UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

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

For the fiscal year ended September 30, 2025

OR

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

OR

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

Date of event requiring this shell company report
For the transition period from ___________ to ___________

Commission file number: 001-41836

Birkenstock Holding plc

(Exact name of Registrant as specified in its charter)

n/a
(Translation of Registrant's name into English)
Jersey
(Jurisdiction of incorporation or organization)
1-2 Berkeley Square
London W1J 6EA. United Kingdom
(Address of principal executive offices)
Dr. Johannes Liefke
Director Legal Affairs
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Tel: +44 1534 835600
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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, no par value	BIRK	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None.**

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None.**

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. **183,906,056 ordinary shares**

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

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐ Yes ☒ No

Note—Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

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, or an emerging growth company. See the definition of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated Filer ☐	Non-Accelerated Filer	☐
			Emerging growth company	☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. ☐

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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

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

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

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:
U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
☐ Yes ☒ No

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PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Definitions

Unless otherwise indicated or the context otherwise requires, all references in this Annual Report on Form 20-F (this "Annual Report") to "BIRKENSTOCK Group," "Birkenstock," the "Company," "we," "our," "ours," "us" or similar terms refer to Birkenstock Holding plc, together with all of its subsidiaries. References to the "selling shareholder" or "MidCo" are to BK LC Lux MidCo S.*à* r.l., a *société à responsabilité limitée* incorporated under the laws of the Grand Duchy of Luxembourg.

References to "Euro" or "€" means the currency of the member states of the European Monetary Union that have adopted or that adopt the single currency in accordance with the treaty establishing the European Community, as amended by the Treaty on European Union. All references to the "British Pound," "GBP" or "£" are to the legal currency of the United Kingdom and Crown dependencies, including Jersey. All references to "U.S. Dollars," "Dollars," "USD" or "$" are to the legal currency of the United States. All references to "Canadian Dollars" or "CAD" are to the legal currency of Canada. All references to "Japanese Yen" or "JPY" are to the legal currency of Japan. All references to "Indian Rupee" or "INR" are to the legal currency of India. In this Annual Report, unless otherwise noted, amounts that are converted from Euro to U.S. Dollars are converted at an exchange rate of $1.11 per €1 and $1.08 per €1, the average exchange rate for the year ended September 30, 2025 and for the year ended September 30, 2024, respectively.

The following is a summary of certain other defined terms and concepts that we use throughout this Annual Report:

- *AB-Beteiligungs GmbH* refers to AB-Beteiligungs GmbH, an entity controlled by Alexander Birkenstock, one of our controlling shareholders prior to the Transaction;
- *ABL Facility* refers to the multicurrency asset-based loan facility, which was established by the ABL Facility Agreement and canceled on August 2, 2024;
- *ABL Facility Agreement* refers to the asset-based-loan facility agreement entered into on April 28, 2021 by Birkenstock Group B.V. & Co. KG, Birkenstock US BidCo, Inc. and Birkenstock Limited Partner, as amended on May 2, 2023 and canceled in full on August 2, 2024;
- *APAC* refers to Asia-Pacific;
- *APMA* refers to Asia-Pacific, Middle East and Africa;
- *ASP* refers to average selling price. For fiscal 2024 onwards, ASP is calculated by dividing our total revenue from sales of footwear pairs by the number of footwear pairs sold. In previous periods, ASP was calculated by dividing our total revenue by our total number of units of all products sold. The difference between these two methods is immaterial;
- *B2B* refers to business-to-business;
- *Birkenstock Financing* refers to Birkenstock Financing S.*à* r.l.;
- *Birkenstock Limited Partner* refers to Birkenstock Limited Partner S.*à* r.l.;
- *CB Beteiligungs GmbH & Co. KG* refers to CB Beteiligungs GmbH & Co. KG, an entity controlled by Christian Birkenstock, one of our controlling shareholders prior to the Transaction;
- *CGU* refers to cash generating unit;

- *Code* refers to the Internal Revenue Code of 1986, as amended;
- *DTC* refers to direct-to-consumer;
- *EEA* refers to the European Economic Area;
- *EMEA* refers to Europe, Middle East and Africa;
- *ESG* refers to environmental, social and governance;
- *EU* refers to the European Union;
- *EUR Term Loan* refers to the Euro-denominated senior term loan facilities in the original aggregate principal amount of €375.0 million under the Term and Revolving Facilities Agreement;
- *EURIBOR* refers to Euro Interbank Offered Rate;
- *EVA* refers to ethylene-vinyl acetate;
- *Exchange Act* refers to the Securities Exchange Act of 1934, as amended;
- *GDPR* refers to the EU General Data Protection Regulation;
- *HMRC* refers to HM Revenue & Customs;
- *IFRS* refers to the International Financial Reporting Standards as issued by the International Accounting Standards Board;
- *IP* refers to intellectual property;
- *IPO* refers to the Company's initial public offering that closed on the IPO Date;
- *IPO Date* refers to October 13, 2023;
- *IRS* refers to the U.S. Internal Revenue Service;
- *Jersey Com*panies Law refers to the Companies (Jersey) Law 1991, as amended;
- *JFSC* refers to the Jersey Financial Services Commission;
- *June 2024 Secondary Offering* refers to the secondary offering of ordinary shares, which the Company completed on behalf of MidCo on June 28, 2024 and pursuant to which MidCo sold 16,100,000 ordinary shares, including subject the underwriters' option to purchase additional ordinary shares which they exercised on July 3, 2024;
- *L Catterton* refers to a U.S.-headquartered and consumer-focused investment firm that acquired a majority stake in BIRKENSTOCK through affiliated entities in 2021;
- *May 2025 Secondary Offering* refers to the secondary offering of ordinary shares, which the Company completed on behalf of MidCo on May 30, 2025 and pursuant to which MidCo sold 20,027,344 ordinary shares;
- *ManCo* refers to BK LC ManCo GmbH & Co. KG, an indirect parent entity of the Company;

- *MidCo* refers to BK LC Lux MidCo S.*à* r.l., an entity affiliated with *L* Catterton;

- *Notes* or *Senior Notes* refers to the €430.0 million in aggregate principal amount of 5.25% Senior Notes due 2029 issued by Birkenstock Financing on April 29, 2021;

- *Original EUR Term Loan* refers to the Euro-denominated senior term loan facilities in the original aggregate principal amount of €375.0 million under the Senior Term Facilities Agreement, which were repaid in full on August 2, 2024;

- *Original Term Loan* refers to the Original EUR Term Loan and the Original USD Term Loan, collectively;

- *Original USD Term Loan* refers to the USD-denominated senior term loan facilities in the original aggregate principal amount of $850.0 million under the Senior Term Facilities Agreement, which were repaid in full on August 2, 2024;

- *PFIC* refers to a passive foreign investment company for U.S. federal income tax purposes;

- *Predecessor Shareholders* refer to AB-Beteiligungs GmbH and CB Beteiligungs GmbH & Co. KG, collectively;

- *Principal Shareholder* refers to *L* Catterton and its affiliates, which include MidCo;

- *Privacy Laws* refers to laws relating to information security, and privacy/data protection, including but not limited to the General Data Protection Regulation ("GDPR"), the United Kingdom General Data Protection Regulation ("UK GDPR"), federal and state privacy laws of the United States, such as the California Consumer Privacy Act ("CCPA") as amended by the California Privacy Rights Act ("CPRA"), federal and provincial privacy laws of Canada, such as the Personal Information Protection and Electronic Documents Act ("PIPEDA"), and other applicable data protection and privacy laws across various markets when taken together;

- *PU* refers to polyurethane;

- *QEF Election* refers to a qualified electing fund election;

- *Registration Rights Agreement* refers to the registration rights agreement entered into with MidCo on October 13, 2023;

- *Revolving Credit Facility* refers to the Euro-denominated multicurrency revolving credit facility in the aggregate principal amount of €225.0 million under the Term and Revolving Facilities Agreement;

- *SCCs* refer to standard contractual clauses approved by the European Commission;

- *SDRT* refers to UK stamp duty reserve tax.;

- *SEC* refers to the United States Securities and Exchange Commission;

- *Securities Act* refers to the Securities Act of 1933, as amended;

- *Senior Term Facilities Agreement* refers to the senior facilities agreement entered into by Birkenstock Limited Partner on April 28, 2021, as amended on April 28, 2023 and canceled in full on August 2, 2024;

- *Share Redemption* refers to the Company's repurchase from the underwriters of 3,927,344 ordinary shares that were subject to the May 2025 Secondary Offering by way of redemption;

- *Shareholders' Agreement* refers to the shareholders' agreement entered into with MidCo on October 13, 2023;

- *SOFR* refers to the Secured Overnight Financing Rate;

- *Tax Law* refers to the Income Tax (Jersey) Law 1961 (as amended);

- *Term and Revolving Facilities Agreement* refers to the term and revolving facilities agreement entered into by Birkenstock Limited Partner S.à r.l., as company, Birkenstock Group B.V. & Co. KG and Birkenstock US BidCo Inc., as borrowers, the other loan parties thereto, Goldman Sachs Bank USA, as agent and security agent, and the lenders party thereto on May 28, 2024;

- *Term Loan* refers to the EUR Term Loan and the USD Term Loan, collectively;

- *TRA* or *Tax Receivable Agreement* refers to the tax receivable agreement entered into with MidCo on October 10, 2023;

- *TRA Participant*s refers to our pre-IPO owner, MidCo, any transferee holder(s) of rights under the TRA and any successor(s) thereto;

- *TRA Tax Attributes* refers, collectively, to payments required to be made to the TRA Participants under the TRA equal to 85% of the savings, if any, in (a) U.S. federal, state or local income tax, and (b) German income tax and trade tax, in each case, that we actually realize (or are deemed to realize in certain circumstances, including as a result of certain assumptions) as a result of (i) certain U.S. tax attributes, principally including amortization and depreciation deductions (and the reduction of taxable gain attributable to tax basis in certain assets) and carryforwards of disallowed interest expense under Section 163(j) of the Code, and (ii) certain German tax attributes, principally including amortization deductions (and the reduction of taxable gain attributable to tax basis in certain assets), in the case of clause (i) and (ii), available to the Company and its subsidiaries on the IPO Date (calculated by assuming that the taxable year of the relevant member of the BIRKENSTOCK Group ended at the end of the IPO Date);

- *Transaction* refers to Birkenstock Holding plc's acquisition of the shares and certain assets that comprised the BIRKENSTOCK Group on April 30, 2021;

- *U.S.* refers to the United States of America;

- *U.S. GAAP* refers to U.S. generally accepted accounting principles;

- *UK* refers to the United Kingdom;

- *UK Addendum* refers to the UK international data transfer addendum to the SCCs;

- *UK GDPR* refers to the UK General Data Protection Regulation;

- *UKIDTA* refers to the UK International Data Transfer Agreement;

- *USD Term Loan* refers to the USD-denominated senior term loan facilities in the original aggregate principal amount of $280.0 million under the Term and Revolving Facilities Agreement; and

- *Vendor Loan* refers to the loan agreement entered into by the Company and AB-Beteiligungs GmbH in connection with the Transaction.

Financial Statements

We maintain our books and records in Euro and prepare our consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

Birkenstock GmbH & Co. KG is the accounting predecessor of BK LC Lux Finco 2 S.*à* r.l., subsequently renamed Birkenstock Holding Limited on July 12, 2023, for financial reporting purposes for periods prepared before the Transaction. Birkenstock Holding Limited was converted to a Jersey public limited company and subsequently renamed Birkenstock Holding plc on October 4, 2023.

