolidated Statements of Stockholders' Equity for the fiscal years ended June 30, 2024, 2023, and 2022.
- Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2024, 2023, and 2022.
- Notes to Consolidated Financial Statements.
- Reports of Independent Registered Public Accounting Firm.

**2. Financial Statement Schedules**

Separate financial statement schedules have been omitted because such information is inapplicable or is included in the financial statements or notes described above.

**3. Exhibits**

The exhibits filed as part of this Annual Report are listed in the exhibit index immediately preceding such exhibits, which exhibit index is incorporated herein by reference.

<b>Exhibit No.</b>	<b>Description</b>	<b>Form</b>	<b>Incorporated by Reference</b>		
			<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>
<a href="#"><u>3.1</u></a>	Certificate of Incorporation of Malibu Boats, Inc.	S-1	333-192862	3.1	January 8, 2014
<a href="#"><u>3.2</u></a>	Bylaws of Malibu Boats, Inc.	10-Q	001-36290	3.2	February 7, 2023
<a href="#"><u>3.3</u></a>	Certificate of Formation of Malibu Boats Holdings, LLC	S-1	333-192862	3.3	January 8, 2014
<a href="#"><u>3.4</u></a>	First Amended and Restated Limited Liability Company Agreement of Malibu Boats Holdings, LLC, dated as of February 5, 2014	8-K	001-36290	10.1	February 6, 2014
<a href="#"><u>3.4.1</u></a>	First Amendment, dated as of February 5, 2014, to First Amended and Restated Limited Liability Company Agreement of Malibu Boats Holdings, LLC	10-Q/A	001-36290	3.5	May 13, 2014
<a href="#"><u>3.4.2</u></a>	Second Amendment, dated as of June 27, 2014, to First Amended and Restated Limited Liability Company Agreement of Malibu Boats Holdings, LLC	8-K	001-36290	3.1	June 27, 2014
<a href="#"><u>4.1++</u></a>	Description of Class A Common Stock				
<a href="#"><u>4.2</u></a>	Form of Class A Common Stock Certificate	S-1	333-192862	4.1	January 8, 2014
<a href="#"><u>4.3</u></a>	Form of Class B Common Stock Certificate	S-1	333-192862	4.2	January 8, 2014
<a href="#"><u>4.4</u></a>	Exchange Agreement, dated as of February 5, 2014, by and among Malibu Boats, Inc. and Affiliates of Black Canyon Capital LLC and Horizon Holdings, LLC	8-K	001-36290	10.2	February 6, 2014
<a href="#"><u>4.5</u></a>	Exchange Agreement, dated as of February 5, 2014, by and among Malibu Boats, Inc. and the Members of Malibu Boats Holdings, LLC	8-K	001-36290	10.3	February 6, 2014

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<a href="#"><u>4.6</u></a>	Tax Receivable Agreement, dated as of February 5, 2014, by and among Malibu Boats, Inc., Malibu Boats Holdings, LLC and the Other Members of Malibu Boats Holdings, LLC	8-K	001-36290	10.4	February 6, 2014
<a href="#"><u>10.1</u></a>	Third Amended and Restated Credit Agreement, dated July 8, 2022, by and among Malibu Boats, LLC, Malibu Boats Holdings, LLC, the other guarantors party thereto, the lenders party thereto, and Truist Bank, as administrative agent, as issuing bank and as swingline lender	8-K	001-36290	10.1	July 12, 2022
<a href="#"><u>10.2</u></a>	Third Amended and Restated Security Agreement, dated July 8, 2022, by and among Malibu Boats, LLC, Malibu Boats Holdings, LLC, the other debtors party thereto, and Truist Bank, as administrative agent	8-K	001-36290	10.2	July 12, 2022
<a href="#"><u>10.3*</u></a>	Employment Agreement by and between Malibu Boats, Inc. and Ritchie Anderson, dated February 5, 2014	8-K	001-36290	10.7	February 6, 2014
<a href="#"><u>10.4*</u></a>	Employment Agreement by and between Malibu Boats, Inc. and Jack Springer, dated February 5, 2014	8-K	001-36290	10.8	February 6, 2014
<a href="#"><u>10.5*</u></a>	Long-Term Incentive Plan	S-1	333-192862	10.15	January 8, 2014
<a href="#"><u>10.6*</u></a>	Amendment Number One, dated as of June 24, 2014, to the Long Term Incentive Plan	8-K	001-36290	10.2	June 27, 2014
<a href="#"><u>10.7*</u></a>	Form of Stock Option Agreement for Long-Term Incentive Plan	10-K	001-36290	10.12	September 8, 2017
<a href="#"><u>10.8*</u></a>	Form of Restricted Stock Agreement for Long-Term Incentive Plan	10-K	001-36290	10.13	September 8, 2017
<a href="#"><u>10.9*</u></a>	Form of Restricted Stock Unit Award Agreement for Long-Term Incentive Plan (executive)	10-K	001-36290	10.14	September 8, 2017
<a href="#"><u>10.10*</u></a>	Form of Restricted Stock Unit Award Agreement for Long-Term Incentive Plan (non-executive)	10-K	001-36290	10.15	September 8, 2017
<a href="#"><u>10.11*</u></a>	Form of Indemnification Agreement	S-1	333-192862	10.19	December 13, 2013
<a href="#"><u>10.12*</u></a>	Director Compensation Policy	10-K	001-36290	10.14	August 25, 2022
<a href="#"><u>10.13*</u></a>	Form of Time and Performance Based Restricted Stock Award Agreement (executive)	10-Q	001-36290	10.1	February 6, 2020
<a href="#"><u>10.14</u></a>	Confidential General Release and Settlement Agreement, dated June 30, 2023, by and among the Batchelder Plaintiffs, Malibu Boats, Inc. and Malibu Boats, LLC	8-K	001-36290	10.1	July 3, 2023
<a href="#"><u>10.15</u></a>	Employment Agreement by and between Bruce Beckman and Malibu Boats, Inc., dated November 7, 2023	8-K	001-36290	10.3	November 8, 2023
<a href="#"><u>10.16</u></a>	Transition, Release and Consulting Agreement by and between Malibu Boats, Inc. and Jack Springer, dated February 19, 2024	8-K	001-36290	10.1	February 20, 2024
<a href="#"><u>10.17</u></a>	Restricted Stock Unit Award Agreement, dated as of February 20, 2024, between Malibu Boats, Inc. and Ritchie L. Anderson	10-Q	001-36290	10.3	May 2, 2024
<a href="#"><u>10.18*++</u></a>	Employment Agreement by and between Malibu Boats, Inc. and Steven Menneto, dated July 18, 2024				
<a href="#"><u>19.1++</u></a>	Malibu Boats Inc. Insider Trading Policy				
<a href="#"><u>21.1++</u></a>	Subsidiaries of Malibu Boats, Inc.				
<a href="#"><u>23.1++</u></a>	Consent of KPMG LLP, independent registered public accounting firm for Malibu Boats, Inc.				

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<a href="#"><u>31.1++</u></a>	Certificate of the Chief Executive Officer of Malibu Boats, Inc. pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#"><u>31.2++</u></a>	Certificate of the Chief Financial Officer of Malibu Boats, Inc. pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#"><u>32.1++</u></a>	Certification of the Chief Executive Officer of Malibu Boats, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
<a href="#"><u>97.1++</u></a>	Malibu Boats Inc. Clawback Policy
101	The following financial statements from the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2024 were formatted in Inline XBRL: (i) Consolidated Statements of Operations and Comprehensive (Loss) Income, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows, and (v) the Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	The cover page from the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2024, formatted in Inline XBRL (Included as Exhibit 101).

\* Management contract or compensatory plan or arrangement.

++ Filed herewith

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**Item 16. Form 10-K Summary**

None.



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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**MALIBU BOATS, INC.**

August 29, 2024

/s/ Steven D. Menneto

Steven D. Menneto

Chief Executive Officer

(Principal Executive Officer)

August 29, 2024

/s/ Bruce W. Beckman

Bruce W. Beckman

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)



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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steven D. Menneto</u> Steven D. Menneto	Chief Executive Officer and Director (Principal Executive Officer)	<u>August 29, 2024</u>
<u>/s/ Bruce W. Beckman</u> Bruce W. Beckman	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	<u>August 29, 2024</u>
<u>/s/ Michael K. Hooks</u> Michael K. Hooks	Chairman of the Board and Director	<u>August 29, 2024</u>
<u>/s/ James R. Buch</u> James R. Buch	Director	<u>August 29, 2024</u>
<u>/s/ Ivar S. Chhina</u> Ivar S. Chhina	Director	<u>August 29, 2024</u>
<u>/s/ Michael J. Connolly</u> Michael J. Connolly	Director	<u>August 29, 2024</u>
<u>/s/ Mark W. Lanigan</u> Mark W. Lanigan	Director	<u>August 29, 2024</u>
<u>/s/ Joan M. Lewis</u> Joan M. Lewis	Director	<u>August 29, 2024</u>
<u>/s/ Peter E. Murphy</u> Peter E. Murphy	Director	<u>August 29, 2024</u>
<u>/s/ John E. Stokely</u> John E. Stokely	Director	<u>August 29, 2024</u>
<u>/s/ Nancy M. Taylor</u> Nancy M. Taylor	Director	<u>August 29, 2024</u>

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## Exhibit 4.1

### DESCRIPTION OF CAPITAL STOCK OF MALIBU BOATS, INC.

*References to the “Company,” “Malibu,” “we,” “us” and “our” in this section refer to Malibu Boats, Inc.*

#### General

The following description of the rights of our Class A Common Stock, Class B Common Stock and preferred stock and of certain provisions of our certificate of incorporation and our amended and restated bylaws (our “bylaws”) is a summary only and does not purport to be complete. For more detailed information, please see our certificate of incorporation and bylaws, which are filed as exhibits to reports we file with the Securities Exchange Commission (“SEC”), and the Delaware General Corporation Law.

#### Authorized Capitalization

Our certificate of incorporation provides for two classes of common stock. In addition, our certificate of incorporation authorizes shares of undesignated preferred stock, the rights, preferences and privileges of which may be designated from time to time by our Board of Directors.

Our authorized capital stock consists of shares, all with a par value of \$0.01 per share, of which:

- 100,000,000 shares are designated as Class A Common Stock;
- 25,000,000 shares are designated as Class B Common Stock; and
- 25,000,000 shares are designated as preferred stock.

#### Common Stock

##### *Voting Rights*

General. Pursuant to our certificate of incorporation and bylaws, each share of Class A Common Stock entitles the holder to one vote with respect to each matter presented to our stockholders on which the holders of Class A Common Stock are entitled to vote. Each share of Class B Common Stock is entitled to the number of votes equal to the total number of units of Malibu Boats Holdings, LLC held by such holder for each matter presented to our stockholders on which the holders of Class B Common Stock are entitled to vote. Subject to any rights that may be applicable to any then outstanding preferred stock, our Class A and Class B Common Stock vote as a single class on all matters presented to our stockholders for their vote or approval, except as otherwise provided in our certificate of incorporation or bylaws or required by applicable law. Holders of our Class A Common Stock and Class B Common Stock do not have cumulative voting rights.