Our fiscal year ends September 30. References to "fiscal 2025" or "FY 2025" refer to the fiscal year ended September 30, 2025, and references to other fiscal years follow the same convention.

Rounding

We have made rounding adjustments to some of the figures included in this Annual Report. Accordingly, numerical figures shown as totals in some tables may not be an arithmetic aggregation of the figures that preceded them. With respect to financial information set out in this Annual Report, a dash ("—") signifies that the relevant figure is not available or not applicable, while a zero ("0.0") signifies that the relevant figure is available but is or has been rounded to zero.

Trademarks and Trade Names

We own or have rights to various trademarks, trade names or service marks that we use in connection with our business, including "BIRKENSTOCK," "Birko-Flor," "Birki," "Birk" and "Papillio," among others, and our other registered and common law trade names, trademarks and service marks, including our corporate logo. Solely for convenience, some of the trademarks, service marks and trade names referred to in this Annual Report are listed without the ™ and ® symbols, but we will assert, to the fullest extent under applicable law, rights to such trademarks, service marks and trade names.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report contains statements that constitute forward-looking statements. Many of the forward-looking statements contained in this Annual Report can be identified by the use of forward-looking words such as "anticipate," "believe," "could," "expect," "should," "plan," "intend," "estimate" and "potential," among others. Forward-looking statements provide our current expectations, intentions or forecasts of future events. Forward-looking statements include statements about expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not statements of historical fact. Words or phrases such as "aim," "anticipate," "assume," "believe," "continue," "could," "estimate," "expect," "forecast," "guidance," "intend," "may," "ongoing," "plan," "potential," "predict," "project," "seek," "should," "target," "will," "would" or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Our actual results could differ materially from those expected in our forward-looking statements for many reasons, including the factors described in "*Item 3. Key Information—D. Risk Factors.*" In addition, even if our actual results are consistent with the forward-looking statements contained in this Annual Report, those results or developments may not be indicative of results or developments in subsequent periods. For example, factors that could cause our actual results to vary from projected future results include, but are not limited to:

- our dependence on the image and reputation of the BIRKENSTOCK brand;
- the intense competition we face from both established companies and newer entrants into the market;
- our ability to execute our DTC growth strategy and risks associated with our e-commerce platforms;
- our ability to adapt to changes in consumer preferences and attract new customers;
- our ability to attract and retain customers, and the effectiveness and efficiency of our marketing efforts;
- risks related to merchandise returns;
- harm to our brand and market share due to counterfeit products;
- our ability to successfully operate and expand retail stores, and our dependence on favorable lease terms, brand awareness and the ability to hire adequate staff to successfully operate such retail stores;
- economic conditions impacting consumer spending, such as inflation, tariffs and other trade policy actions, the deterioration of consumer sentiment, a deterioration of the macroeconomic situation generally, and our ability to react to any of them;
- the relative illiquidity of our real property investments and our ability to sell properties on reasonable terms in response to changing economic, financial and investment conditions;
- risks related to our non-footwear products;
- failure to realize expected returns from our investments in our businesses and operations;

- our ability to adequately manage our acquisitions, investments or other strategic initiatives;
- our ability to manage our operations at our current size or manage future growth effectively;
- currency exchange rate fluctuations;
- risks related to global or regional health events;
- our dependence on third parties for our sales and distribution channels, as well as deterioration or termination of relationships with major wholesale partners;
- risks related to the conversion of wholesale distribution markets to owned and operated markets and risks related to productivity or efficiency initiatives;
- operational challenges related to the distribution of our products;
- seasonality, weather conditions and climate change;
- adverse events influencing the sustainability of our supply chain or our relationships with major suppliers, or increases in raw materials or labor costs;
- our ability to effectively manage inventory;
- unforeseen business interruptions and other operational problems at our production facilities, as well as disruptions to our shipping and delivery arrangements;
- fluctuations in product costs and availability due to fuel price uncertainty;
- failure to attract, hire, train and retain key employees and deterioration of relationships with employees, employee representative bodies and stakeholders;
- our dependence on the services and reputation of our Chief Executive Officer;
- adequate protection, maintenance and enforcement of our trademarks and other intellectual property rights;
- regulations governing the use and processing of personal data, as well as disruption and security breaches affecting information technology systems;
- payment-related risks related to the use of credit cards and debit cards;
- the reliance of our operations, products, systems and services on complex IT systems;
- risks related to international markets;
- risks related to litigation, compliance and regulatory matters, including corporate responsibility and ESG matters;
- risks related to climate change and regulatory responses to it;
- inadequate insurance coverage, or increased insurance costs;
- compliance with existing laws and regulations or changes in such laws and regulations;

- tax-related risks;
- risks related to our amount of indebtedness, its restrictive covenants and our ability to repay our debt;
- control by our Principal Shareholder whose interests may conflict with ours or yours in the future;
- material weaknesses identified in our internal control over financial reporting and our ability to remediate such material weaknesses;
- our status as a foreign private issuer and as a "controlled company" within the meaning of the NYSE rules;
- natural disasters, public health crises, political crises, civil unrest and other catastrophic events beyond control; and
- other factors discussed under "*Item 3. Key Information—D. Risk Factors.*"

Forward-looking statements speak only as of the date they are made, and we do not undertake any obligation to update them in light of new information or future developments or to release publicly any revisions to these statements in order to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. [Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

In addition to the other information contained in this Annual Report and in other documents we file with or furnish to the SEC, the following risk factors should be considered in evaluating our business. Our business, financial condition and results of operations could be materially adversely affected as a result of any of these risks.

Summary of Risk Factors

The following is a summary of the more significant risk factors associated with an investment in our ordinary shares, which are more fully described below:

- our dependence on the image and reputation of the BIRKENSTOCK brand;
- the intense competition we face from both established companies and newer entrants into the market;
- our ability to execute our DTC growth strategy and risks associated with our e-commerce platforms;
- our ability to adapt to changes in consumer preferences and attract new customers;
- our ability to attract and retain customers, and the effectiveness and efficiency of our marketing efforts;
- risks related to merchandise returns;
- harm to our brand and market share due to counterfeit products;
- our ability to successfully operate and expand retail stores, and our dependence on favorable lease terms, brand awareness and the ability to hire adequate staff to successfully operate such retail stores;

- economic conditions impacting consumer spending, such as inflation, tariffs and other trade policy actions, the deterioration of consumer sentiment, a deterioration of the macroeconomic situation generally, and our ability to react to any of them;
- the relative illiquidity of our real property investments and our ability to sell properties on reasonable terms in response to changing economic, financial and investment conditions;
- risks related to our non-footwear products;
- failure to realize expected returns from our investments in our businesses and operations;
- our ability to adequately manage our acquisitions, investments or other strategic initiatives;
- our ability to manage our operations at our current size or manage future growth effectively;
- currency exchange rate fluctuations;
- risks related to global or regional health events;
- our dependence on third parties for our sales and distribution channels, as well as deterioration or termination of relationships with major wholesale partners;
- risks related to the conversion of wholesale distribution markets to owned and operated markets and risks related to productivity or efficiency initiatives;
- operational challenges related to the distribution of our products;
- seasonality, weather conditions and climate change;
- adverse events influencing the sustainability of our supply chain or our relationships with major suppliers, or increases in raw materials or labor costs;
- our ability to effectively manage inventory;
- unforeseen business interruptions and other operational problems at our production facilities, as well as disruptions to our shipping and delivery arrangements;
- fluctuations in product costs and availability due to fuel price uncertainty;
- failure to attract, hire, train and retain key employees and deterioration of relationships with employees, employee representative bodies and stakeholders;
- our dependence on the services and reputation of our Chief Executive Officer;
- adequate protection, maintenance and enforcement of our trademarks and other intellectual property rights;
- regulations governing the use and processing of personal data, as well as disruption and security breaches affecting information technology systems;
- payment-related risks related to the use of credit cards and debit cards;
- the reliance of our operations, products, systems and services on complex IT systems;

- risks related to international markets;
- risks related to litigation, compliance and regulatory matters, including corporate responsibility and ESG matters;
- risks related to climate change and regulatory responses to it;
- inadequate insurance coverage, or increased insurance costs;
- compliance with existing laws and regulations or changes in such laws and regulations;
- tax-related risks;
- risks related to our amount of indebtedness, its restrictive covenants and our ability to repay our debt;
- control by our Principal Shareholder whose interests may conflict with ours or yours in the future;
- material weaknesses identified in our internal control over financial reporting and our ability to remediate such material weaknesses;
- our status as a foreign private issuer and as a "controlled company" within the meaning of the NYSE rules; and
- natural disasters, public health crises, political crises, civil unrest and other catastrophic events beyond control.

Risks Related to Our Business, Brand, Products and Industry

Our success is dependent on the strength of our premium brand; if we are unable to maintain and enhance the value and reputation of our brand and/or counter any negative publicity, we may be unable to sell our products, which would harm our business and could materially adversely affect our business, financial condition and results of operations.

Our business and financial performance is largely dependent on the image, perception and recognition of the BIRKENSTOCK brand, which, in turn, depends on many factors such as the distinctive character and quality of our products and product design, the image and presentation of our online and retail stores, our social media and content distribution activities, public relations and marketing and our general corporate and market profile, which can be, and have been from time to time, adversely affected for reasons within and outside our control. For example, our products can be, and have been from time to time, actively or mistakenly presented in a specific context not related to our brand (e.g., ethically, religiously, politically); we could experience, and have experienced from time to time, customer dissatisfaction through our customer service in our DTC or B2B channels; we could have, and have had from time to time, issues with our suppliers, such as quality control problems, affecting the quality of our products or our reputation; and we could be, and have been from time to time, the subject of negative publicity, including inaccurate adverse information.

Our brand value also depends on our ability to maintain positive consumer perception of our corporate integrity and culture, including with regard to the sustainability of our products. Negative claims or publicity involving us or our products, the third-party brands we partner with for collaborations or the production methods of any of our suppliers or the materials we or they source or use could seriously damage our reputation and brand image, regardless of whether such claims or publicity are accurate. In

addition, we have been increasing our online presence through our expanding e-commerce business. Our social media presence amplifies consumer engagement with the BIRKENSTOCK brand; however, it reduces our control over brand perception due to the proliferation of consumer comments and hashtags and, thus, our brand could become associated with content that is not aligned with our values. Customers may provide, and have provided from time to time, feedback and public commentary about our products and other aspects of our business online through social media platforms and any negative information concerning us, whether accurate or not, may cause harm to our brand without affording us an opportunity for redress or correction. Social media influencers or other endorsers of our products could engage in behavior that reflects poorly on our brand, the occurrence of which is beyond our control, and their behavior may be attributed to or associated with us or otherwise adversely affect us. In connection with, and subsequent to, our IPO, we experienced a significant growth in media coverage. Our brand reputation could be harmed if it becomes associated with negative publicity, such as if we or our senior executives were to take positions on social or other issues that may be unpopular with some consumers, which may impact our ability to attract or retain customers. Social media, which accelerates and potentially amplifies the scope of negative publicity or fictitious information, can increase the challenges of responding to negative claims. Our brand reputation could also be harmed if we experience a cyber-attack or loss of consumer data. Adverse publicity could undermine consumer confidence in the BIRKENSTOCK brand and reduce demand for our products, even if such publicity is unfounded. Any failure to maintain favorable brand recognition could have a material adverse effect on our business, financial condition and results of operations.

We face intense competition from both established companies and newer entrants into the market, and our failure to compete effectively could have a negative impact on our revenues and our reputation.