Vote Required. Except in respect of matters relating to the election of directors to our Board of Directors and as otherwise provided in our certificate of incorporation, our bylaws, or as required by law or applicable stock exchange rules, all matters to be voted on by our stockholders must be approved by a majority of the votes cast on such matter (excluding abstentions and broker non-votes).

Election of Directors. Except as otherwise provided by our certificate of incorporation, our bylaws or as required by law, directors shall be elected to our Board of Directors by a plurality of the votes cast.

##### *Dividends*

Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of our Class A Common Stock are entitled to share equally, identically and ratably in any dividends that our Board of Directors may determine to issue from time to time. Holders of our Class B Common Stock do not have any right to receive dividends.

##### *Liquidation Rights*

In the event of any voluntary or involuntary liquidation, dissolution or winding up of our affairs, holders of our Class A Common Stock would be entitled to share ratably in our assets that are legally available for distribution to stockholders after payment of our debts and other liabilities. If we have any preferred stock outstanding at such time, holders of the preferred stock may be entitled to distribution and/or liquidation preferences. In either such case, we must pay the applicable distribution to the holders of our preferred stock before we may pay distributions to the holders of our Class A Common Stock. Holders of our Class B Common Stock do not have any right to receive a distribution upon a voluntary or involuntary liquidation, dissolution or winding up of our affairs.

### *Other Rights*

Holders of our Class A Common Stock have no preemptive, conversion or other rights to subscribe for additional shares. The rights, preferences and privileges of the holders of our Class A Common Stock will be subject to, and may be adversely affected by, the rights of the holders of shares of any series of our preferred stock that we may designate and issue in the future.

### **Preferred Stock**

Our Board of Directors has the authority, without further action by our stockholders, to designate and issue up to 25,000,000 shares of preferred stock in one or more series. Our Board of Directors may also designate the rights, preferences and privileges of the holders of each such series of preferred stock, any or all of which may be greater than or senior to those granted to the holders of common stock. Though the actual effect of any such issuance on the rights of the holders of common stock will not be known until our Board of Directors determines the specific rights of the holders of preferred stock, the potential effects of such an issuance include:

- diluting the voting power of the holders of common stock;
- reducing the likelihood that holders of common stock will receive dividend payments;
- reducing the likelihood that holders of common stock will receive payments in the event of our liquidation, dissolution, or winding up; and
- delaying, deterring or preventing a change-in-control or other corporate takeover.

As of August 28, 2024, no shares of preferred stock were issued and outstanding.

### **Warrants**

As of August 28, 2024, no warrants to purchase our Class A Common Stock were outstanding.

### **Anti-Takeover Provisions**

Set forth below is a summary of the relevant provisions of our certificate of incorporation and bylaws and certain applicable sections of the General Corporation Law of the State of Delaware. For additional information we refer you to the provisions of our certificate of incorporation, our bylaws and such sections of the General Corporation Law of the State of Delaware.

Our certificate of incorporation and bylaws contain provisions that are intended to enhance the likelihood of continuity and stability in the composition of our Board of Directors and that could make it more difficult to acquire control of our company by means of a tender offer, open market purchases, a proxy contest or otherwise. We expect that these provisions, which are summarized below, will discourage coercive takeover practices or inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors, which we believe may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they also give our Board of Directors the power to discourage acquisitions that some stockholders may favor. In addition, these provisions may have the effect of assisting our management to retain its position and place it in a better position to resist changes that the stockholders may want to make if dissatisfied with the conduct of our business. A description of these provisions is set forth below.

### *Classified Board*

Our certificate of incorporation provides for our Board of Directors to be divided into three classes with staggered three-year terms. Only one class of directors is elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. Because our stockholders do not have cumulative voting rights, our stockholders holding a majority of the shares of common stock outstanding is able to elect all of our directors.

### *No Action by Written Consent of Stockholders*

Subject to the rights of any holders of any of our preferred stock, our certificate of incorporation provides that all stockholder actions must be effected at a duly called meeting of stockholders and not by a consent in writing.

### *Special Meetings of Stockholders*

Except as otherwise required by law and subject to the rights of any holders of any of our preferred stock, only the chair of the board or a majority of our Board of Directors may call a special meeting of stockholders.

### *Supermajority Vote to Amend Certificate of Incorporation or Bylaws*

Our Certificate of Incorporation provides that no provision of the Certificate of Incorporation may be altered, amended or

repealed in any respect without the approval by the affirmative vote of holders of a majority of the outstanding shares entitled to vote thereon, except that the affirmative vote of holders of 66 2/3% of the outstanding shares entitled to vote thereon must approve any alteration to, amendment or repeal of, or provision relating to the election and classification of our directors,

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meetings of our stockholders, and amendments to our Certificate of Incorporation or our bylaws. Our bylaws may be amended or repealed by a majority vote of our board of directors without stockholder approval. In addition, our Certificate of Incorporation provides that our bylaws may be amended or repealed by the affirmative vote of the holders of at least 66 2/3% of the outstanding shares entitled to vote thereon.

#### *Advance Notice Procedure*

Our bylaws provide that only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders. Our bylaws also limit the business that may be conducted at an annual meeting of stockholders to those matters properly brought before the meeting.

Our bylaws establish an advance notice procedure for stockholders to make nominations of candidates for election as directors or to bring other business before an annual or special meeting of the stockholders. This notice procedure provides that only persons who are nominated by, or at the direction of, our Board of Directors or any duly authorized committee of our Board of Directors, or by a stockholder who is entitled to vote at the meeting and who has given timely written notice to the secretary of our company prior to the meeting at which directors are to be elected, will be eligible for election as directors. Further, our bylaws provide that the number of nominees a stockholder may nominate for election at an annual or special meeting of stockholders pursuant to the advance notice procedure shall not exceed the number of directors to be elected at such meeting. The procedure also requires that, in order to raise matters at an annual or special meeting, those matters must be raised before the meeting pursuant to the notice of meeting the company delivers or by, or at the direction of, our Board of Directors or any duly authorized committee of the Board of Directors, or by a stockholder who is entitled to vote at the meeting and who has given timely written notice to our secretary of his, her or its intention to raise those matters at the annual or special meeting. If the officer presiding at a meeting determines that a person was not nominated, or other business was not brought before the meeting, in accordance with the notice procedure, that person will not be eligible for election as a director, or that business will not be conducted at the meeting, as applicable.

These provisions may have the effect of deterring hostile takeovers or delaying changes in our control or management. The provisions also are intended to discourage certain tactics that may be used in proxy fights. Such provisions could have the effect, however, of discouraging others from making tender offers for our shares and, as a consequence, they also may inhibit fluctuations in the market price of our stock that could result from actual or rumored takeover attempts.

#### *Blank Check Preferred Stock*

As discussed above, the issuance of preferred stock, while providing flexibility in connection with possible acquisitions, future financings and other corporate purposes, could make it more difficult for a third party to acquire, or could adversely affect the rights of our common stockholders by restricting dividends on the common stock, diluting the voting power of the common stock, impairing the liquidation rights of the common stock or delaying or preventing a change in control without further action by the stockholders.

#### *Authorized but Unissued Shares*

Under Delaware law, our authorized but unissued shares of common stock are available for future issuance without stockholder approval. We may use these additional shares for a variety of corporate purposes, including future public offerings to raise additional capital, corporate acquisitions and employee benefit plans. The existence of authorized but unissued shares of common stock could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

#### *Section 203 of the Delaware General Corporation Law*

We are subject to Section 203 of the Delaware General Corporation Law, which prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years after the date that such stockholder became an interested stockholder, with the following exceptions:

- before such date, the Board of Directors of the corporation approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;
- upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction began, excluding for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) those shares owned (1) by persons who are directors and also officers and (2) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to

the plan will be tendered in a tender or exchange offer; or

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- on or after such date, the business combination is approved by the Board of Directors and authorized at an annual or special meeting of the stockholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting stock that is not owned by the interested stockholder.

In general, Section 203 defines business combination to include the following:

- any merger or consolidation involving the corporation and the interested stockholder;
- any sale, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder;
- subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;
- any transaction involving the corporation that has the effect of increasing the proportionate share of the stock or any class or series of the corporation beneficially owned by the interested stockholder; or
- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits by or through the corporation.

In general, Section 203 defines an “interested stockholder” as an entity or person who, together with the person’s affiliates and associates, beneficially owns, or within three years prior to the time of determination of interested stockholder status did own, 15% or more of the outstanding voting stock of the corporation.

#### **Limitations of Liability and Indemnification Matters**

We have adopted provisions in our certificate of incorporation that limit or eliminate the liability of our directors for monetary damages for breach of their fiduciary duties, except for liability that cannot be eliminated under the Delaware General Corporation Law. Accordingly, our directors will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except with respect to any of the following:

- any breach of their duty of loyalty to us or our stockholders;
- acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which the director derived an improper personal benefit.

This limitation of liability does not apply to liabilities arising under the federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission. If Delaware law is amended to authorize the further elimination or limiting of director liability, then the liability of our directors will be eliminated or limited to the fullest extent permitted by Delaware law as so amended.

Our certificate of incorporation and our bylaws also provide that we shall indemnify our directors and officers and shall indemnify our other officers and employees and other agents to the fullest extent permitted by law. Our bylaws also permit us, upon approval by our Board of Directors, to purchase insurance on behalf of any person who is required or permitted to be indemnified by the bylaws.

We have entered into indemnification agreements with each of our directors and executive officers that are, in some cases, broader than the specific indemnification provisions provided by Delaware law and our governing documents, and may provide additional procedural protection. These agreements require us, among other things, to:

- indemnify officers and directors against certain liabilities that may arise because of their status as officers and directors;
- advance expenses, as incurred, to officers and directors in connection with a legal proceeding subject to limited exceptions; and
- cover officers and directors under any general or directors’ and officers’ liability insurance policy maintained by us.

We believe that these provisions and agreements are necessary to attract and retain qualified persons as directors and executive officers. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the “Securities Act”) may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, the opinion of the SEC is that such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

In addition, we maintain standard policies of insurance under which coverage is provided to our directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, and to us with respect to payments which may be made by us to such directors and officers pursuant to the above indemnification provisions or otherwise as a matter of law.

#### **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is Equiniti Trust Company, LLC.

#### **Exchange Listing**

Our Class A Common Stock is listed on the Nasdaq Global Select Market under the symbol “MBUU”.

#### **Forum Selection Clauses**

General. Our certificate of incorporation provides that except for (i) actions in which the Court of Chancery in the State of Delaware concludes that an indispensable party is not subject to the jurisdiction of the Delaware courts, and (ii) actions in which a federal court has assumed exclusive jurisdiction of a proceeding, any derivative action brought by us or on our behalf, and any direct action brought by a stockholder against us or any of our directors or officers, alleging a violation of the Delaware General Corporation Law, our certificate of incorporation or bylaws or breach of fiduciary duties or other violation of Delaware decisional law relating to our internal affairs, shall be brought in the Court of Chancery in the State of Delaware, which shall be the sole and exclusive forum for such proceedings; provided, however, that we may consent to an alternative forum for any such proceedings upon the approval of our Board of Directors. This exclusive forum provision is intended to apply to claims arising under Delaware state law and would not apply to claims brought pursuant to the Exchange Act or the Securities Act, or any other claim for which the federal courts have exclusive jurisdiction. The exclusive forum provision in our certificate of incorporation will not relieve us of our duties to comply with the federal securities laws and the rules and regulations thereunder, and our stockholders will not be deemed to have waived our compliance with these laws, rules and regulations.

Securities Act Matters. Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by applicable law, the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act.

These exclusive forum provision may limit a stockholder’s ability to bring a claim in a judicial forum of its choosing for disputes with us or our directors, officers or other employees or stockholders, which may discourage lawsuits against us and our directors, officers and other employees and stockholders.

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## **EMPLOYMENT AGREEMENT**

**THIS EMPLOYMENT AGREEMENT** (this “ **Agreement** ”) is made and entered into as of July 18, 2024, by and between Malibu Boats, Inc., a Delaware corporation (the “ **Company** ”), and Steven Menneto, an individual (“ **Executive** ”).

### **RECITALS:**

A. The Company desires that Executive be employed by the Company to carry out the duties and responsibilities described below, all on the terms and conditions hereinafter set forth.

B. Executive desires to accept such employment on such terms and conditions.

C. This Agreement shall govern the employment relationship between Executive and the Company from and after the Effective Date, and supersedes and negates all previous negotiations and agreements with respect to such relationship.

**NOW, THEREFORE** , in consideration of the above recitals incorporated herein and the mutual covenants and promises contained herein and other valuable consideration, the receipt and sufficiency of which is hereby expressly acknowledged, the parties agree as follows:

### **1. EMPLOYMENT; BOARD SERVICE; OUTSIDE ACTIVITIES.**

a. **Employment** . The Company hereby agrees to employ Executive as Chief Executive Officer according to the terms and conditions set forth herein, effective as of August 5, 2024 or such earlier date as the Company and Executive mutually agree (such date the “ **Effective Date** ”). Executive shall report directly to the Company’s Board of Directors or authorized committee thereof (the “ **Board** ”). Executive shall perform such officer level duties and have such officer level authority and responsibility as is usual and customary for such position, plus any additional officer level duties commensurate with such position as may reasonably be assigned from time to time by the Board, including but not limited to providing services as an officer or director to one or more of the Company’s subsidiaries or affiliates (and the compensation for such services shall be covered exclusively by Sections 3 through 5 of this Agreement). Executive’s duties as Chief Executive Officer shall include overall responsibility for the management and leadership of the Company and all of its departments and personnel, execution of the Company’s strategy and full profit and loss responsibility. Executive hereby accepts such employment as of the Effective Date and agrees to devote Executive’s full business time, energy and best efforts to the performance of the Executive’s duties for the Company. Executive shall be subject to and comply with the Company’s policies, procedures and approval practices, as generally in effect from time-to-time.

b. **Board Service** . As of the Effective Date, Executive shall be appointed to the Board. Executive shall be nominated and recommended for election and a director at each annual meeting of the Company’s stockholders which occurs during the Period of Employment at which Executive is up for re-election.

c. **Outside Activities** . Notwithstanding the foregoing, Executive may serve on the board of one (1) for-profit entity with the approval of the Board (which approval shall not be unreasonably withheld or delayed) and engage in civic, charitable or industry activities, so long as such board service and activities do not materially interfere with the performance of Executive’s duties to the Company.

**2. EMPLOYMENT RELATIONSHIP.** The “ **Period of Employment** ” under this Agreement shall be the period that Executive remains employed by the Company. Subject to the terms of Section 5 of this Agreement, Executive shall be employed on an at-will basis and Executive’s employment with the Company may be terminated by Executive or the Company at any time, with or without Cause, and with or without advance notice.

3. **COMPENSATION.**

a. **Base Salary.** During the Period of Employment, the Company agrees to pay Executive a base salary of Nine Hundred Twenty Thousand dollars (\$920,000.00) per annum, less standard deductions and authorized withholdings (the “**Salary**”). The Salary shall be paid in accordance with the Company’s standard payroll practices. Executive’s Salary shall be reviewed annually by the Board or compensation committee thereof (the “**Compensation Committee**”).

b. **Bonus.** During the Period of Employment, Executive shall be entitled to earn an annual performance-based bonus (“**Annual Bonus**”) as follows:

(1) Executive will be awarded a cash bonus of 55% of Salary (or \$506,000) for the 2025 fiscal year, subject to the Executive being continuously and actively employed through the end of the 2025 fiscal year (the period from July 1, 2024 – June 30, 2025) and, except as provided below, the date that bonuses are normally paid to the Company’s executives. In addition to the bonus award for the 2025 fiscal year, Executive will also receive a restricted stock unit award pursuant to Section 3(c)(1) below.

(2) Beginning in the 2026 fiscal year, in addition to Salary, during each fiscal year of the Period of Employment, Executive will be eligible to earn a target annual cash bonus of not less than 110% of Salary and a maximum annual cash bonus opportunity of not less than 200% of the target annual cash bonus. The actual cash bonus for a fiscal year will be determined based on the level at which the Company and its subsidiaries achieve the performance criteria established by the Board or the Compensation Committee (in consultation with Executive) for such year, as determined by the Board or such Compensation Committee in its sole discretion.

(3) To earn any Annual Bonus, Executive must be continuously and actively employed through the end of the applicable fiscal year and the date that bonuses are normally paid to the Company’s executives; provided, however, if Executive is continuously and actively employed through the applicable fiscal year, but is terminated without Cause or terminates employment for Good Reason or his employment terminates due to death or Disability prior to the date that bonuses are normally paid to the Company’s executives, Executive shall be deemed to have earned such Annual Bonus. Each Annual Bonus earned by Executive, if any, will be due and payable no later than 75 days following the end of the applicable fiscal year. Any Annual Bonus paid to Executive shall be subject to applicable deductions and withholdings.

c. **LTI Awards.** During the Period of Employment, Executive shall be eligible to participate in the Malibu Boats, Inc. Long Term Incentive Plan (such plan as amended and any successor or replacement plan, the “**LTI Plan**”) as follows:

(1) On or as soon as practicable (but not more than five (5) business days) following the Effective Date, Executive shall be awarded an initial grant under the LTI Plan of: (a) 14,363 restricted stock units (the “**Bonus RSUs**”), plus (b) 44,064 restricted stock units (the “**Sign-On RSUs**”). This award will be evidenced by an award agreement and governed according to the terms of the LTI Plan. The award agreement will provide that the Bonus RSUs shall vest on the first anniversary of the Effective Date and one-third of the Sign-On RSUs shall vest ratably in substantially equal annual installments on each of the first three annual anniversaries of the Effective Date; provided that if Executive’s employment with the Company is terminated by the Company without Cause, by Executive for Good Reason or due to death or Disability, 100% of the Bonus RSUs and Sign-On RSUs which have not vested shall vest in full as of the date of such termination of employment.

(2) Executive will be eligible to participate in the LTI Plan on the same basis as the Company’s other senior executive officers as determined by the Board or Compensation



Committee in its sole discretion. Executive will receive an LTI grant with a grant date value equal to \$800,000 in November 2024 and the target amount for Executive's LTI grant in November 2025 will be \$2.7 million.

(3) If the Company terminates Executive's employment without Cause or Executive resigns for Good Reason within 24 months following a Change in Control (as defined in the LTI Plan) that constitutes a "change in control event" for purposes of Code Section 409A (a " **Change in Control Termination** "), Executive's unvested equity awards subject to time-based vesting shall become fully vested and payable, and Executive's equity awards subject to performance-based vesting shall become vested and payable at target performance, in each case, as of Executive's termination date.

(4) If Executive retires from his employment with the Company upon twelve (12) months' written notice to the Board and has reached sixty-five (65) years of age as of his retirement date, and such retirement constitutes a "separation from service" within the meaning of Code Section 409A (a " **Qualified Retirement** "), Executive's unvested equity awards subject to time-based vesting shall become vested and payable as of Executive's retirement date, and Executive's unvested equity awards subject to performance-based vesting shall vest based on actual performance at the end of each applicable performance period as if Executive had remained actively employed by the Company through each such date.

#### 4. **BENEFITS.**

a. **Benefits.** In addition to (but without duplication of) Salary and any bonuses payable to Executive pursuant to Section 3, Executive shall be entitled to participate at his sole discretion in all of the Company's employee benefit programs for which senior executive employees of the Company are generally eligible, subject to the terms, conditions and eligibility requirements of such plans and benefits.

b. **Vacation.** Executive will be entitled to accrue vacation time, in an amount and subject to accrual limits, in accordance with the Company's policies and practices for senior executives of the Company; provided Executive's vacation time shall not be less than five weeks. Executive shall schedule and take vacation at the mutual convenience of the Executive and the Company.

c. **Automobile.** During the Period of Employment, the Company shall, at its option, either provide Executive with a monthly automobile allowance or, at its cost, shall provide Executive a car that will be owned by the Company. Such allowance or car shall be of the same amount and or quality consistent with Company practices and made available to other executives or managers of the Company. Insurance will be maintained and paid by the Company. Executive shall be entitled to reimbursement for the cost of all maintenance and fuel costs associated with Executive's use of the automobile. Executive may use such automotive vehicle for business and personal purposes.

d. **Boat.** During the Period of Employment, the Company at its cost shall provide Executive the opportunity for use of a boat from each of Malibu, Cobalt, Pursuit and MBG of a quality consistent with the Company's practices (of a kind and cost to be approved by the Board) that will be owned by the Company. Insurance will be maintained and paid by the Company. Executive shall be entitled to reimbursement for the cost of all maintenance costs associated with Executive's use of the boat(s). Executive will be responsible for all fuel costs associated with Executive's use of the boat(s). Executive may use such boat(s) for business and personal purposes.

e. **Relocation Expenses.** The Company shall reimburse Executive each fiscal year during the Period of Employment for the reasonable costs associated with Executive's maintenance of an apartment in Knoxville and for reasonable commuting costs to Knoxville from either of Executive's other principal residences. In addition, the Company shall reimburse Executive for the reasonable one-time costs

associated with Executive's apartment relocation from Minneapolis to Knoxville, including, but not limited to, lease termination fees and movement of personal belongings.