The footwear, skincare, accessories and sleep system industries are very competitive, and we expect to continue to face intense competition. Competitive factors that affect our market position include our ability to predict and respond to changing consumer preferences, trends and tastes in a timely manner (see also "*—Our business is subject to changes in consumer preferences, and if we are unsuccessful in adapting to any such changes, it may adversely impact our business.*"), our ability to continue marketing and developing new products that appeal to consumers, our ability to accurately predict customer and consumer demand and ensure product availability, the strength and recognition of the BIRKENSTOCK brand, our ability to price our products competitively, our ability to manage the impact of the rapidly changing retail environment and the expansion of our online presence, our ability to adapt to changes in technology and artificial intelligence ("AI"), and our marketing and content distribution efforts.

Our competitors may have significantly greater financial resources, more developed consumer and customer bases or more appealing products, more comprehensive product lines and greater distribution capabilities, and may spend substantially more on product advertising, marketing and endorsements. Our competitors may also own more recognized brands, implement more effective marketing campaigns, adopt more aggressive pricing policies, make more attractive offers to potential employees and distribution partners, have a larger online presence or respond more quickly to changes in consumer preferences. Some of our competitors may be better able to take advantage of market opportunities and withstand market downturns better than we can. For example, we face competition from established competitors in Asia and the Middle East, where we are a relatively new market entrant. Additionally, the general availability of offshore footwear manufacturing capacity and changes in technology allow for rapid expansion by competitors and new entrants in the footwear market. The majority of our branded peers have outsourced large parts of their value chain to third-party manufacturers in Asia, which may enable competitors to sustain more aggressive pricing policies compared to ours. We may be unable to compete successfully in the future, and increased competition may result in price reductions, reduced gross profit margins, loss of market share and an inability to generate cash flows that are sufficient to maintain or expand our development, which could have a material adverse effect on our business, financial condition and results of operations. See also "*—Counterfeit or "knock-off" products, as well as products that are "inspired-by-BIRKENSTOCK," may siphon off demand we have created for our brand, and may result in customer confusion, harm to our brand, a loss of our market share or a decrease in our results of operations.*"

If we are unable to effectively execute our DTC growth strategy, or if we encounter certain risks and uncertainties associated with our e-commerce platforms, our business may be harmed.

Our DTC channel consists of our e-commerce sites and a network of owned retail stores. Since 2016, we have significantly expanded our DTC channel through the expansion of e-commerce and our own-store network. With our DTC channel representing 38% of our revenues for the fiscal year ended September 30, 2025, one of our strategies is to increase the proportion of our revenues from DTC through the continued expansion of our own-store network and e-commerce business globally. Channel growth dynamics can vary based on consumer preferences.

The success of our e-commerce business depends, in part, on our ability to offer attractive, reliable, secure and user-friendly online platforms for consumers across our markets, including by continuing to invest in our digital infrastructure and digital team. However, our e-commerce business also depends on factors over which we have limited control, including changing consumer preferences and buying trends. Any failure by us, or by any of our third-party digital partners, to provide attractive, reliable, secure and user-friendly online platforms could negatively impact the shopping experience of consumers, resulting in reduced website traffic, diminished loyalty to the BIRKENSTOCK brand and lost revenues.

We are also subject to certain additional risks and uncertainties associated with our e-commerce platforms, including changes in required technology interfaces, website downtime and other technical failures, costs and technical issues from website software upgrades, data and system security, cyber attacks, computer viruses and changes in applicable international, federal and state regulations. We also must keep up-to-date with competitive technology trends and resulting rapid shifts in consumer behavior, including, among other things, the use of new or improved technology, creative user interfaces and other e-commerce marketing tools, such as paid and unpaid search, and mobile applications, which may increase our costs and which may not succeed in increasing revenues or attracting consumers. Emerging trends, such as large multimodal search and agentic AI, may fundamentally alter how customers discover, evaluate, and purchase products, as well as how we operate and deliver services. Any of these changes could require significant adaptation of our business model and capabilities. In addition, the use of credit and debit cards in our online platform, which are handled by external service providers, are subject to rules relating to the processing of credit card payments.

Any of these risks could have a material adverse effect on our business, financial condition and results of operations. See also *"—Our ability to successfully operate and expand retail stores depends on our ability to negotiate lease terms, achieve brand awareness and hire employees, among other factors"* and "*—Risks Related to Intellectual Property, Information Technology and Data Security and Privacy—Our operations, products, systems and services rely on complex IT systems and networks that are subject to the risk of disruption and security breaches*."

Our business is subject to changes in consumer preferences, and if we are unsuccessful in adapting to any such changes, it may adversely impact our business.

Our continued success depends in part on the continued attractiveness of the design, styling, production, merchandising and pricing of our products to consumers. Our products must appeal to a consumer base whose preferences cannot be predicted with certainty and are subject to change as our industry is subject to sudden shifts in consumer trends and spending. Consumers also focus on ESG matters when making purchasing decisions. It is possible that consumer preferences will continue to change based on evolving ethical or social standards, such that certain of our products may potentially become less desirable to certain consumers. Uncertainty in global economic conditions may also result in unpredictable consumer spending trends.

As much of our business is highly concentrated on a single, discretionary product category, footwear, we are vulnerable to changes in consumer preferences that could harm our revenues, profitability and financial condition. We have experienced, and may continue to experience, fluctuations in consumer demand for our products, and our success depends in large part on our ability to develop, market and

deliver innovative and stylish products at a pace, intensity and price competitive with other brands in the markets in which we sell our products. Failure on our part to adequately predict and respond timely to consumer demand and market conditions and to regularly and rapidly develop innovative and stylish products and update core products could limit revenue growth, adversely affect consumer acceptance of our products, harm our competitive position and, if consumer demand for our footwear or other products decreases in the future, our business, financial condition and results of operations could be materially adversely affected.

Our future growth may depend on our marketing efforts, and any failure in our ability to increase or enhance our marketing position could adversely affect demand for our products.

Our success and future growth depends on our ability to attract and retain consumers, which in part may depend on the effectiveness and efficiency of our marketing efforts, including our ability to continue to improve brand awareness, identify the most effective brand messaging and efficient levels of spending in each market, determine the appropriate creative messages and media mix for marketing and promotional expenditure and effectively manage marketing costs. In particular, we may need to increase our marketing spend in order to take advantage of growth opportunities in our growth markets, particularly in Asia and the Middle East, and to accelerate penetration of underserved customer segments in our core markets. We may also be required to increase marketing spend in order to develop our e-commerce business consistent with our strategy. Any factors adversely affecting our ability to increase or enhance our marketing activities and capabilities could adversely affect demand for our products and in turn have a material adverse effect on our business, financial condition and results of operations.

If we fail to attract new customers, retain existing customers or maintain or increase sales to customers, our business, financial condition and results of operations could be harmed.

Our success depends in large part upon increased and repeat adoption of our products by our customers. In order to attract new customers and continue to expand our customer base, we must appeal to and attract customers who identify with our products. If the number of people who are willing to purchase our products does not continue to increase, if key international markets do not provide anticipated growth opportunities, if we fail to deliver a high-quality shopping experience or if our current or potential customers are not convinced that our products are superior to alternatives, then our ability to retain existing customers, acquire new customers and grow our business may be harmed. Further, we may not continue to attract new customers or increase our revenues at the same rates as we have in the past.

In addition, our future success depends in part on our ability to increase sales to our existing customers over time, as a significant portion of our net revenues is generated from sales to existing customers, particularly those existing customers who are highly engaged and make frequent or large purchases of the products we offer. If existing customers no longer find our products appealing or are not satisfied with our customer service or if we are unable to timely update our products to meet current trends and customer demands, our existing customers may not make purchases, or if they do, they may make fewer or smaller purchases in the future.

If we are unable to continue to attract new customers or our existing customers decrease their spending on the products we offer or fail to make repeat purchases of our products, our business, financial condition and results of operations could be harmed.

Merchandise returns could harm our business.

We allow customers to return products purchased through our e-commerce and owned retail stores. For example, for footwear and accessory sales to consumers in Europe and in the U.S., we generally accept merchandise returns for a full refund or exchange if returned within 30 days of delivery. We do not refund shipping charges unless required by law. Our revenue is reported net of sales tax, estimated returns, sales allowances and discounts. We estimate expected product returns based on our historical return rate adjusted for any known factors impacting expectations for future return rate. The return rate impacts reported revenues and profitability. The introduction of new products, changes in customer shopping habits

or other competitive and general economic conditions could cause actual returns to exceed our estimates. If actual return costs differ from previous estimates, the amount of the liability and corresponding revenues are adjusted in the period in which such costs occur. In addition, from time to time, our products may be damaged in transit to the customer, which can also increase return rates. Returned goods may also be damaged in transit as part of the return process, which can impede our ability to resell such returned goods. From time to time, customers abuse our shipping and return policy by, for example, pretending that products have not been delivered or by returning products that have been worn during the return window and therefore cannot be resold. Competitive pressures could cause us to alter our return policies or our shipping policies, which could result in an increase in damaged products and an increase in product returns. If the rate of product returns increases significantly or if product return economics become less efficient, our business, financial condition and results of operations could be harmed.

Counterfeit or "knock-off" products, as well as products that are "inspired-by-BIRKENSTOCK," may siphon off demand we have created for our brand, and may result in customer confusion, harm to our brand, a loss of our market share or a decrease in our results of operations.

We face competition from counterfeit or "knock-off" products manufactured and sold by third parties in violation of our IP rights, as well as from products that are "inspired" by our footwear in terms of design and style, including private label offerings by retailers. In the past, third parties have established websites to target users on Facebook or other social media platforms with "look alike" websites intended to trick users into believing that they were purchasing BIRKENSTOCK products at a steep discount. These activities of third parties have in the past and may in the future result in customer confusion, require us to incur additional administrative costs to manage customer complaints related to counterfeit goods or poor service, divert customers from us, cause us to miss out on sales opportunities and result in a loss of our market share. In addition, third parties may try to offer, and have offered from time to time, their counterfeit products through online platforms and marketplaces, taking advantage of business practices applicable to open market operating models. If counterfeit products are sold in larger than de minimis quantities on e-commerce platforms managed by third parties, our brands and reputation can be severely damaged. In addition, we have refrained, and we may in the future refrain, from using certain third-party websites to distribute our products due to the selling of counterfeit products on such platforms, thereby impacting our revenue from such websites.

In addressing these or similar issues in the future, we may also be required to incur substantial expenses to protect our brand and enforce our IP rights, including through legal action in Germany, the United States or other countries, which could negatively impact our business, financial condition and results of operations. These and similar "counterfeit" or "inspired-by-BIRKENSTOCK" issues could result in customer confusion, harm to our brand and/or a loss of our market share and in turn have a material adverse effect on our business, financial condition and results of operations.

Our ability to successfully operate and expand retail stores depends on our ability to negotiate lease terms, achieve brand awareness and hire employees, among other factors.

Our ability to successfully operate and expand our owned retail stores depends on many factors, including, among others, the availability of attractive store locations, our ability to negotiate acceptable lease terms, including desired rent and tenant improvement allowances, achieve brand awareness, affinity and purchase intent in our markets, achieve increased revenues and gross profit margins at our stores, hire, train and retain store associates and field managers, assimilate store associates and field managers into our corporate culture and source and supply sufficient inventory levels. If we are unable to successfully operate any of our retail stores due to our failure to satisfy any of these factors, our business, financial condition and results of operations could be materially adversely affected.

Tariffs and other changes in international trade policy could adversely affect our business, financial condition and results of operations.

Materials and products imported into the EU, the United States and other countries are subject to import duties. While we have implemented internal measures to comply with applicable customs regulations and to properly calculate the import duties applicable to imported products, customs authorities may disagree with our claimed tariff treatment for certain products, resulting in unexpected costs that may not have been factored into the sales price of such products and our expected margins. In addition, we cannot predict whether future domestic and international laws, regulations or specific or broad trade remedy actions or international agreements may impose additional duties or other restrictions on the importation of products from one or more of our sourcing venues. Any such changes in legislation and government policy may have a material adverse effect on our business, including the imposition of tariffs on certain materials which could increase our product costs.

For example, the tariffs imposed by the U.S. administration in early April 2025 (Liberation Day), and the countermeasures taken by the EU and other countries since, significantly increased the level of geopolitical and macroeconomic uncertainty. Although on July 27, 2025, the United States and the EU announced a trade deal, subject to which all goods imported from the EU to the United States are subject to at least 15% U.S. tariffs, the rapidly changing global trade environment has introduced a significant amount of uncertainty and potential disruption. Any recently imposed, new or increased tariffs or other trade barriers could adversely affect consumer behavior and demand for our products, negatively impact our ability to manage inventory and/or dampen economic growth or lead to a recession in certain countries or globally, each of which factors could have a material adverse effect on our business, financial condition and results of operations.

As we seek to unlock the large growth potential of the Asian market, an escalating global trade war, including between the United States and China, could harm our business and growth prospects. Trade barriers and other governmental action related to tariffs or international trade agreements around the world have the potential to decrease demand for our products, negatively impact suppliers and adversely impact the economies in which we operate. Trade barriers and other governmental action related to tariffs or international trade agreements could increase the cost of raw materials and components used in certain of our products, which could in turn increase our cost of goods sold, which could have a material adverse effect on our business, financial condition and results of operations.

Leasing of significant amounts of real estate exposes us to possible liabilities and losses.

We lease certain of our logistics and production sites, office spaces, retail spaces and storage spaces. Accordingly, we are subject to the risks associated with leasing real estate. Store leases generally require us to pay a fixed minimum rent and sometimes a variable amount based on a percentage of revenues at that location. For certain leases, if revenue targets are not achieved or if the revenue-based rent amount decreases below a certain minimum, the lessor may terminate the lease agreement, unless we agree to an increased fixed fee rent. Moreover, in relation to certain lease agreements entered into for retail space in shopping or outlet centers, we may also enter into a service and marketing agreement, specific to such shopping or outlet center, which may contain conditions that differ from the marketing practices we usually adopt. Some of our lease agreements provide for an annual automatic renewal if not terminated by either of the parties, which may allow our lessors to terminate on relatively short notice. If an existing or future store is not profitable, and we decide to close it, we may be committed to perform certain obligations under the applicable lease, including, among other things, paying rent for the balance of the applicable lease term. As each of our leases expires, if we do not have a renewal option, we may be unable to negotiate a renewal on commercially acceptable terms, or at all, which could cause us to close stores in desirable locations. Any of the above could have a material adverse effect on our business, financial condition and results of operations.

We own the majority of our production sites and one of our largest logistics sites, including machinery. Because real property investments are relatively illiquid, our ability to promptly sell one or more properties on reasonable terms in response to changing economic, financial and investment conditions may be limited and we may be forced to hold non-income producing properties for extended periods of time, exposing us to possible liabilities and losses.

We own the majority of our production sites and one of our largest logistics sites, including machinery. Because real property investments are relatively illiquid, our ability to promptly sell one or more properties on reasonable terms in response to changing economic, financial and investment conditions may be limited and we may be forced to hold non-income producing properties for extended periods of time, exposing us to possible liabilities and losses. In addition, even if we are able to promptly sell one or more of our properties, we cannot predict whether we will be able to sell such properties for the price or on the terms that we set or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of any property we might wish to sell. Switching production sites would involve increased expenses, including due to movement of existing machinery and potential idling of existing owned production sites. Any of the above could expose us to possible liabilities and losses and have a material adverse effect on our business, financial condition and results of operations.

Our non-footwear products face distinct risks, and our failure to successfully manage these businesses could have a negative impact on our profitability.

In addition to our core footwear products, our product offering includes skincare, accessories and sleep systems. The successful operation and expansion of these products are subject to certain business and operational risks that are different from those we experience with our footwear products, including an intense competitive environment, where we face a number of large and specialized competitors with an established market presence, and a different regulatory framework. Failure to successfully manage these products could result in increased costs and a reduction of revenues affecting our profitability, as well as damage to our reputation and brands, which could in turn have a material adverse effect on our business, financial condition and results of operations.

Our financial results may be adversely affected if substantial investments in businesses and operations fail to produce expected returns.

From time to time, we invest in technology, business infrastructure, new businesses, new product offerings, manufacturing innovation and the expansion of existing businesses, such as the investment in our Pasewalk, Germany production site, the redesign of our Görlitz, Germany production site, the investment in our Portuguese components operation, and the recent signing of a definite agreement to acquire a production facility in Wittichenau, Germany, which require substantial cash investments and management attention. We believe cost-effective investments and further integration of our production operations are essential to business growth and profitability; however, significant investments are subject to risks and uncertainties inherent in developing a new business or expanding an existing business. The failure of any significant investment to provide expected returns or profitability in a timely manner or at all could have a material adverse effect on our business, financial condition and results of operations.

We may seek to grow our business through acquisitions of, or investments in, facilities or technologies or through other strategic initiatives; the failure to adequately manage these acquisitions, investments or initiatives, integrate them with our existing business or realize anticipated returns could adversely affect us.

From time to time, we consider opportunities to acquire or make investments in facilities or technologies or pursue other strategic initiatives that may enhance our capabilities or expand our production and supplier network. For example, in September 2025, we signed a definite agreement to purchase a production facility in Wittichenau, Germany, and in October 2025, we completed the acquisition of our long-standing distributor Birkenstock Australia Pty. Ltd. Acquisitions, investments and other strategic initiatives involve numerous risks, including problems integrating the acquired facilities or technologies, as well as

issues maintaining uniform standards, procedures, controls, policies and culture; unanticipated costs associated with acquisitions, investments or other strategic initiatives; diversion of management's attention from our existing business; adverse effects on existing business relationships with suppliers, outsourced manufacturing partners and other third parties; potential loss of key employees of acquired businesses; and increased legal and accounting compliance costs.

We may be unable to identify acquisitions, investments or other strategic initiatives we deem suitable. Even if we do, we may be unable to successfully complete any such transactions on favorable terms or at all, or to retain any key personnel, suppliers or customers. Furthermore, even if we complete such transactions and effectively integrate the newly acquired business or strategic initiative into our existing operations, we may fail to realize the anticipated returns or fail to capture the expected benefits in a timely manner or at all, such as strategic or operational synergies or cost savings. The efforts required to complete and integrate these transactions could be expensive and time-consuming and may disrupt our ongoing business and prevent management from focusing on our operations. If we are unable to identify suitable acquisitions, investments or other strategic initiatives, if we are unable to integrate any acquired facilities or technologies effectively or if we fail to realize anticipated returns or capture expected benefits, it could have a material adverse effect on our business, financial condition and results of operations.

We have grown rapidly in recent years and we have limited operating experience at our current scale of operations. If we are unable to manage our operations at our current size or manage any future growth effectively, our brand image and financial performance may suffer.

We have expanded rapidly, leading our transition to become a revered global brand and we have limited operating experience at our current size. Our substantial growth has placed a significant strain on our management systems and resources. If our operations continue to grow, of which there can be no assurance, we will be required to continue to expand our sales and marketing, product development, planning, production, logistics, and distribution functions, to upgrade our management information systems and other processes and to obtain more space for our production facilities. Moreover, our new innovations may require either new or different infrastructure, relationships or processes. Our continued growth could increase, and has increased from time to time, the strain on our resources potentially leading to serious operating difficulties, including difficulties in hiring, training and managing an increasing number of employees, difficulties in obtaining sufficient raw materials and manufacturing capacity to produce our products and delays in production and shipments. The ongoing expansion of our production facilities, including at our sites in Arouca and Görlitz and, going forward, at our new facility in Wittichenau, Germany, which we signed a definite agreement to acquire in September 2025, could cause, and has in the past caused, inefficiencies resulting from, among other things, the movement of machinery, idling of existing production lines and the integration of IT-systems, such as SAP. These difficulties could lead, and have in the past led, to capacity limitations, which in turn could likely result in the erosion of our brand image and may have a material adverse effect on our business, financial condition and results of operations.

Challenging business, economic, market or political conditions may adversely affect our business, financial condition and results of operations.

Our business, financial condition and results of operations may be materially adversely affected by a challenging economic climate, including reductions in consumer spending, tariffs and other trade policy actions, adverse changes in interest rates, adverse changes in currency exchange rates, volatile commodity and other markets, inflation and contraction in the availability of credit in the market. For example, discretionary spending generally declines during periods of economic uncertainty. In a prolonged economic downturn in the regions in which we operate, we may experience declining revenues or decelerating revenue growth as a result of general reduced consumer spending. In addition, consumers have access to lower-priced offerings and, during economic downturns, may shift purchases to these lower-priced or other perceived value offerings. These trends also affect the business of our wholesale customers, which in turn has an adverse impact on our revenues from these distribution channels. As a result, a slow-down in the general economy may cause a decline in demand for our products. If economic conditions result in

decreased spending on footwear and have a negative impact on our consumers and suppliers, our business, financial condition and results of operations may be materially adversely affected.

It is difficult to predict how economic conditions will develop, as they are impacted by macro movements of the financial markets and many other factors, including the stock, bond and derivatives markets as well as measures taken by various governmental and regulatory authorities and central banks. Uncertainty remains in the global markets and the global economy could experience another recession, or a depression, which could be more prolonged or have a greater financial impact than the global recession that began in 2008. Any downturns in general economic conditions that impact consumer spending, including inflation and particularly in the countries where we sell a significant portion of our products, could have a material adverse effect on our business, financial condition and results of operations. See also "*—Risks Related to Economic, Market and Political Matters—Inflation could adversely impact our business, financial condition and results of operations.*"

Our business, financial condition and results of operations may also be materially adversely affected by a challenging political climate, including events such as invasions, wars, civil unrest and terrorist activities and the imposition of sanctions and importation limitations. As examples, the conflict in the Middle East involving Israel, the Hamas in Gaza and the Hezbollah in Lebanon, and the war between Russia and Ukraine have led to disruption, instability and volatility in global markets and industries (see also "*—If we encounter operational challenges relating to the distribution of our products, our business could be adversely affected.*"). In response to the war between Russia and Ukraine, the United States, the EU and other governments in jurisdictions in which we operate have imposed sanctions and export controls against Russia and Russian interests, including restrictions on selling or importing goods, services or technology in or from affected regions and travel bans and asset freezes impacting connected individuals and political, military, business and financial organizations in Russia. Such governments have threatened additional sanctions and controls and may take other actions should the conflict further escalate. We have no operations in Russia or Ukraine, but the war continues to impact the surrounding region. While we have not experienced material supply chain disruptions to date, we are unable to predict how the war between Russia and Ukraine will develop or guarantee that we will not experience material supply chain disruptions in the future, including as a result of the conflict in the Middle East. Any further escalation or widening of such existing conflicts, e.g. with respect to Iran's direct attacks on Israel and Israel's retaliation, or in light of North Korea's apparent involvement in the war between Russia and Ukraine, as well as any new conflicts (for example, involving China and Taiwan), could have a further adverse impact on the global economy, supply chains and demand, thereby materially adversely affecting our business, financial condition and results of operations.