f. **Business Expenses**. During the Period of Employment, the Company shall reimburse Executive in the calendar year in which they are incurred for all reasonable out-of-pocket business expenses incurred by him in the course of performing his duties and responsibilities under this Agreement which are consistent with the Company's policies in effect from time to time with respect to travel, entertainment and other business expenses, subject to the Company's requirements with respect to reporting and documentation of such expenses. The Company shall pay or reimburse Executive for legal fees and expenses of up to a maximum of \$10,000 incurred with respect to the review and negotiation of this Agreement and the agreements referred to herein.

g. **Indemnification**. As of the Effective Date, the Company will enter into its standard form of indemnification agreement with Executive. In addition, the Company does not believe Executive's employment under this Agreement violates any of Executive's contractual or other post-employment obligations to his prior employer but in the event Executive's prior employer were to challenge the Company's position, the Company agrees to (i) fully indemnify and hold Executive harmless from any liability, claims, demands, damages, costs, expenses and attorneys' fees incurred by Executive in connection with any legal action instituted by Executive's former employer to prevent him from accepting the employment contemplated by this Agreement or seek damages related to such employment; (ii) pay Executive's Salary, and permit him to begin to vest in the awards set forth in Section 3(c)(1) hereof during such time as Executive may be prevented from performing services for the Company; and (iii) at the conclusion of any such period during which Executive is prevented from performing services, reinstate Executive to the positions contemplated by Sections 1(a) and 1(b) hereof with service credit back to the Effective Date contemplated by Section 1(a). To the extent any indemnification payment is taxable to the Executive, it shall be reimbursed in accordance with Code Section 409A.

5. **TERMINATION**. Notwithstanding anything in this Agreement to the contrary, Executive's employment may be terminated as follows:

a. **Death**. Upon the death of Executive, Executive's employment with the Company shall terminate and the Company shall not be obligated to make any further payments to Executive hereunder, except amounts due as Salary, any unpaid Annual Bonus earned pursuant to Section 3(b) and accrued but unused vacation earned at the time of Executive's termination of employment, reimbursement for any documented expenses incurred prior to Executive's termination of employment in accordance with Section 5 hereof, and amounts payable under any employee benefit plans and awards under the LTI Plan (in each case as provided in such plans and applicable award agreements) (collectively, the "**Accrued Obligations**").

b. **Disability**. In the event that the Board reasonably determines in good faith that Executive is unable to perform the essential functions of his employment with the Company, even with reasonable accommodation that does not impose an undue hardship on the Company, for more than ninety (90) days in any rolling one-year period ("**Disability**"), unless a longer period is required by applicable federal or state law, in which case that longer period would apply, the Board shall have the right to terminate Executive's employment, and the Company shall not be obligated to make any further payments to Executive hereunder, except for the Accrued Obligations. Executive expressly agrees that the Company shall have the right to permanently replace Executive in the event he is terminated due to a Disability.

c. **Termination for Cause**. The Board may terminate Executive's employment at any time immediately upon written notice to Executive for Cause.

(1) For purposes of this Agreement, "**Cause**" shall mean any of the following occurring during Executive's employment hereunder: (a) a knowing, intentional or reckless act or omission that constitutes theft, forgery, fraud, material dishonesty, misappropriation, breach of fiduciary duty or duty of loyalty, or embezzlement by Executive against the Company or any of its parent,





subsidiary or affiliated entities; (b) Executive's conviction, or plea of guilty or *nolo contendere*, of a felony or any other crime involving moral turpitude; (c) Executive knowingly or intentionally causing the Company's financial statements to fail to materially comply with generally accepted accounting principles, Executive's unlawful use (including being under the influence) or possession of any illegal drug or narcotic while on Company premises or while performing Executive's duties and responsibilities hereunder; (d) Executive's willful refusal to comply with the lawful requests made of Executive by the Board, which (if reasonably susceptible of cure), is not fully cured within five (5) days after Executive receives written notice from the Board detailing Executive's willful refusal; (e) gross negligence of Executive in the performance of his job duties, which (if reasonably susceptible of cure), is not fully cured within 30 days after Executive receives written notice from the Board detailing Executive's gross negligence; (f) a material violation by Executive of one or more Company policies, which (if reasonably susceptible of cure), is not fully cured within 30 days after Executive receives written notice from the Board detailing Executive's violation(s) of Company policy; and/or (g) a material breach by Executive of this Agreement or any other agreement with the Company, which (if reasonably susceptible of cure), is not fully cured within 30 days after Executive receives written notice from the Board detailing Executive's breach of this Agreement and/or any other agreement with the Company.

(2) In the event that the Board terminates Executive's employment for Cause, the Company shall not be obligated to make any further payments to Executive hereunder, except for the Accrued Obligations.

d. **Termination Without Cause.**

(1) **By Executive.** Except as set forth in this Agreement, Executive may voluntarily resign from his employment with the Company at any time, and for any reason or no reason, with or without cause, after giving thirty (30) days' prior written notice to the Company. In the event of a voluntary resignation, the Company may elect at its sole discretion to make the resignation of employment effective at any time prior to the expiration of the 30-day notice period and, upon the effective date of such resignation, the Company shall not be obligated to make any further payments to Executive hereunder, except for the Accrued Obligations.

(2) **By Company.** Notwithstanding any other provision in this Agreement, the Board (at its sole discretion) shall have the right to terminate Executive's employment at any time, for any reason or no reason, immediately upon written notice to Executive. If the Board terminates Executive's employment pursuant to this Section 5(d)(2) without Cause, the Company shall pay to Executive the Accrued Obligations. In addition, if the Company terminates Executive's employment without Cause, subject to Executive signing (and not revoking) a complete and general release of any and all claims in favor of the Company and its affiliates in a customary form and substance reasonably satisfactory to the Company (the "**Release**") within twenty-one (21) days (or such longer period as may be required by applicable law to obtain a complete and general release of claims) (the "**Release Execution Deadline**") after the Company provides the form of Release to Executive (which form shall be provided no later than five (5) days after termination of employment), upon a termination of Executive's employment by the Company without Cause, Executive shall receive the following payment (the "**Severance Payment**"): a lump sum cash payment equal to 100% (200% upon a Change in Control Termination) of the sum of (i) his highest Salary in effect during the one-year period prior to termination of employment plus (ii) the Annual Bonus earned with respect to the most recently completed fiscal year prior to termination of employment (or, if such termination occurs prior to June 30, 2026, the amount of the annual target bonus set forth in Section 3(b) above based on the Salary amount described in the immediately preceding clause (i)). For purposes of clarity, upon a Change in Control Termination, Executive's outstanding equity awards shall vest in accordance with Section 3(c)(3) hereof. The Severance Payment shall be paid within sixty (60) days of the date of termination; provided the

date of payment shall not be prior to the effective date of the Release, and provided further that if such sixty (60) day period begins in one calendar year and ends in the subsequent calendar year, the payment shall be made in the subsequent calendar year. Notwithstanding the above, the Release shall include customary carve-outs of claims to which the Release does not apply, including, but not limited to, claims relating to vested rights to indemnification or to directors and officers insurance coverage, rights under any employee benefit plans or LTI Plan awards and any claims that cannot be released as a matter of law.

(3) **Termination for Good Reason**. Executive may terminate employment for Good Reason (as defined below) and upon execution and delivery by Executive of the Release within the Release Execution Deadline, so long as Executive complies with Executive's obligations under this Agreement and the Release, Executive will be entitled to receive the Severance Payment and treatment of outstanding equity awards in the event of a Change in Control Termination as described in Section 5(d)(2) above. For purposes of this Agreement, resigning with "**Good Reason**" means Executive's resignation from employment after the occurrence of any of the following (without Executive's prior written consent): (i) a material diminution in Executive's authority, duties, responsibilities or reporting relationships, (ii) a material reduction in the aggregate compensation provided to Executive, other than a reduction applicable to all of the Company's other named executive officers occurring prior to a Change in Control, or (iii) a material breach of any other material term of this Agreement; provided, however, that any such condition shall not constitute "Good Reason" unless Executive provides written notice to the Company of the condition claimed to constitute Good Reason within sixty (60) days of the initial existence of such condition and, thereafter, the Board fails to cure such "Good Reason" within thirty (30) days following its receipt of such written notice from Executive, and within thirty (30) days thereafter, Executive terminates his employment for "Good Reason."

6. **NONDISPARAGEMENT**. During the Period of Employment and for a period thereafter of three (3) years, the Participant shall not, directly or indirectly, make any defamatory public statement concerning the financial performance, products, services, the Board or management personnel of the Company or any of its affiliates or subsidiaries, or Executive's employment. Nothing in this Section 6 shall prohibit Executive from providing truthful testimony in any legal, administrative or regulatory proceeding and Executive may at all times respond truthfully to a lawfully-issued subpoena, court order or governmental inquiry or as otherwise may be required by law, provided, however, that upon receiving such lawfully-issued subpoena or court order, Executive shall promptly provide, if allowed by applicable law or regulation, reasonable written notice to Company and cooperate with the Company to the extent reasonably necessary to protect the confidentiality of any proprietary or trade secret information of the Company or any of its affiliates or subsidiaries, and the privacy rights of any employee or director.

7. **NONCOMPETITION; NON-SOLICITATION**. In further consideration of the compensation to be paid to Executive hereunder, Executive acknowledges that during the course of his employment with the Company he has and shall become familiar with the Company's and its subsidiaries' trade secrets and with other Confidential Information (as defined below) concerning the Company and its subsidiaries and that his services have been and shall be of special, unique and extraordinary value to the Company and its subsidiaries, and, therefore, Executive agrees that, during the Period of Employment and for a period thereafter of one (1) year, he shall not (a) solicit, induce or encourage any employee of the Company or any of its affiliates or subsidiaries to terminate their employment with the Company or any of its affiliates or subsidiaries; (b) attempt to induce or knowingly encourage any Customer of the Company or any of its affiliates or subsidiaries to divert any business or income from the Company or any of its affiliates or subsidiaries or to stop or alter the manner in which they are then doing business with the Company or any of its affiliates or subsidiaries; (c) directly or indirectly, for himself or another person, firm, corporation, association or other entity, as an owner, partner, participant of a joint venture, trustee, proprietor, stockholder, member, manager, director, officer, employee, independent contractor, capital investor, lender, consultant, advisor or otherwise, or by lending or allowing his name or reputation to be used in connection with, or otherwise participating in or allowing his skill, knowledge or experience to be used in connection with, or operate, develop or own any interest in (other than the ownership of less than five percent (5%) of the equity securities of a publicly-traded company), or be employed by or consult with, any business or entity that competes with the business

of the Company or its subsidiaries (the "Covered Business"), without prior approval of the Company. For purposes of this Agreement and any other agreement which is or may become applicable to Executive (including, but not limited to, any award agreements under the LTI Plan), a " **Covered Business** " (or similar words) shall mean the design, manufacture, or marketing of the type of recreational powerboats, or components thereof, regardless of physical location of such business activity, together with any other line(s) of business engaged in by the Company or its subsidiaries as of the date of Executive's termination of employment or in which the Company or its subsidiaries are, to the knowledge of Executive, actively planning to be engaged in as of such date. The term " **Customer** " shall mean any individual or business firm that is, or within the prior eighteen (18) months was, a customer or client of the Company or any of its affiliates or subsidiaries, whether or not such business was actively solicited by Executive on behalf of the Company or any of its affiliates or subsidiaries during Executive's employment.