Inflation could adversely impact our business, financial condition and results of operations.

Inflation in the EU, the United States and other jurisdictions in which we operate began to rise significantly in late 2021, although it has slightly improved in fiscal 2024 and fiscal 2025. The rise of, and uncertainty regarding, inflation is primarily believed to be the result of the economic impacts from pandemics, including the global supply chain disruptions, government stimulus packages, strong economic recovery and associated widespread demand for goods, as well as geopolitical conflicts, and recently imposed, new or increased tariffs, among other factors. For instance, global supply chain disruptions have resulted in shortages in materials, which has led to inflationary cost increases for materials and energy, and could in the future cause further cost increases as well as scarcity of certain products. We have experienced, and may in the future experience, inflationary pressures in certain areas of our business, including with respect to employee wages and the cost of materials, transportation and energy. We cannot predict any future trends in the rate of inflation or associated increases in our operating costs along with a potential weakening of consumer spending power and how that may impact our business. To the extent we are unable to recover higher operating costs and a potential weakening of consumer spending power resulting from inflation or otherwise mitigate the impact of such costs on our business, our revenues and

gross profit margins could decrease, and our business, financial condition and results of operations could be adversely affected.

We are exposed to currency exchange rate fluctuations.

As we conduct business and operate internationally, we are exposed to the risk of foreign currency exchange rate fluctuations arising from transactions that are denominated in currencies other than the functional currency of the respective fully consolidated subsidiary. This foreign currency risk is primarily driven by intercompany receivables for inventory as Birkenstock Global Sales GmbH, a subsidiary of ours, transfers inventory from our production sites/logistics centers in Germany to the third-party fulfillment centers of other subsidiaries, for which, in most cases, the intercompany invoices are denominated in the local currency of the receiving entity. We are particularly exposed to fluctuations in the exchange rate of the U.S. Dollar to the Euro because we have a significant presence in the United States. We have experienced and may continue to experience increased adverse foreign currency fluctuations, which we attribute, in part, to the significant uncertainty surrounding the global trade environment. See also "*—Tariffs and other changes in international trade policy could adversely affect our business, financial condition and results of operations.*"

Furthermore, we have provided non-Euro intercompany loans within our consolidated group, representing a monetary asset/liability denominated in a currency other than the functional currency for one of the participants of the loan agreement triggering foreign currency income impacts. Additionally, the Tax Receivable Agreement presents an additional foreign exchange risk. For the U.S. based cash flows (and for the Euro-derived German tax benefit cash flows, upon their conversion in accordance with the terms of the TRA) the TRA liability is denominated in USD, but the functional currency of the contractual party, Birkenstock Holding plc, is the Euro. Hence, the monetary liability for those parts of the TRA that are being re-measured at each period-end triggers a foreign currency gain/loss. See also *"Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Tax Receivable Agreement."*

Where possible, we manage foreign currency risk by matching same currency revenues to same currency expenses. However, we are exposed to risk as a result of the increasing amount of invoicing being done in local currency, particularly by our subsidiaries in the United States. While such currency risks are monitored by our senior management in the context of annual budgeting and the hedging strategy is adjusted from time to time during the course of the year, there is no guarantee that our hedging strategy is successful.

In addition, while we report our results in Euro, we have revenues, expenses, assets and liabilities in other currencies, primarily as a result of our ownership of subsidiaries located in other countries. Our subsidiaries' assets and liabilities are translated based on the exchange rate on the balance sheet date, and income statement items are translated based on the average exchange rate during the relevant financial period. Exchange rates have seen significant fluctuation in recent years, and significant increases in the value of the Euro relative to such currencies have had from time to time, and in the future could have, a material adverse effect on our reported financial results. As a result, any fluctuations in currency exchange rates could have a material adverse effect on our business, financial condition and results of operations.

Our business, financial condition and results of operations could be adversely affected by global or regional health events and related government, private sector and individual consumer responsive actions.

The occurrence or resurgence of global or regional health events, such as pandemics, and related governmental, private sector and individual consumer responses, could contribute to a recession, depression, or global economic downturn, reduce store traffic and consumer spending, result in temporary or permanent closures of retail locations, offices, and factories, and could negatively impact the flow of goods. Such events could cause health officials to impose restrictions and recommend precautions to mitigate the health crisis such as the temporary closure of our stores, limitations on the number of visitors allowed in our stores at any single time, minimum physical distancing requirements, and limited operating hours. A health event could also have, and has had from time to time, a negative impact on our employees, customers, and brand by reducing consumer willingness to visit stores, malls, and lifestyle centers, and

employee willingness to staff our stores. A global or regional health event may also cause long-term changes to consumer shopping behavior, preferences and demand for our products that may have a material adverse effect on our business, financial condition and results of operations.

A global or regional health event could have, and has had from time to time, a significant and adverse impact on our supply chain if the factories that manufacture our products, the distribution centers where we manage our inventory, or the operations of our logistics and other service providers are disrupted, temporarily closed, or experience worker shortages.

Risks Related to Our Sales and Distribution Channels

Our sales and distribution channels are dependent on cooperation with third parties.

We rely on our ability to work together with third parties in our B2B channel to ensure that our products are sold in environments and in a manner consistent with our brand image. For the fiscal year ended September 30, 2025, sales through third parties in our B2B channel accounted for 62% of revenues. In the event of a dispute with a wholesaler or distributor, we may not have adequate contractual recourse, and insurance, if any, may not be sufficient to cover the cost of a potential claim. If we cannot replace or engage such third parties that meet our specifications in a short period of time, that could increase our expenses and cause shortages of our products. In addition, actions by these third-party sales and distribution channels that do not comply with our policies, such as presenting our products in a manner inconsistent with our preferred positioning or offering our products alongside "look-alike" products, could damage our brand and reputation. If our third-party partners do not maintain the standards of quality, brand positioning and exclusivity we require, or if they otherwise misuse the BIRKENSTOCK brand, there is a risk that our reputation and the integrity of the brand may be damaged. This may in turn have a material adverse effect on our business, financial condition and results of operations.

We face risks arising from the transformation of our operations through the conversion of wholesale distribution markets to owned and operated markets, as well as any productivity or efficiency initiatives we undertake in the future.

We continuously assess opportunities to streamline operations, achieve cost savings and fuel long-term profitable growth. For example, in some regions we have evolved our global distribution strategy from primarily wholesale distribution to operating through owned individual offices and local entities, with a view to having further distribution control as well as driving revenue. The implementation of our transformation strategy presents a number of significant risks, including: actual or perceived disruption of service or reduction in service levels to customers and consumers; actual or perceived disruption to suppliers, distribution networks and other important operational relationships and the inability to resolve potential conflicts in a timely manner; difficulty in obtaining timely delivery of products of acceptable quality from suppliers; diversion of management attention from ongoing business activities and strategic objectives; disruption to our culture; failure to maintain employee morale and retain key employees; and actual or threatened claims and law suits from current or former distributors.

In addition, relationships with certain of our distributors, particularly in markets outside of Europe, are not governed by written contracts, and disputes have arisen and may in the future arise with respect to such relationships, with such disputes potentially resulting in litigation or settlement proceedings. Such disputes could have a negative impact on our brand. Furthermore, if we experience adverse changes to our business, restructuring or reorganization activities may be required in the future. Due to these and other factors, we cannot predict whether we will fully realize the purpose and anticipated benefits or cost savings of any restructuring, productivity or efficiency initiatives, including the conversion of distributor markets to owned and operated markets, and, if we do not, this could have a material adverse effect on our business, financial condition and results of operations.

If we encounter operational challenges relating to the distribution of our products, our business could be adversely affected.

We rely on both our own and third-party logistics centers to warehouse and ship products to our e-commerce customers, retail stores, wholesale partners and distributors throughout the world. These centers are subject to operational risks, including, among other things, mechanical and IT system failure, cyber-attacks, work stoppages or increases in transportation costs and the impact of pandemics, diminished vessel capacity, port congestion and strikes, cross border trade barriers, natural disasters, political crises, civil unrest and other catastrophic events. Such and other disruptions could have an adverse effect on the availability of our in-store and warehoused inventory and would divert financial and management resources. In addition, distribution capacity is dependent on the timely performance of services by third parties, including the transportation of products to and from their distribution facilities. If we encounter problems with our distribution systems, whether our own or those of third parties, our ability to meet customer and consumer expectations, manage inventory, complete sales and achieve operating efficiencies could be adversely affected. Additionally, the success of our e-commerce business and the satisfaction of consumers depend on their timely receipt of products. The efficient flow of our products requires that our own and third-party operated distribution facilities have adequate capacity to support the current level of e-commerce sales and any anticipated increased levels that may follow from the planned growth of that part of our DTC channel. As a result, we could incur, and from time to time have incurred, significantly higher costs and longer lead times associated with distributing our products to consumers and experience dissatisfaction from consumers, which could have a material adverse effect on our business, financial condition and results of operations.

For example, recently ports in Northern Europe, including Rotterdam and Antwerp, were affected by labor strikes, as were ports at the U.S. East Coast in the past, which combined with the ongoing war between Russia and Ukraine as well as the conflict in the Middle East and the related Red Sea crisis, where Houthi forces based in Yemen and backed by Iran have been attacking freighters, have impacted lead times, and the resulting financial and economic sanctions imposed by various countries and organizations have affected transportation costs.

In addition, we use independent distributors and wholesalers to sell our products in certain of our markets. Failure by our distributors or wholesalers to meet planned annual revenue goals or to make timely payments on amounts owed to us due to, for example, economic difficulties faced by such distributors could have an adverse effect on our business, financial condition and results of operations, and it may be difficult and costly to locate an acceptable substitute distributor or wholesaler. If a change in distributor or wholesaler becomes necessary, we may experience increased costs, as well as substantial disruption and a resulting loss of revenues and brand equity in the market where such distributor or wholesaler operates, which could have a material adverse effect on our business, financial condition and results of operations.

If our relationship with one or more major wholesale partners deteriorates or terminates, our business could be adversely affected.

While our strategy is to continue to grow our DTC channel, our ability to attract and retain strategic wholesale partners remains critical to our continued success and growth.

Our wholesale partners purchases generally occur on an order-by-order basis, under a variety of framework agreements. If any major wholesale partner decreases or ceases purchasing from us, cancels its orders, reduces the floor space, assortments, fixtures or advertising for our products or changes the manner of doing business with us for any reason, including as a result of a consolidation among our wholesale partners, such actions could adversely affect our business. In addition, a decline in the performance or financial condition of a major wholesale partner, including bankruptcy or liquidation, could result in a material loss of revenues to us and cause us to limit or discontinue business with that partner, require us to assume more credit risk relating to our receivables from that partner or limit our ability to collect amounts related to previous purchases by that partner. For example, as a precautionary matter, we have, from time to time, requested certain wholesale partners pay deposits for their orders. These

measures and other measures we may adopt to mitigate credit risk, however, may not be successful. In addition, retail consolidation could lead to fewer wholesale partners, wholesale partners seeking more favorable price, payment or other terms from us and a decrease in the number of stores that carry our products. While we seek to insure credit risk in certain cases, there can be no assurance that in the future we will be able to obtain credit risk insurance at commercially attractive terms or at all.

If our relationship with one or more major wholesale partners deteriorates or terminates, or if other changes occur in the wholesale channel that adversely impact our relationships with such third parties, this could lead to a material adverse effect on our business, financial condition and results of operations.

Our reliance on services arrangements with third-party service providers exposes us to a range of potential operational risks.

We have entered into a number of services arrangements with third-party service providers for the operation of distribution centers. In addition, we have entered into service agreements with third-party providers in Portugal, primarily for the production outsourcing of leather components.

In the event the services of these service providers are disrupted or terminated and we do not engage suitable replacements on commercially acceptable terms or in a timely manner, we may not be able to effectively deliver our products to consumers and our wholesale partners, which may have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Supply Chain

Our business is affected by seasonality and weather conditions, which from time to time results in fluctuations in our operating results as well as excess or reduced inventory.

Our business is affected by seasonality, and demand in our channels varies by time of year. Our products, particularly our *Core Silhouettes*, were traditionally suited for warm weather. As a result, when the weather conditions vary significantly from typical conditions in our key markets, such as an unusually cold summer, consumer demand for our products is adversely affected.

While we manufacture our footwear year-round, we build inventory between October and January to prepare for increased demand during the subsequent summer season. Starting in May and during the warmer months of the year, demand for our products from our DTC channel increases. Demand for our products from our B2B channel increases from December through March. We incur significant additional expenses in advance of and during this period in anticipation of higher sales during that period, including the cost of additional inventory, which is stored on palettes in our warehouses until shipped, fixed cost such as rent and lease agreements for retail shops and outlets as well as depreciation and amortization of production plants.

Lower demand may result in excess inventory, which may require us to sell these products at discounted prices or to build up more finished goods inventory than expected and incur additional costs, which could, in turn, adversely affect our results of operations. At the same time, if we are unable to procure certain raw materials due to supply chain disruptions or fail to manufacture a sufficient quantity of merchandise, we may not have an adequate supply of products to meet consumer demand. If weather conditions permit us to sell seasonal products early in the season, this may reduce inventory levels needed to meet customers' needs later in that same season, which could have a negative impact on our revenues during our busiest season. Any inability to effectively manage seasonality and weather conditions could have a material adverse effect on our business, financial condition and results of operations. See also *"—Our operating results depend on effectively managing inventory levels, and any excess inventories or inventory shortages could harm our business."*

Any adverse events influencing either the sustainability of the supply chain or our relationship with any major supplier or any increases in the costs of raw materials or labor, or any scarcity thereof, could adversely affect our business.

Our ability to competitively price our products depends on the cost of components (including those produced at our manufacturing facility in Arouca, Portugal), services, labor, equipment and raw materials, including leather and other materials used in the production of our products. The cost of services and materials is subject to change based on availability and market conditions that are difficult to predict. Various conditions, such as changes in food consumption patterns affecting the availability of leather, as well as changes in climate conditions impacting the availability of cork, jute or latex, affect the cost of our footwear. However, very few raw materials are traded as commodities (e.g., latex). We use certain public price and market tracking information as references for price developments. Factors such as weather and climate conditions, demand of competing industries (e.g., leather for car manufacturers, furniture) and general economic factors, such as global supply chain flows, supply and demand and raw material price developments, affect the cost of our materials.

We source components and other raw materials (including leather, EVA, cork, adhesives, natural latex, jute, copper, wool felt and brass buckles) from suppliers located mainly in Europe, but also in Turkey, the Americas and Asia. For certain materials, we may rely on specific suppliers that are able to meet the level of quality and supply we require. For example, although our leathers are sourced from different tanneries, our requirement for materials of high quality may result in reducing the pool of available tanneries that can meet such requirements. In addition, some of our products use materials of high technical complexity and high-quality standards, such as EVA, or that require specific IP rights, such as the EVA buckles. We also have some regional dependencies. For example, while we do have multiple cork suppliers, they are predominantly based in Portugal, thus creating a specific geographical dependency, and we have similar regional dependencies for other raw materials. Such geographic dependencies expose us to risks in the case of, for example, extreme weather events affecting such areas.

Our relationships with suppliers are either based on individual purchase orders, on purchase orders governed by a framework agreement or on separate agreements governing the conditions for the supply of specific materials. Although our contracts with these suppliers contain provisions that ensure the suppliers are not able to terminate the contract on short notice, if one or more of these suppliers is unable to supply or decides to cease supplying us with raw materials and components, or decides to increase prices significantly due to indirect price increases, shortages or for other reasons that may be beyond our control, we may be unable to identify alternative suppliers of such materials at a reasonable cost or at all and, in any event, it may take a significant period of time to receive any materials from alternative suppliers. Moreover, if we expand beyond the production capacity of our current suppliers as we continue to grow, we may not be able to find new suppliers with an appropriate level of expertise and capacity in a timely manner.

In addition, with some exceptions, our arrangements with our suppliers generally are not exclusive. As a result, our suppliers could provide similar products for our competitors, some of which could potentially purchase products in significantly greater volume. Further, while certain of our long-term contracts stipulate contractual exclusivity, those suppliers could choose to breach our agreements and work with our competitors. Our competitors could enter into restrictive or exclusive arrangements with our suppliers that could impair or eliminate our access to supplies. Our suppliers could also be acquired by our competitors, and may become our direct competitors, thus limiting or eliminating our access to supplies.

Our supply chain could also be materially adversely affected by a number of other factors, including, among other things, increasing costs of labor, scarcity of labor at our production sites or at our office locations, potential economic and political instability in countries where our suppliers are located, increases in shipping or other transportation costs, manufacturing and transportation delays and interruptions, whether as a result of natural disasters or force majeure events (including, without limitation, unrest, civil disorder, war, terrorist attacks, subversive activities or sabotage, fires, floods, explosions, epidemics, pandemics or other catastrophes), industrial action in the supply chain or other factors, supplier compliance

with applicable laws and regulations, adverse fluctuations in currency exchange rates and changes in laws affecting the importation and taxation of goods, including duties, tariffs and quotas, or changes in the enforcement of those laws. We may also be subject to potential reputational damage if one or more of our suppliers violates or is alleged to have violated applicable laws or regulations including improper labor conditions or human rights abuses, fails to meet our requirements or does not meet industry standards and safety specifications.

Any of these risks, in isolation or in combination, could restrict the availability of merchandise or significantly increase the cost of such merchandise, require us to divert financial and management resources and subject us to reputational damage, any of which could have a material adverse effect on our business, financial condition and results of operations.

Our operating results depend on effectively managing inventory levels, and any excess inventories or inventory shortages could harm our business.

Efficient inventory management is a key component of our business success and profitability, and our ability to manage our inventories effectively is an important factor in our operations. Inventory shortages can impede, and from time to time have impeded, our ability to meet demand, adversely affect the timing of shipments to customers and, consequently, diminish brand loyalty and decrease revenues. Conversely, excess inventories can result in lower gross profit margins if we lower prices in order to liquidate excess inventories. In addition, inventory may become obsolete as a result of changes in consumer preferences or otherwise. In most of our markets and channels, we forecast demand and pre-produce products based on such forecasts. However, our forecasts may not accurately predict consumer trends or purchasing actions and therefore may not match actual demand. The accuracy of our forecasts is especially dependent on our overall lead time which is subject to several factors, including the lead time of material and service providers and the duration of our internal business process. Longer overall lead times may lead to less accurate forecasts. If we have inadequate inventory to meet customer demand, then we experience delays in delivering products to customers. Conversely, if we have excess inventory, we may have to take unanticipated markdowns to dispose of such excess inventory. Any inability to effectively manage our inventory could have a material adverse effect on our business, financial condition and results of operations.

Unforeseen business interruptions at our production facilities or other operational problems may lead to production bottlenecks or project delays.

Our success depends in part on the uninterrupted and reliable operation of our manufacturing operations. Unforeseen disruption of a production facility could be caused by a number of events, including a maintenance outage, power or equipment failure, fires, floods, earthquakes or other natural disasters, social unrest or terrorist activity, work stoppages, public health concerns (including pandemics), regulatory measures or other operational problems.

A prolonged disruption at a manufacturing facility could result in production downtimes or temporary operation at reduced capacity preventing us from completing production in a timely manner, leading to loss of business volume and reduced productivity or profitability at a particular production site. Less severe problems involving our production facilities, such as missed shipment dates, split shipments, defective software or materials or logistics problems, could lead to delays. Any unplanned production downtime, stoppage at our facilities or project sites, serious accidents or other operational problems and delays, if significant, could have a material adverse effect on our business, financial condition and results of operations.

Shipping and delivery are critical parts of our business and any changes in, or disruptions to, our shipping and delivery arrangements could adversely affect our business, financial condition and results of operations.

We rely on several ocean, air parcel and “less than truckload” carriers to deliver the products we sell. If we are not able to negotiate acceptable pricing and other terms with these providers, or if these providers experience performance problems or other difficulties in processing our orders or delivering our

products to customers, it could negatively impact our customers' experience as well as our business, financial condition and results of operations. For example, changes to the terms of our shipping arrangements or the imposition of surcharges or surge pricing have impacted from time to time, and could in the future adversely impact, our margins and profitability. In addition, our ability to receive inbound inventory efficiently and ship merchandise to customers may be negatively affected by factors beyond our and these providers' control, including pandemics, weather, fires, floodings, power losses, earthquakes, acts of war or terrorism or other events specifically impacting other shipping partners, such as labor disputes, financial difficulties, system failures and other disruptions to the operations of the shipping companies on which we rely. We have in the past experienced, and may in the future experience, shipping delays for reasons outside of our control. We are also subject to risks of damage or loss during delivery by our shipping vendors. If the products ordered by our customers are not delivered in a timely fashion, including to international customers, or are damaged or lost during the delivery process, our customers could become dissatisfied and cease buying products from us, which would adversely affect our business, financial condition and results of operations.

Fluctuations in product costs and availability due to fuel price uncertainty could negatively impact our business, financial condition and results of operations.

We rely upon various means of third-party transportation to deliver products from our manufacturing facilities to our distribution centers, from our distribution centers to our stores and directly to our customers. Consequently, our results may be affected by those factors affecting transportation, including the price of fuel and the availability of aircraft, ships, trucks and personnel. The price of fuel and demand for transportation services has fluctuated significantly in recent years, including as a result of the ongoing war between Russia and Ukraine as well as the conflict in the Middle East, and has resulted in increased costs for us. In addition, changes in regulations may result in higher fuel costs through taxation, transportation restrictions or other means. Fluctuations in transportation costs and availability could adversely affect our business, financial condition and results of operations.

Risks Related to Our Employees and Operations

Our success depends substantially on our ability to attract, hire, train and retain experienced management and personnel.

Our management team has substantial expertise and industry experience and the loss of key members of management could adversely affect our ability to implement our strategic objectives. Further, we are also dependent on personnel that are highly skilled and qualified in the consumer goods industry as well as in design, merchandising and digital activities.

Our success in attracting and retaining such personnel depends on a variety of factors, including the supply of qualified candidates in the relevant market, as well as our compensation and benefit programs, work environment, career development opportunities, commitment to diversity and public image. Competition for qualified personnel is increasing, in particular for, but not limited to, SAP specialists, other IT personnel and electricians in our manufacturing facilities. Attracting new personnel also depends on the good brand image and the reputation of our Company. If our brand image is adversely impacted as a result of employee relations issues, such as issues related to discrimination, harassment or a lack of, or perceived lack of, support for diversity initiatives, our ability to hire and retain experienced personnel may be reduced. There can be no assurance that we will be successful in attracting and retaining experienced management and key technical personnel and any failure to do so could have a material adverse effect on our business, financial condition and results of operations.