## **8. INVENTIONS ASSIGNMENT AND CONFIDENTIAL INFORMATION .**

a. **Inventions** . The Company shall own all right, title, and interest to all ideas, concepts, know-how, techniques, processes, methods, inventions, discoveries, developments, innovations, and improvements developed or created by Executive, either solely or jointly with others, during the term of Executive's employment that: (i) are reasonably related to the Company's or its subsidiaries' or affiliates' business; (ii) involve the Company's or its subsidiaries' or affiliates' actual or demonstrably anticipated research or development; (iii) result from any work performed by Executive for the Company or its subsidiaries or affiliates; or (iv) incorporate any of the Confidential Information (as defined below) (collectively, " **Inventions** "). Executive shall immediately and confidentially communicate a description of any Inventions to the Company and to no other party at any time, and if the Company so desires, Executive shall execute all documents and instruments and do all things as may be requested by the Company in order to forever vest all right, title and interest in such Inventions solely in the Company and to obtain such letters of patent, copyrights, registrations or other protections as the Company may, from time to time, desire. In addition, Executive hereby assigns to the Company all right, title and interest of Executive in and to any present Inventions made, devised, created, invented or discovered, in whole or in part, by Executive.

b. **Confidential Information** . During the term of this Agreement and at all times thereafter, Executive shall hold inviolate and keep secret all non-public documents, materials, knowledge or other confidential business or technical information of any nature whatsoever that the Company or its subsidiaries or affiliates has maintained as confidential and that has been disclosed to or developed by him or to which he had access as a result of his employment with the Company (hereinafter referred to as " **Confidential Information** "). Such Confidential Information shall include non-public technical and business information, including, but not limited to, inventions, research and development, engineering, products, designs, manufacture, methods, systems, improvements, trade secrets, formulas, processes, marketing, merchandising, selling, licensing, servicing, pricing, investors, personnel information (including skills, compensation, experience and performance), customer lists and preferences, records, financial information, manuals and/or business plans and strategies. Executive agrees that all Confidential Information shall remain the sole and absolute property of the Company, unless such information is or becomes publicly available or disclosed by lawful means. During the term of this Agreement, Executive shall not use, disclose, disseminate, publish, reproduce or otherwise make available such Confidential Information to any person, firm, corporation or other entity, except for the purpose of performing services on behalf of the Company. Upon the termination of Executive's employment with the Company for any reason, Executive shall (i) not use, disclose, disseminate, publish, reproduce or otherwise make available such Confidential Information to any person, firm, corporation or other entity, unless such information is or becomes publicly available or disclosed by lawful means; (ii) return to the Company all property that belongs to or is owned by the Company (including any computer, cell phone, personal digital assistant, keys, security cards, etc.); and (iii) return to the Company all documents, records, compositions, articles, devices, equipment, electronic storage devices and other items that disclose or embody Confidential Information, including all copies or specimens thereof (including electronic copies), whether prepared by him or by others, unless such information is or becomes publicly available or disclosed by lawful means.

Nothing in this Agreement prohibits Executive from reporting possible violations of federal law or regulation to any governmental agency or entity, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Executive does not need the prior authorization to make any such reports or disclosures and is not required to notify the Company of such reports or disclosures. Executive acknowledges that the Company has provided Executive with the following notice of immunity rights in compliance with the requirements of the Defend Trade Secrets Act (18 U.S.C. § 1833(b)): Executive shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that: (i) is made (A) in confidence to a Federal, State or local government official, either directly or indirectly, or to an attorney, and (B) solely for the purpose of reporting or investigating a suspected violation of law, or (ii) is made in a complaint or other document filed in a lawsuit or other proceeding if such filing is made under seal. If Executive files a lawsuit for retaliation by the Company for reporting a suspected violation of law, Executive may disclose the trade secret to the attorney of Executive and use the trade secret information in the court proceeding if Executive files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to court order.

**9. ADDITIONAL ACKNOWLEDGMENTS.** Executive acknowledges that the provisions of Sections 6, 7, 8 and this Section 9 are in consideration of Executive's employment with the Company and other good and valuable consideration as set forth in this Agreement. In addition, Executive agrees and acknowledges that the restrictions contained in Sections 6, 7 and 8 and this Section 9 do not preclude Executive from earning a livelihood, nor do they unreasonably impose limitations on Executive's ability to earn a living. In addition, Executive acknowledges (x) that the business of the Company and its subsidiaries will be conducted throughout the United States and its territories and beyond, (y) notwithstanding the state of organization or principal office of the Company or any of its subsidiaries or facilities, or any of their respective executives or employees (including Executive), it is expected that the Company and its subsidiaries will have business activities and have valuable business relationships within its industry throughout the United States and its territories and beyond, and (z) as part of Executive's responsibilities, Executive will be traveling throughout the United States and other jurisdictions where the Company and its subsidiaries conduct business during the Period of Employment in furtherance of the Company's business relationships. Executive agrees and acknowledges that the potential harm to the Company and its subsidiaries of the non-enforcement of any provision of Sections 6, 7, 8 and this Section 9 outweighs any potential harm to Executive of its enforcement by injunction or otherwise. Executive acknowledges that he has carefully read this Agreement and either consulted with legal counsel of Executive's choosing regarding its contents or knowingly and voluntarily waived the opportunity to do so, has given careful consideration to the restraints imposed upon Executive by this Agreement and is in full accord as to their necessity for the reasonable and proper protection of confidential and proprietary information of the Company and its subsidiaries now existing or to be developed in the future. Executive expressly acknowledges and agrees that each and every restraint imposed by this Agreement is reasonable with respect to subject matter, duration and geographical area.

**10. SPECIFIC PERFORMANCE.** In the event of the breach or a threatened breach by Executive of any of the provisions of Section 6, 7, 8 or 9, the Company and its subsidiaries would suffer irreparable harm and Executive acknowledges that money damages would not be a sufficient remedy and, in addition and supplementary to other rights and remedies existing in its favor whether under this Agreement or under any other agreement, the Company shall be entitled to specific performance and/or injunctive or other equitable relief from a court of competent jurisdiction in order to enforce or prevent any violations of the provisions hereof (without posting a bond or other security). In addition, in the event of an alleged breach or violation by Executive of Section 6 or 7, the noncompete Period or the non-solicitation Period, as applicable, shall be tolled until such breach or violation has been duly cured.

**11. LITIGATION/AUDIT COOPERATION.** Executive agrees that following the termination of his employment for any reason, for a period of twelve (12) months he shall reasonably cooperate at mutually convenient times and locations in connection with (a) the defense of, or prosecution by, the Company or any of its affiliates with respect to any threatened or pending litigation or in any investigation or proceeding by any governmental agency or body that relates to any events or actions which occurred during the term of Executive's employment with, or service to, the Company; and (b) any audit of the financial statements of the Company with respect to the period of time when Executive was employed by the Company as Chief Financial Officer. The Company shall reimburse Executive for reasonable expenses incurred by Executive in connection with such cooperation. Executive shall be



compensated for his time at a mutually agreed upon rate for any services other than the provision of information to the Company or its counsel and/or testifying as a witness, which he shall undertake without any compensation up to a maximum obligation of 120 hours.

12. **WAIVER OF BREACH**. The waiver of any breach of any provision of this Agreement shall not operate or be construed as a waiver of any subsequent breach. Each and every right, remedy and power hereby granted to any party or allowed it by law shall be cumulative and not exclusive of any other.

13. **SEVERABILITY**. If any of the provisions of this Agreement or the application thereof to any party under any circumstances is adjudicated to be invalid or unenforceable, such invalidity or unenforceability shall not affect any other provision of this Agreement or the application thereof.

14. **ENTIRE AGREEMENT**. This Agreement, along with any related documents referenced herein, constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes and completely and irrevocably terminates any and all other previous or contemporaneous communications, representations, understandings, agreements, negotiations and discussions, either oral or written, between the parties with respect to the subject matter hereof. The parties acknowledge and agree that there are no written or oral agreements, understandings, or representations, directly or indirectly related to this Agreement or the employment, compensation or benefits of Executive that are not set forth herein. By executing this Agreement, Executive represents and warrants to the Company that Executive has provided the Company with a copy of any agreement with his current employer containing restrictive covenants. Executive agrees that he shall not share any confidential or proprietary information of any prior employer or consultancy or individual with the Company or the Company's employees.

15. **AMENDMENT OF AGREEMENT**. This Agreement may be altered or amended in any of its provisions only by a written agreement signed by each of the parties hereto.

16. **SUCCESSORS**. The Agreement shall inure to the benefit of and be binding on the Company and its successors and assigns, as well as Executive and his estate. Executive may not assign or delegate, in whole or in part, his duties or obligations under this Agreement. This Agreement may be transferred and assigned by the Company to any successor of the Company by acquisition, merger, reorganization, amalgamation, asset sale or otherwise. Upon any assignment of this Agreement by the Company, all obligations of the Company shall terminate, Executive shall become employed by the assignee in accordance with the terms of this Agreement and the term "Company" as used in this Agreement shall include only such assignee.

17. **RIGHTS CUMULATIVE**. The Company's and Executive's rights under this Agreement are cumulative, and the exercise of one right will not be deemed to preclude the exercise of any other rights.

18. **COUNTERPARTS**. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Photographic copies of such signed counterparts may be used in lieu of the originals for any purpose.

19. **CONSTRUCTION**. Each party has cooperated in the drafting and preparation of this Agreement, and therefore, the Agreement shall not be construed against either party on the basis that any particular party was the drafter.

20. **VOLUNTARY COUNSEL**. Executive agrees and acknowledges that he has read and understood this Agreement prior to signing it, has entered into this Agreement freely and voluntarily and has been advised to seek legal counsel prior to entering into this Agreement and has had ample opportunity to do so.

21. **GOVERNING LAW**. This Agreement shall be construed in accordance with, and governed in all respects by, the internal laws of the State of Tennessee (without giving effect to principles of conflicts of laws).