We are highly dependent on the services and reputation of Oliver Reichert, our Chief Executive Officer.

We are highly dependent on the services and reputation of Oliver Reichert, our Chief Executive Officer. Mr. Reichert is a significant influence on and driver of our business plan. If Mr. Reichert were to discontinue his service due to death, disability or any other reason, or if his reputation is adversely impacted

by personal actions or omissions or other events within or outside his control, we may be significantly disadvantaged and we may have difficulty finding a successor. Further, we do not maintain key-person insurance for our senior management. Mr. Reichert's departure from the Company could have a material adverse effect on our business, financial condition and results of operations.

Mr. Reichert also has significant responsibilities, and may devote a substantial amount of time serving, as managing director for the investment office of Christian Birkenstock as well as the former Birkenstock GmbH & Co. KG (now Ockenfels Group GmbH & Co. KG and its subsidiaries). A number of our properties are leased or subleased to our subsidiaries from such entities. We believe these arrangements are on an arm's length basis; however, a conflict may arise that could adversely affect the interests of our shareholders, including conflicts involving compliance with payment and performance obligations under existing leases or negotiation of the terms of and performance under additional leases we may enter into with these entities managed by Mr. Reichert. Such positions may generally give rise to fiduciary or other duties in conflict with the duties Mr. Reichert owes to us and may compete with his ability to devote a sufficient amount of attention toward his obligations to us, or to day-to-day activities of our business, leading to a material adverse effect on our business, financial condition and results of operations.

We are dependent on good relationships with our employees, employee representative bodies and other stakeholders.

We are dependent on good relationships with our employees, employee representative bodies such as works councils (*Betriebsräte*) and group work council (*Konzernbetriebsrat*), and other stakeholders to successfully operate our business. Personnel expenses make up a significant portion of our costs and we are obliged to comply with various works council and other agreements that are in place with works councils and other employee representative bodies. In addition, we have a collective bargaining agreement in one of our facilities in Germany. At our German locations we regularly conduct, or are involved in, negotiations with the relevant employee representative bodies, are engaged in a constant dialogue about any topics, which are subject to co-determination, and strive to maintain a balanced relationship with unions. Any deterioration of these relationships could adversely impact our business, financial condition and results of operations.

Although we believe that we generally have good relations with employee representatives and employees today, there is no guarantee that these relations will not deteriorate and that labor disputes will not arise in the future. We have occasionally had to deal with strikes or similar conflicts with trade unions and our employees in the past and may be confronted with them again in the future. In particular, conflicts could arise when current collective agreements expire or need to be renegotiated. Such strikes, conflicts, work stoppages or other industrial action could disrupt our production and sales activities, damage our reputation and adversely affect our customer relationships, which in turn could have a material adverse effect on our business, financial condition and results of operations.

Works councils and collective agreements may impose obligations and restrictions on us that may adversely affect our flexibility to undertake adjustments to our workforce, restructurings, reorganizations and similar corporate actions. In addition, certain measures we undertake are generally subject to works councils' codetermination rights, in particular in relation to occupational pension schemes, the implementation and use of IT systems, variable remuneration schemes and working time systems. Potentially extensive exercise of codetermination rights by the works councils may result in operational difficulties and in us being prevented from implementing planned policy or IT system changes, among other things.

Risks Related to Intellectual Property, Information Technology and Data Security and Privacy

If we are unable to adequately protect, maintain and enforce our trademarks and other IP rights, our business could be materially adversely affected.

Our business is dependent on our ability to protect, maintain and enforce our trademarks and other IP rights. We own a portfolio of United States and international IP rights for our brands and certain of our product designs. Patent, trademark and other IP laws vary significantly throughout the world. A number of foreign countries do not protect IP rights to the same extent as they are protected in the United States. Therefore, our IP rights may not be as strong or as easily enforced outside of the United States. The BIRKENSTOCK brand is our most material IP asset. We endeavor to enforce our IP rights against any third parties that we believe are infringing, misappropriating or otherwise violating such rights. We cannot be sure that the actions we take to establish and protect our trademarks and other IP rights will be adequate, and we may not be, and from time to time have not been, able to prevent imitation of our products by others. Third parties have in the past and may in the future create counterfeit products using our brand and trademarks, or otherwise infringe, misappropriate or otherwise violate our IP rights. Monitoring unauthorized use of our IP is difficult and costly, and we may not always be able to secure protection for, become aware of or stop infringement, misappropriation or other violations of, our IP rights. From time to time, we may need to resort to litigation to enforce our IP rights, which could result in substantial costs and diversion of our resources. In addition, third parties may seek to challenge, and have challenged in certain instances, the validity or enforceability of our trademarks or other IP rights. We do not and will not always succeed in defending against all such claims, which may result, and in certain instances has resulted, in some of our trademarks or other IP rights being cancelled.

Our footwear designs, in particular for several of our core products, are often not protected by design patents or other design rights. This may mean that we cannot legally prevent third parties from creating "lookalike" products or products that otherwise use our designs. Beginning in 2018, we modified our approach to IP protection and enforcement and began to more consistently seek to register our design rights and seek to obtain patents on new products and to consistently enforce our IP rights against infringement. However, our ability to enforce our IP rights with respect to counterfeit or infringing products on the market may in some cases be challenged by defendants as barred in certain jurisdictions based on allegations that we failed to timely enforce our IP rights. In addition, our endeavors to establish robust IP protection may not always be, and from time to time have not been, successful. For example, in February 2025, the Federal Court of Justice of Germany (*Bundesgerichtshof*) rejected our appeals to establish copyright protection for certain of our footwear products in Germany.

Any failure to protect or enforce our IP rights could diminish the value of our brands and could cause customer or consumer confusion. As a result of any of the foregoing, there could be a material adverse effect on our business, financial condition and results of operations. See also *"Risks Related to Our Business, Brand, Products and Industry—Our success is dependent on the strength of our premium brand; if we are unable to maintain and enhance the value and reputation of our brand and/or counter any negative publicity, we may be unable to sell our products, which would harm our business and could materially adversely affect our business, financial condition and results of operations"* and *"—Counterfeit or "knock-off" products, as well as products that are "inspired-by-BIRKENSTOCK," may siphon off demand we have created for our brand, and may result in customer confusion, harm to our brand, a loss of our market share or a decrease in our results of operations."*

We may be subject to liability and other material adverse impacts on our business if we face claims that we infringe the trademarks, copyrights or other IP rights of third parties.

We cannot be certain that the conduct of our business does not and will not infringe, misappropriate or otherwise violate the IP rights of others. While we try to avoid infringing IP rights, we may do so unknowingly. Any action to prosecute, enforce or defend any IP claim that is brought against us, regardless of merit or resolution, could be costly and may divert the efforts and attention of our management and design and technical personnel. We may not prevail in such proceedings given the complex design and

technical issues and inherent uncertainties in IP litigation. If we are found to have infringed, misappropriated or otherwise violated IP rights of third parties, we could be required to pay substantial damages, seek to obtain licenses (which may not be available on commercially reasonable terms or at all), or cease making or selling certain products. Additionally, we may be required to redesign, reengineer or rebrand our products or packaging, if feasible. In the event of a successful claim of infringement against us, our business, financial condition and results of operations could be materially adversely affected.

We may be unsuccessful in preventing a member of the Birkenstock family from using their surname as a company or product name.

Our brand is named after the Birkenstock family that originally founded the business. We own and control the Birkenstock trademark as applied to goods and services of the Company, and to the extent rights have otherwise inured to the Company under applicable law. Under German trademark law, individuals with the "Birkenstock" surname are permitted to use their surname within a company name, provided the respective individual takes measures (i.e., such as adding their first name or other deviating features) to eliminate or at least reduce the risk of confusion with existing competing businesses that use "Birkenstock" in their company name, but this might not always prevent confusion. Although in the past German courts have imposed sanctions for infringement of prominent brand names through the licensing of surnames, the entitlement to use one's surname may include allowing a third party to use the name "Birkenstock" as part of a company name, including potentially in a competing business, so long as it is not done in a misleading manner. While we have entered into an agreement with certain members of the Birkenstock family through which they have consented to our use of the "Birkenstock" surname in our corporate name and trademarks in perpetuity, if such agreement were to be terminated in accordance with its terms, challenged or otherwise held invalid, or if, in the future, we had any material unresolved disputes with the Birkenstock family, we may not be able to adequately protect our Company name and trademarks or may be prevented from using the "Birkenstock" surname for our legal entities and trademarks in the future. In other jurisdictions, there may be similar laws that could permit individuals with the "Birkenstock" surname to use such surname within a company name or trademark. Such uses are typically subject to local statutory restrictions, including applicable trademark laws. At least one member of the Birkenstock family has used the Birkenstock name in connection with an independent business unrelated to ours in the past. Any or all of these circumstances could have a material adverse effect on our business, financial condition and results of operations. See also "*—Risks Related to Our Business, Brand, Products and Industry—Our success is dependent on the strength of our premium brand; if we are unable to maintain and enhance the value and reputation of our brand and/or counter any negative publicity, we may be unable to sell our products, which would harm our business and could materially adversely affect our business, financial condition and results of operations*."

We are subject to various Privacy Laws and regulations governing the use and processing of personal data and any failure to protect this data and/or sensitive/confidential information could harm our reputation and expose us to litigation.

We collect, transmit, store and otherwise process personal, sensitive and confidential information, including our proprietary business information and that of customers (including users of our websites) and our wholesale partners, distributors, employees, suppliers and business partners. The protection of customer, employee and company data is critical to us. Customers have a high expectation that we will adequately protect their personal information from cyber-attack or other security breaches and only use such personal information as permitted by law. A significant breach of customer, employee or company data could damage our reputation and result in lost revenues, fines or lawsuits. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security measures, our IT and infrastructure have in the past been, and may in the future be, vulnerable to attacks by hackers or breaches due to employee error, malfeasance or other disruptions. Any such breach or attack could compromise, and have compromised, our networks and the information stored thereon or transmitted thereby could be accessed, publicly disclosed, lost or stolen. Because the methods used to obtain unauthorized access change frequently and may not be immediately detected, we may be unable to anticipate these methods or promptly implement preventative measures. Any unauthorized

access, disclosure or other loss of information could result in legal claims or proceedings, liability under Privacy Laws, disrupt our operations and the services we provide to customers or damage our reputation, which could adversely affect our business, financial condition and results of operations. See also "*—Our operations, products, systems and services rely on complex IT systems and networks that are subject to the risk of disruption and security breaches.*"

We are subject to certain applicable Privacy Laws. Compliance with Privacy Laws requires adhering to stringent legal and operational obligations and therefore the dedication of substantial time and financial resources, which may increase over time (in particular in relation to any transfers of relevant personal data to third parties located in certain jurisdictions). Failure to comply with the Privacy Laws may result in us incurring fines or facing other enforcement action, reputational damage, claims resulting from litigation, or judicial or extrajudicial settlements. For example, failure to comply with the EU General Data Protection Regulation ("GDPR"), or the United Kingdom General Data Protection Regulation ("UK GDPR"), depending on the nature and severity of the non-compliance, could attract regulatory penalties under both regimes for such non-compliance of up to the greater of: (i) €20 million / £17.5 million; or (ii) 4% of an entire group's total annual worldwide turnover, as well as the possibility of other penalties, enforcement actions (such as suspension of processing activities and audits) and liabilities from third-party claims.