22. **SECTION 409A**.

a. The intent of the parties is that payments and benefits under this Agreement comply with Internal Revenue Code Section 409A and the regulations and guidance promulgated thereunder (collectively “ **Code Section 409A** ”) and, accordingly, to the maximum extent permitted, this Agreement shall be interpreted to be in compliance therewith. In no event whatsoever shall the Company or any of the Subsidiaries be liable for any additional tax, interest or penalty that may be imposed on Executive by Code Section 409A or damages for failing to comply with Code Section 409A.

b. To the extent required to comply with Code Section 409A, a termination of employment shall not be deemed to have occurred for purposes of any provision of this Agreement providing for the payment of any amounts or benefits upon or following a termination of employment unless such termination is also a “separation from service” within the meaning of Code Section 409A and, for purposes of any such provision of this Agreement, references to a “termination,” “termination of employment,” “termination of the Employment Period” or like terms shall mean “separation from service.”

c. All expenses or other reimbursements under this Agreement shall be made on or prior to the last day of the taxable year following the taxable year in which such expenses were incurred by Executive (provided that if any such reimbursements constitute taxable income to Executive, such reimbursements shall be paid no later than March 15th of the calendar year following the calendar year in which the expenses to be reimbursed were incurred), and no such reimbursement or expenses eligible for reimbursement in any taxable year shall in any way affect the expenses eligible for reimbursement in any other taxable year.

d. For purposes of Code Section 409A, Executive’s right to receive any installment payment pursuant to this Agreement shall be treated as a right to receive a series of separate and distinct payments.

e. Whenever a payment under this Agreement specifies a payment period with reference to a number of days (e.g., “payment shall be made within fifteen (15) days following the Termination Date”), the actual date of payment within the specified period shall be within the sole discretion of the Company.

**23. CLAWBACK .** All bonuses and equity awards granted under this Agreement, the LTI Plan or any other incentive plan are subject to the terms of the Company’s recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of bonuses or awards or any shares or other cash or property received with respect to the bonuses or awards (including any value received from a disposition of the shares acquired upon payment of the bonuses or equity awards).

**24. ARBITRATION .**

a. In exchange for the benefits of the speedy, economical and impartial dispute resolution procedure of arbitration, the Company and Executive, with the advice and consent of their selected counsel, choose to forego their right to resolution of their disputes in a court of law by a judge or jury, and instead elect to treat their disputes, if any, pursuant to the Federal Arbitration Act.

b. Executive and the Company agree that any and all claims or controversies whatsoever brought by Executive or the Company, arising out of or relating to this Agreement, Executive’s employment with Company, or otherwise arising between Executive and Company, will be settled by final and binding arbitration in Knoxville, Tennessee or such other location as may be mutually agreed by parties in accordance with the Employment Arbitration Rules and Procedures of Judicial Arbitration and Mediation Services, Inc. (“ **JAMS** ”) then in effect. This includes all claims whether arising in tort or contract and whether arising under statute or common law. Such claims may include, but are not limited to, those relating to this Agreement, wrongful termination, retaliation, harassment, or any statutory claims under Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Age Discrimination in Employment Act, the Americans with Disabilities Act, or similar Federal or state statutes. In addition, any





claims arising out of the public policy of Tennessee, any claims of wrongful termination, employment discrimination, retaliation, or harassment of any kind, as well as any claim related to the termination or non-renewal of this Agreement shall be arbitrated under the terms of this Agreement. The obligation to arbitrate such claims will survive the termination of this Agreement. To the extent permitted by law, the hearing and all filings and other proceedings shall be treated in a private and confidential manner by the arbitrator and all parties and representatives, and shall not be disclosed except as necessary for any related judicial proceedings.

c. The arbitration will be conducted before an arbitrator to be mutually agreed upon by the parties from JAMS' panel of arbitrators. In the event that the parties are unable to mutually agree upon the arbitrator, JAMS shall provide a slate of five arbitrators with experience in employment law and each party shall have the opportunity to strike two names and rank the remaining arbitrators in order of preference. JAMS shall then select the highest ranked arbitrator to preside over the arbitration. If JAMS is unable to provide an arbitrator who has experience in employment law, the parties may jointly or separately petition the court for appointment of an arbitrator with such experience. The arbitrator will have jurisdiction to determine the arbitrability of any claim. The arbitrator shall have the authority to grant all monetary or equitable relief (including, without limitation, injunctive relief, ancillary costs and fees, and punitive damages) available under state and Federal law. Judgment on any award rendered by the arbitrator may be entered and enforced by any court having jurisdiction thereof. The Company shall bear all costs of the arbitration and arbitrator and each party shall bear its own attorney's fees and costs.

**IN WITNESS WHEREOF** , the parties have executed this Agreement on the date and year first above written.

**MALIBU BOATS, INC.**

By: /s/ Michael K. Hooks

Title: Executive Chair

**EXECUTIVE**

/s/ Steven D. Menneto

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**MALIBU BOATS, INC.**  
**INSIDER TRADING POLICY**

Malibu Boats, Inc. (the “Company”) encourages its directors, officers and employees to participate in the Company’s future by investing in the Company’s securities. You should be aware, however, that you may be subject to substantial penalties under federal securities laws for the illegal use of material, nonpublic information in connection with the purchase or sale of the Company’s securities. You may also become subject to these penalties if you pass or “tip” material, nonpublic information to others, even if you don’t trade in the Company’s securities yourself or benefit from the trades of others.

These penalties could include criminal fines of, currently, as much as \$5,000,000, a civil penalty of up to three times the profit gained or the loss avoided from the illegal trade and a jail term of up to 20 years. The penalties for the Company and its supervisory personnel, if they fail to take appropriate steps to prevent illegal insider trading, currently include a civil penalty of up to the greater of \$1,000,000 or three times the profit gained or loss avoided as a result of the violation and a criminal penalty of up to \$25,000,000.

You should keep in mind that, in the event that your securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction, you should carefully consider how the Securities and Exchange Commission (“SEC”) and others might view your transaction in hindsight.

The Company has adopted this Insider Trading Policy (the “Policy”) to help avoid even the appearance of the illegal use of material, nonpublic information on the part of anyone employed by or associated with the Company, including the directors, officers, employees and principal stockholders of the Company and its subsidiaries and any other person who from time to time has access to inside information regarding the Company or its subsidiaries by virtue of his or her position. **Please note that violations of the provisions of this Policy may be grounds for disciplinary action, including dismissal.**

This Policy also applies to information relating to any other company obtained in the course of employment or association with the Company. This Policy applies to (a) all directors, officers and employees of the Company or its subsidiaries and (b) any other persons, such as contractors or consultants, whom the Company’s Chief Financial Officer has designated as subject to this Policy because such other persons have access to material, nonpublic information concerning the Company or its subsidiaries. This Policy also applies to family members who reside with such persons identified in (a) and (b) above (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in such person’s household and any family members who do not live in such person’s household but whose transactions in Company securities are directed by such person or are subject to such person’s influence or control, such as parents or children who consult with such person before they trade in Company securities (collectively referred to as “Family Members”). Further, this Policy applies to any entities that such person influences or controls, including any corporations, partnerships or trusts (collectively referred to as “Controlled Entities”). Directors, officers, employees and other persons designated as subject to this Policy are responsible for the compliance of this Policy by their Family Members and Controlled Entities. All persons identified in this paragraph are hereinafter referred to in this Policy as “Insiders.”

These restrictions also apply to Insiders’ transactions in the Company’s securities even after such Insiders’ employment or position with the Company has ceased. If you are in possession of material, nonpublic information when your employment or position terminates, you may not trade in the Company’s securities until that information has become public or is no longer material.

**1. No Trading While In The Possession of Material, Nonpublic Information.**

If you possess any material, nonpublic information relating to the Company, then neither you nor any of your Family Members or Controlled Entities may trade in the Company’s securities (other than pursuant to a pre-approved trading plan that complies with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which is discussed below), or engage in any other action to take advantage of that information. “Securities” include not only stocks, bonds, notes and debentures, but also options, warrants and similar instruments. For the avoidance of doubt, as used in this Policy, “securities” includes Class A Common Stock and Class B

Common Stock of the Company, stock options, restricted stock units, restricted stock, stock appreciation rights and similar equity awards granted under any equity plan of the Company and membership or other equity interests in any subsidiary of the Company, including units of Malibu Boats Holdings, LLC.

In addition, neither you nor any of your Family Members or Controlled Entities may communicate or “tip” that information to others.

For purposes of this Policy:

- “Material” information is any information that a reasonable investor would consider important in a decision to buy, sell or hold securities. Any information that could reasonably be expected to affect the price of the Company’s securities should be considered material. Both positive and negative information may be material. Common examples of information that will frequently be regarded as material are:
  - i. a pending or proposed significant acquisition;
  - ii. matters involving significant new products or services;
  - iii. matters relating to significant borrowings or other new financing transactions out of the ordinary course;
  - iv. gain or loss of a substantial vendor or customer;
  - v. entering into a significant contract or the loss of such contract;
  - vi. earnings information and projections by a corporation’s officers of future earnings or losses;
  - vii. a pending or proposed merger or acquisition, or a tender offer or exchange offer;
  - viii. information about a major joint venture;
  - ix. a significant sale of assets;
  - x. changes in dividend policies, the declaration of a stock split or the offering of additional securities;
  - xi. impending bankruptcy or financial liquidity problems;
  - xii. changes in management or control of the Company;
  - xiii. significant actual or threatened litigation and developments in such litigation or significant regulatory actions;
  - xiv. the establishment of a repurchase program for Company securities;
  - xv. a change in auditors or notification that the Company may no longer rely on an auditor’s audit report;
  - xvi. significant related party transactions;
  - xvii. material non-compliance by the Company with a rule or standard for the continued listing of the Company’s Class A Common Stock on The Nasdaq Stock Market LLC; or
  - xviii. a material cybersecurity incident or other significant disruption in the Company’s operations due to a breach or unauthorized access of the Company’s information technology infrastructure.
- “Nonpublic” information is information that is not generally available to the public. Whether information is generally available to the public is a question of fact.

It is improper for you to trade the Company’s securities before the public has had a reasonable opportunity to receive and consider a public announcement by the Company of material, nonpublic information, including earnings releases. The Company believes that, as a rule of thumb, information about the Company will be generally known to the public once two full business days have elapsed from the disclosure of such information through broad distribution to the public in a non-exclusionary manner, such as via a press release or the inclusion of such information in a Form 8-K, 10-Q or 10-K filed with the SEC. Until inside information is disseminated in such a

manner, Insiders should assume that such information has not yet been released to the public and should refrain from unauthorized discussion or disclosure of such information. Therefore, if you are aware of material, nonpublic information, you may not trade in the Company's securities until such information has been available to the public for two full business days. For example, if a public announcement or press release of material, nonpublic information is made or issued before the market opens on a Monday or after the market closes on a Friday, you would not be permitted to trade until the following Wednesday.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

## **2. Restrictions on Distribution of Information About the Company.**

The Company is required under federal securities laws to avoid the selective disclosure of material, nonpublic information. You may not disclose information to anyone outside the Company, including Family Members and friends, other than in accordance with procedures established by the Company. You also may not discuss the Company or its business in or on an Internet social networking site or message board or other similar forum under any circumstances.

## **3. Pre-Clearance of Trades By Officers, Directors, Employees and Certain Other Persons.**

To help avoid inadvertent violations and even the appearance of an improper transaction, if any person identified as a "Designated Insider" on Exhibit A and each Family Member and Controlled Entity of such Designated Insider, desires to purchase, sell or transfer the Company's securities, then such Designated Insider must so inform the Company's Chief Financial Officer in advance, either in writing or by email, and the transaction must have been pre-cleared in advance by the Chief Financial Officer. The attached Form of Notice may be used for that purpose. The Chief Financial Officer is under no obligation to approve any trade submitted for pre-clearance. In the event that the Chief Financial Officer desires to trade in Company securities and obtain written clearance of the proposed transaction in accordance with this Section 3, pre-clearance of such transaction by the Chief Executive Officer is required. The Chief Financial Officer may revise Exhibit A from time to time to designate one or more additional persons as "Designated Insiders"; provided, however, any revision to remove persons from Exhibit A as a "Designated Insider" is subject to approval of the Board of Directors.

Designated Insiders may not engage in any transaction in Company securities without first obtaining pre-clearance of the transaction from the Chief Financial Officer. The Chief Financial Officer is under no obligation to approve a transaction submitted for pre-clearance, and may determine not to permit the transaction. If a Designated Insider seeks pre-clearance and permission to engage in the transaction is denied, then the Designated Insider should refrain from initiating any transaction in Company securities and should not inform any other person of the restriction. When a request for pre-clearance is made, the requestor should carefully consider whether he or she may be aware of any material nonpublic information about the Company, and should describe fully those circumstances to the Chief Financial Officer.

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

Rule 10b5-1 under the Exchange Act ("Rule 10b5-1"), provides a defense from insider trading liability if trades occur pursuant to a pre-arranged "trading plan" that meets specified conditions. Any Designated Insider who wishes to implement a trading plan under Rule 10b5-1 must first pre-clear the plan with the Chief Financial Officer of the Company. In the event that the Chief Financial Officer desires to trade in Company securities pursuant to a Rule 10b5-1 trading plan, pre-approval of such plan by the Chief Executive Officer is required. The Company reserves the right, in its sole discretion, to determine not to permit a Rule 10b5-1 trading plan for any or all of the Insiders. As required by Rule 10b5-1, you may enter into a trading plan only when you are not in possession of material, nonpublic information. In addition, you may not enter into a trading plan during a blackout period (as described below). If you establish a trading plan, you must not exercise any subsequent discretion affecting the transactions, and if your broker or any other person exercises discretion in implementing the trades, you must not influence his or her actions and he or she must not possess any material, nonpublic information at the time of the trades. Trading plans can be established for a single trade or a series of trades. Transactions effected pursuant to a pre-cleared trading plan will not require further pre-clearance at the time of the transaction if the plan specifies the dates, prices and amounts of the contemplated trades, or establishes a formula for determining the dates, prices and amounts.

## **5. “Blackout” Periods During Which Trading Should Not Occur.**

Because of the potential materiality of the Company’s earnings results for each quarter, Designated Insiders should not trade in the Company’s securities (other than pursuant to a pre-approved trading plan that complies with Rule 10b5-1) during the period (a) commencing two weeks prior to the end of each of the Company’s fiscal quarters (i.e., June 30, September 30, December 31 and March 31) and (b) ending on the second business day following public release of the Company’s earnings information for that fiscal quarter. The Company does not intend to pre-clear trades or pre-clear the implementation of a trading plan under Rule 10b5-1 by any Designated Insider occurring during such periods.

Additionally, directors and executive officers of the Company may not trade in the publicly traded securities of the Company for any period of more than three consecutive business days during which 50% or more of the participants or beneficiaries under all individual account plans (such as a 401(k) plan) of the Company are restricted by the terms of such plans from purchasing, selling or otherwise acquiring or transferring an interest in any equity security of the Company.

From time to time, an event may occur that is material to the Company and is known by only a few directors, officers and other employees. So long as the event remains material and nonpublic, Designated Insiders may not trade in the Company’s securities. The existence of such an event-specific blackout will not be announced, other than to those aware of the event giving rise to the blackout. If, however, a Designated Insider requests permission to trade in the Company’s securities during an event-specific blackout, the Chief Financial Officer will inform the requester of the existence of a restriction on trading 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. Please note that the failure of the Chief Financial 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, nonpublic information.

## **6. Other Prohibited Transactions.**

Because the Company believes that it is improper and inappropriate for any of the Insiders to engage in short-term or speculative transactions involving the Company’s securities, Insiders are not permitted to engage in any of the following transactions with respect to the Company’s securities:

**Short Sales.** Short sales of the Company’s securities evidence an expectation on the part of the seller that the securities will decline in value and, therefore, signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller’s incentive to improve the Company’s performance. For these reasons, short sales of the Company’s securities by Insiders are prohibited by this Policy. In addition, Section 16(c) of the Exchange Act, prohibits officers and directors from engaging in short sales.

**Puts, Calls and Other Derivative Securities.** A transaction in options is, in effect, a bet on the short-term movement of the Company’s stock and, therefore, creates the appearance that the director, officer or employee is trading based on inside information. Transactions in options also may focus the Insider’s attention on short-term performance at the expense of the Company’s long-term objectives. Accordingly, transactions in puts, calls or other derivative securities, on an exchange or in any other organized market, by Insiders are prohibited by this Policy. Option positions arising from certain types of hedging transactions are governed by the following paragraph captioned “Hedging Transactions.”

**Hedging Transactions.** Certain forms of hedging or monetization transactions, allow a person to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow an individual to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the individual utilizing such transactions may no longer have the same objectives as the Company’s other shareholders. Therefore, Insiders are prohibited from purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds), or otherwise engaging in transactions, that hedge or offset, or are designed to hedge or offset, any decrease in the market value of the Company’s securities.

**Margin Transactions.** Securities held in a margin account may be sold by the broker without the customer’s consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a

loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material, nonpublic information or otherwise is not permitted to trade in the Company's securities, Insiders are prohibited from holding the Company's securities in a margin account or pledging securities of the Company as collateral for a loan. An exception to this prohibition may be granted where a person wishes to pledge Company securities as collateral for a loan (not including margin debt) and clearly demonstrates in the sole discretion of the Company's Chief Financial Officer that such person has the financial capacity to repay the loan without resort to the pledged securities. Any person who wishes to rely on such exception in order to pledge Company securities as collateral for a loan must submit a request for approval to the Company's Chief Financial Officer at least two weeks prior to the proposed execution of documents evidencing the proposed pledge. If the Chief Financial Officer wishes to rely on such exception, a request for approval must be submitted to the Company's Chief Executive Officer at least two weeks prior to the proposed execution of documents evidencing the proposed pledge.

## **7. Exceptions For Certain Transactions Under Company Equity Plans and Certain Exchanges.**

Stock Option Exercises. This Policy does not prohibit the exercise of a stock option granted under any of the Company's equity plans including a "net exercise" through the use of the shares underlying a stock option to pay the exercise price, or to the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares subject to an option to satisfy tax withholding requirements. This Policy does apply, however, to any sale of the Company's securities as part of a broker-assisted cashless exercise of a stock option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of a stock option. This Policy also applies to any sale of a share of the Company's common stock or other securities acquired upon exercise of a stock option.

Restricted Stock Awards. This Policy does not apply to the vesting of restricted stock or restricted stock units, or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock units. The Policy does apply, however, to any market sale of restricted stock or restricted stock units.

401(k) Plan. This Policy does not prohibit purchases of shares of the Company's common stock through a Company stock fund offered through any 401(k) plan of the Company or its subsidiaries which result from your periodic contribution of money to the 401(k) plan pursuant to your payroll deduction election. This policy does apply, however, to certain elections made under the 401(k) plan, including (a) an election to increase or decrease the percentage of your periodic contributions that will be allocated to the Company stock fund, (b) an election to make an intra-plan transfer of an existing account balance into or out of the Company stock fund, (c) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company stock fund balance, and (d) your election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund.

Stock Purchase Plan. This Policy does not prohibit purchases of shares of the Company's common stock through a Company stock purchase plan ("SPP"). This Policy does apply, however, to an election to participate in or change the salary reduction percentage with respect to any SPP for any enrollment period and any sales of Company securities received pursuant to the SPP.

Exchanges of Units. This Policy does not prohibit the exchange of units of Malibu Boats Holdings, LLC for shares of Class A Common Stock of the Company pursuant to the terms of the Exchange Agreement, by and among the Company and members of Malibu Boats Holdings, LLC. The Policy does apply, however, to other dispositions of such units.

Bona Fide Gifts. This Policy does not prohibit bona fide gifts of securities, unless the Insider making the gift has reason to believe that the recipient intends to sell the Company's securities while the Insider is aware of material, nonpublic information, or the Insider is subject to the trading restrictions specified above in Section 5 at the time the gift is made.

## **8. Section 16 Compliance.**

Certain officers, directors and principal stockholders of the Company ("Section 16 Insiders") have additional compliance requirements pursuant to Section 16 of the Exchange Act, including the filing of Forms 3, 4 and 5 to

report holdings and trades of the Company's equity securities. Generally, if any Section 16 Insider buys or sells any Company securities, or is granted or exercises options to purchase Company securities, the Section 16 Insider must report the transaction to the SEC on a Form 4 within two business days. The Company's Chief Financial Officer, in consultation with its legal counsel, is available to assist Section 16 Insiders in preparing and filing Section 16 reports at the Section 16 Insiders' request. Section 16 Insiders should recognize, however, that they remain ultimately responsible for the correct and timely filing of their Section 16 reports and their compliance with the other requirements and restrictions of Section 16.

To improve compliance with Section 16 reporting deadlines, the SEC requires public companies (including the Company) to report in their annual proxy statements the names of those insiders subject to Section 16 reporting who failed to timely file Section 16 reports. In addition, the SEC has brought enforcement actions against corporate insiders in connection with the insiders' failure to file Section 16 reports. Any person who willfully fails to file a report which he or she knew was required under Section 16 or who willfully misrepresents information reported under Section 16 may be subject to criminal penalties (including imprisonment and fines), in addition to SEC enforcement orders and possible civil liability.

To help ensure compliance with the requirements of Section 16, if any Section 16 Insider is aware of any trades in the securities of the Company which he or she has made but which have not been reported to the Company and/or to the SEC on a Form 4 or, at the end of a calendar year, a Form 5, please contact the Chief Financial Officer of the Company so that the information may promptly be reported to the SEC.

**9. Certification.**

All persons subject to this Policy must certify their understanding of, and intent to comply with, this Policy by completing and signing a copy of the attached form of Certification and return it to the Company's Chief Financial Officer.

**10. Questions.**

If you have any questions regarding this Policy or any of the matters covered herein, please contact the Company's Chief Financial Officer, who may be reached by telephone at (865) 458-5478 or at Malibu Boats, Inc., 5075 Kimberly Way, Loudon, Tennessee 37774.

Approved by the Board of Directors on January 27, 2021.

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**Exhibit A**  
**Designated Insiders**

The following insiders of the Company are considered Designated Insiders for purposes of this Policy:

- All Members of the Board of Directors
  - All Section 16 Executive Officers, including:
    - Chief Executive Officer
    - Chief Financial Officer
    - President
  - All Division Presidents, including:
    - President of Cobalt Boats
    - Senior Vice President of Operations and Engineering of Pursuit Boats
    - President of Maverick Boats
  - All Vice President Level positions and executive officers at Malibu Boats, Inc., including:
    - Chief Human Resources Officer
    - Chief Information Officer
    - Vice President of Sales
    - Vice President of Finance
    - Vice President of Information Technology
    - General Counsel
  - All individuals in the following departments:
    - Accounting and Finance
-

**MALIBU BOATS, INC. INSIDER TRADING POLICY CERTIFICATION**

I have carefully reviewed the Malibu Boats, Inc. Insider Trading Policy dated February 4, 2015 (the "Policy") and understand all of its provisions. I certify that to the best of my knowledge I have complied with the Policy since such date (or during my term of employment, or tenure as a director, if after such date) and that I will continue to comply with the Policy for as long as I am subject to the Policy.

I realize that failure to observe and comply with all of the provisions contained in the Policy may subject me to disciplinary action, which may include discharge.

Acknowledged By:

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

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**MALIBU BOATS, INC. INSIDER TRADING POLICY**

**FORM OF NOTICE**

This shall serve as notice to Malibu Boats, Inc. (the "Company"), that I, \_\_\_\_\_, intend to \_\_\_\_\_ purchase/\_\_\_\_\_ sell (CHECK THE APPROPRIATE SPACE(S)) the number of the Company's securities indicated at the bottom of this form. I will not purchase and/or sell such securities until I am notified by the Company's Chief Financial Officer or his designee that I may buy and/or sell the securities indicated.

Dated: \_\_\_\_\_

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

FILL IN THE APPROPRIATE SPACES BELOW:

TYPE OF SECURITIES: \_\_\_\_\_

NUMBER OF SECURITIES TO BE SOLD: \_\_\_\_\_

NUMBER OF SECURITIES TO BE PURCHASED: \_\_\_\_\_

\_\_\_\_\_  
PRE-CLEARED AS OF \_\_\_\_\_, 20\_\_:

MALIBU BOATS, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**SUBSIDIARIES OF MALIBU BOATS, INC.**

<b><u>Name</u></b>	<b><u>Jurisdiction of Organization</u></b>
Malibu Boats Holdings, LLC	Delaware
Malibu Boats, LLC	Delaware
Malibu Australian Acquisition Corp.	Delaware
Malibu Boats Pty Ltd.	Australia
Malibu Electronics, LLC	Delaware
Cobalt Boats, LLC	Delaware
Cobalt Sportswear, LLC	Kansas
PB Holdco, LLC	Delaware
MBG Holdco, Inc	Delaware
Maverick Boat Group, Inc.	Florida

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**Exhibit 23.1**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statement (No. 333-279064) on Form S-3 and the registration statement (No. 333-193833) on Form S-8 of our reports dated August 29, 2024, with respect to the consolidated financial statements of Malibu Boats, Inc. and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Knoxville, Tennessee  
August 29, 2024

CERTIFICATION PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven D. Menneto, certify that:

1 I have reviewed this Annual Report on Form 10-K for the fiscal year ended June 30, 2024 of Malibu Boats, 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(s) 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(s) 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.

Dated: August 29, 2024

/s/ Steven D. Menneto

Steven D. Menneto

Chief Executive Officer

CERTIFICATION PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Bruce Beckman, certify that:

1 I have reviewed this Annual Report on Form 10-K for the fiscal year ended June 30, 2024 of Malibu Boats, 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(s) 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(s) 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.

Dated: August 29, 2024

/s/ Bruce Beckman  
\_\_\_\_\_  
Bruce Beckman  
Chief Financial Officer

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**Exhibit 32.1**

**CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350**

**AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Steven Menneto, Chief Executive Officer of Malibu Boats, Inc. (the “Company”), and Bruce Beckman, Chief Financial Officer of the Company, each hereby certifies that, to the best of his knowledge:

- (1) The Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2024, to which this Certification is attached as Exhibit 32.1 (the “Annual Report”) fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and
- (2) The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

**In Witness Whereof** , the undersigned have set their hands hereto as of the 29<sup>th</sup> day of August, 2024.

/s/ Bruce W. Beckman

Bruce W. Beckman  
Chief Financial Officer

/s/ Steven D. Menneto

Steven D. Menneto  
Chief Executive Officer

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Malibu Boats, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.



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## **Malibu Boats, Inc. Clawback Policy**

As Amended and Restated by the Board of Directors Effective as of October 2, 2023

### **Mandatory Clawback Policy**

In the event Malibu Boats, Inc. (the “Company”) is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws (including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period), the Company shall recover reasonably promptly the amount of any erroneously awarded Incentive-Based Compensation from each Covered Individual unless an exception (set forth below) applies.

Incentive-Based Compensation shall be considered “erroneously awarded” under this policy to the extent such Incentive-Based Compensation (1) is received by the Covered Individual on or after the effective date of Rule 5608 of The Nasdaq Stock Market LLC (“Nasdaq”) Rules and while the Company has a class of securities listed on a national securities exchange or a national securities association, (2) is received by the Covered Individual during the three completed fiscal years immediately preceding the date that the Company is required to prepare the accounting restatement (and any transition period applicable to a change in the Company’s fiscal year as required by Nasdaq listing rules), and (3) the amount of such received Incentive-Based Compensation exceeds the amount of the Incentive-Based Compensation that would have been received by the Covered Individual had it been determined based on the restated financial results (with such Incentive-Based Compensation computed in each case without regard to any taxes paid). For purposes of this policy, the date that the Company is required to prepare the accounting restatement is the earlier to occur of (A) the date the Company’s Board of Directors (the “Board”), or a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such accounting restatement, or (B) the date a court, regulator, or other legally authorized body directs the Company to prepare such accounting restatement.

For purposes of this policy, Incentive-Based Compensation is considered “received” by a Covered Individual in the Company’s fiscal period during which the Financial Reporting Measure applicable to the Incentive-Based Compensation is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that fiscal period. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, the amount of erroneously awarded compensation will be determined by the Board or a committee of the Board based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was received. The Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq as required by Nasdaq listing rules. If the erroneously awarded Incentive-Based Compensation consists of shares (including share-denominated equity awards) or options that are still held by the Covered Individual at the time of recovery, the recoverable amount is the number of shares or options received in excess of the number of shares or options that would have been received based on the accounting restatement (or the value of that excess number). If the options have been exercised but the underlying shares have not been sold, the recoverable amount is the number of shares underlying the excess options based on the restatement (or the value thereof). If the shares have been sold, the recoverable amount is the proceeds that were received in connection with the sale of the excess number of shares. Amounts credited under plans (other than tax-qualified plans for which the exception set forth below applies) based on erroneously awarded Incentive-Based Compensation and any accrued earnings thereon are also recoverable under this policy.

The Company shall not be required under this policy to recover erroneously awarded Incentive-Based Compensation if the Board or a committee of the Board has made a determination that recovery would be impracticable and either of the following conditions are met: (1) after making a reasonable attempt to recover such erroneously awarded Incentive-Based Compensation, the Board or a committee of the Board determines that the direct expense paid to a third party to assist in enforcing this policy would exceed the amount to be recovered (documentation evidencing the reasonable attempt to recover the erroneously awarded Incentive-Based Compensation must be maintained and provided to Nasdaq as required by Nasdaq listing rules), or (2) the recovery would likely cause an otherwise tax-

qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Internal Revenue Code Section 401(a)(13) or Internal Revenue Code Section 411(a) and the regulations thereunder.

For purposes of this policy, the following definitions will apply:

- “Covered Individual” means any current or former officer of the Company who is or was subject to Section 16 of the Securities Exchange Act of 1934, as amended, at any time during the applicable performance period for the relevant Incentive-Based Compensation, regardless of whether such individual continues to hold such position or continues to be employed by the Company or any of its subsidiaries.
- “Incentive-Based Compensation” means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure.
- “Financial Reporting Measures” means measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures (including, for purposes of this policy, stock price and total shareholder return). A Financial Reporting Measure need not be presented within the Company’s financial statements or included in a filing with the Securities and Exchange Commission.

#### Discretionary Clawback Policy

If the Board (or a duly established committee thereof), in its sole discretion, determines that a Covered Individual engages in the commission of an act of fraud during the course of his or her employment with the Company that causes financial or reputational harm to the Company (“Detrimental Conduct”), the Board or a committee of the Board may, to the extent permitted by law and to the extent it determines that it is in the Company’s best interests to do so, in addition to all other remedies available to the Company, require reimbursement or payment by the Covered Individual to the Company of the amount of any erroneously awarded Incentive-Based Compensation from each Covered Individual.

#### General

The mandatory clawback provisions in this policy are intended to comply with the requirements of Rule 10D-1 promulgated by the Securities and Exchange Commission and the related listing rules of Nasdaq, and the terms hereof shall be construed consistent with that intent. The discretionary clawback provisions in this policy are not intended to comply with the requirements of Rule 10D-1 promulgated by the Securities and Exchange Commission and the related listing rules of Nasdaq.

This policy does not limit any other remedies the Company may have available to it in the circumstances, which may include, without limitation, dismissing an employee or initiating other disciplinary procedures. The provisions of this policy are in addition to (and not in lieu of) any rights to repayment the Company may have under Section 304 of the Sarbanes-Oxley Act of 2002 (applicable to the Chief Executive Officer and Chief Financial Officer only) and other applicable laws. The Company shall not indemnify any Covered Individual against the loss of erroneously-awarded Incentive-Based Compensation that is recovered by the Company pursuant to the mandatory clawback provisions of this policy. The Board or a committee of the Board shall have the sole authority to construe and interpret this policy and to make all determinations required to be made pursuant to this policy. Any such construction, interpretation or determination by the Board or a committee of the Board shall be final and binding.

The Board may revise this policy from time to time.