We are also subject to the GDPR and/or UK GDPR rules with respect to any cross-border transfers of personal data we make out of the EEA and/or the UK. Recent legal developments in the EU and the UK have created complexity regarding transfers of personal data from the EEA and/or the UK (as applicable) to the United States. We rely on various transfer mechanisms in order to be compliant with applicable Privacy Laws, including the EU standard contractual clauses ("SCCs"), the international data transfer agreement ("UKIDTA") or the international data transfer addendum to the SCCs ("UK Addendum"), as well as the EU-U.S. Data Privacy Framework ("DPF") as approved by the European Commission or the government of the UK or the U.S. (as applicable). Further, data protection authorities may require measures to be put in place in addition, or alternatively, to the SCCs for transfers to countries outside of the EEA, Switzerland and/or the UK. In addition to other impacts, we may experience additional costs to comply with these changes and we and our customers and service providers face the potential for regulators in the EEA, Switzerland and/or the UK to apply different standards to the transfer of personal data to the United States and other non-EEA, non-Swiss and non-UK countries, and to block, or require ad hoc verification of measures taken with respect to certain data flows to the United States and other non-EEA, non-Swiss and non-UK countries.

In general, with local regulators in the countries in which we do business setting up more and more local Privacy Laws, substantial resources are required to continuously monitor such changing legal requirements to avoid non-compliance.

As supervisory authorities issue further guidance on personal data export mechanisms, including circumstances where the SCCs, UKIDTA or UK Addendum, and the DPF cannot be used, take enforcement action or carry out investigations, we could suffer additional costs, complaints and regulatory investigations or fines. Such detrimental impacts would be especially relevant in the event that European or U.S. authorities or courts declare the DPF ineffective. If we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our business, financial condition and results of operations.

We are subject to payment-related risks.

We accept payments using credit cards and debit cards and, as such, are subject to payment card association operating rules and certification requirements, including the Payment Card Industry Data Security Standard, which is a security standard applicable to companies like ours that collect, store or transmit certain data regarding credit and debit cards, holders and transactions. We are also subject to rules governing electronic funds transfers. Such rules could change or be reinterpreted to make it difficult or impossible for us to comply. If we (or a third party processing payment card transactions on our behalf) suffer a security breach or system failure affecting payment card information, we may have to pay onerous

and significant fines, penalties and assessments arising out of the major card brands' rules and regulations, contractual indemnifications or liability contained in merchant agreements and similar contracts, and we may lose our ability to accept payment cards for payment for our goods which could materially impact our business, financial condition and results of operations.

Our operations, products, systems and services rely on complex IT systems and networks that are subject to the risk of disruption and security breaches.

We heavily rely on multiple and, in certain cases, older IT systems and networks to support our e-commerce business and for research, procurement, manufacturing, sales, logistics, business and other processes, including, among others, inventory tracking and transaction recording and processing. The consistent, efficient and secure operation of our IT systems and networks is therefore critical to the successful performance of our operations and the products we sell.

We continue to utilize various legacy hardware, software and operating systems, which have been from time to time, and in the future may be, vulnerable to increased risks, including the risk of system failures and disruptions. If such systems are not successfully upgraded or replaced in a timely manner, system outages, disruptions or delays or other issues may arise. From time to time, we upgrade our IT systems and networks, which may divert the efforts and attention of our management and personnel across the business. We must also successfully integrate the technology systems of any acquired companies into our existing and future technology systems, including those of our customers, vendors, suppliers and other third-party service providers. If a new system does not function properly or is not adequately supported by third-party service providers and processes, it could negatively affect our ability to produce, process and deliver customer orders and process and receive payments for our products.

Our IT department is constantly working with key business stakeholders to find the optimal time to migrate the current system landscape into a more future proof landscape that is scalable for the Company. Key considerations in these decisions are the associated risks, opportunities and efficiency improvements.

Despite IT maintenance and security measures, our IT systems and networks are exposed to the risk of malfunctions and interruptions from a variety of sources, including equipment damage, deficient database design, power outages, computer viruses, malware, ransomware, cyber attacks and a range of other hardware, software and network problems. We have experienced temporary outages in our IT systems in the past. Although we have countermeasures in place to prevent malfunctions and interruptions, any such malfunctions or interruptions could compromise the operational integrity of these systems and networks should our countermeasures fail in the future.

In addition, we rely on systems and websites that allow for the secure storage and transmission of proprietary or confidential information regarding our consumers, customers, suppliers, employees and others, including credit card data and other personal information. We also store data in third-party data centers and use third-party servers or applications by means of cloud computing. As the importance of our e-commerce business continues to increase, the salience of this risk has increased.

Our systems, websites, data (wherever stored), software or networks and those of third parties (including data centers), are vulnerable to security breaches, including unauthorized access (from within our organization or by third parties), computer viruses or other malicious code and other cyber threats that could have a security impact. We may not be able to anticipate evolving techniques used to effect security breaches (which change frequently and may not be known until launched), or prevent attacks by hackers, including phishing or other cyber-attacks, or prevent breaches due to employee error or malfeasance, in a timely manner or at all. Cyber-attacks have become far more prevalent in the past few years, potentially leading to the theft or manipulation of confidential and proprietary information or loss of access to, or destruction of, data on our or third-party systems, as well as interruptions or malfunctions in our or third parties' operations.

In addition, our IT systems and networks and those of third parties with which we work have been in the past, and in the future may be, the target of cyber-attacks or other security breaches. For instance, we use order, fulfillment and customer relationship management systems as part of our e-commerce operations and other sales channels and human resource management systems as part of our employee services and payroll processes, and such systems may be subject to security breaches. While we implement mitigation measures from time to time as we identify new threats and risks, we cannot assure you that such measures will be effective or that breaches or other cyber-attacks, including industrial espionage or ransomware attacks, will not occur in the future. Failure to effectively prevent, detect and remediate security breaches, including attacks on our IT infrastructure by hackers, viruses, employee error or misconduct or other disruptions could seriously harm our operations and the operations of our customers. Such breaches may result, among other things, in unauthorized access to trade secrets, confidential business information and personal information, data losses, business interruptions, non-compliance with legal requirements, legal claims or proceedings, deterioration in customer relationships and reputational harm. See also "—We are subject to various Privacy Laws and regulations governing the use and processing of personal data, and any failure to protect this data and/or sensitive/confidential information could harm our reputation and expose us to litigation." In addition, due to the constantly evolving nature of security threats, we cannot predict the form and impact of any future incident, and the cost and operational expense of implementing, maintaining and enhancing protective measures to guard against increasingly complex and sophisticated cyber threats could increase significantly. To the extent we integrate artificial intelligence ("AI") into our operations, this may increase the cybersecurity and privacy risks, including the risk of unauthorized or misuse of AI tools, we are exposed to, and threat actors may leverage AI to engage in automated, targeted and coordinated attacks of our systems. While we regularly review our network security, backup and disaster recovery, enhanced training and other security measures to protect our systems and data, these measures cannot provide absolute security or guarantee that we will be successful in preventing or responding to every breach or disruption on a timely basis.

Furthermore, certain measures we may undertake to update our IT systems and networks may be subject to works councils' co-determination rights. While works councils have been co-operative in the past, a potentially extensive exercise of these co-determination rights may result in operational difficulties and in us being prevented from implementing planned policy or IT system changes. See *"—Risks Related to Our Employees and Operations—We are dependent on good relationships with our employees and employee representative bodies and stakeholders."*

Finally, although risk management is primarily the responsibility of the Company's management, our board of directors is responsible for overseeing management's identification, monitoring and management of risk. In particular, our board of directors, through its audit committee, is responsible for oversight of cybersecurity risks and our management is responsible for day-to-day risk management processes. Our board of directors has tasked management with the responsibility to manage our cybersecurity initiatives, including with respect to the Company's supply chain, suppliers and service providers. Our board of directors, with or potentially through its audit committee, expects to receive regular reports from management on material cybersecurity risks and the degree of the Company's exposure to those risks. Management has worked, and expects to continue to work, with third-party service providers, as appropriate, to monitor and, as appropriate, respond to cybersecurity risks. However, we cannot guarantee that these risk management processes will be effective at mitigating the risk to our IT systems and networks described above. See also "*Item 16K. Cybersecurity.*"

Any disruptions of our IT systems, including as a result of cyber-attacks and industrial espionage, may disrupt operations, or result in legal liability. The materialization of any of the above risks could have a material adverse effect on our business, financial condition and results of operations.

Use of social media, cookies and other tracking technologies, emails, push notifications and text messages in ways that do not comply with applicable laws and regulations, could lead to the loss or infringement of IP or result in unintended disclosure may harm our reputation or subject us to fines, lawsuits or other penalties.

We use social media, cookies and other tracking technologies, emails and text messages as part of our omni-channel approach to marketing. As laws and regulations evolve to govern the use of these channels, the failure by us, our employees or third parties acting at our direction to comply with applicable laws and regulations in the use of these channels could adversely affect our reputation or subject us to fines, lawsuits (including class action) or other penalties. Any changes to marketing laws and regulations, their interpretation or enforcement by the government or private parties that further restrict the way we contact and communicate with our customers or potential customers could adversely affect our ability to attract customers and could harm our business, financial condition and results of operations. In addition, our employees or third parties acting at our direction may knowingly or inadvertently make use of social media in ways that could lead to the loss or infringement of IP, as well as the public disclosure of proprietary, confidential or sensitive personal information, including, but not limited to information of our business, employees, partners or others. Information concerning us or our customers, whether accurate or not, may be posted on social media platforms at any time and may have an adverse impact on our brand, reputation or business. The harm may be immediate without affording us an opportunity for redress or correction and could have a material adverse effect on our reputation, business, financial condition and results of operations.

Evolving government regulation of the internet and e-commerce, and unfavorable changes or failure by us to comply with these regulations could substantially harm our business, financial condition and results of operations.

We are subject to general business regulations and laws as well as regulations and laws specifically governing the internet and e-commerce. Existing and future regulations and laws could impede the growth of the internet, e-commerce or mobile commerce, which could in turn adversely affect our growth. These regulations and laws may involve taxes, tariffs, privacy and data security, anti-spam, content protection, electronic contracts and communications, customer protection and internet neutrality. It is not always clear how existing laws governing issues such as property ownership, sales and other taxes and customer privacy apply to the internet as the vast majority of these laws were adopted prior to the advent of the internet and do not contemplate or address the unique issues raised by the internet or e-commerce. It is possible that general business regulations and laws, or those specifically governing the internet or e-commerce, may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. We cannot assure that our practices comply fully with all such laws and regulations. Any failure, or perceived failure, by us to comply with any of these laws or regulations could result in damage to our reputation, a loss in business and proceedings or actions against us by governmental entities, customers, suppliers or others. Any such proceeding or action could harm our reputation, force us to spend significant amounts in defense of these proceedings, distract our management, increase our costs of doing business, decrease the use of our website by customers and suppliers, and may result in the imposition of monetary liabilities. We may also be contractually liable to indemnify and hold harmless third parties from the costs or consequences of our own non-compliance with any such laws or regulations. As a result, adverse developments with respect to these laws and regulations could substantially harm our business, financial condition and results of operations.

Risks Related to Legal, Regulatory and Taxation Matters

We are subject to risks associated with international markets.

As we market, sell and manufacture our products in many countries, we face a variety of risks generally associated with doing business in international markets and importing merchandise from these regions, including, among others, changes in the rate of economic growth, the impact or expected impact of elections, political instability resulting in the disruption of trade, trade disputes, expropriation or other governmental action, quotas and other trade regulations, export license requirements, delays associated with customs procedures, including increased security requirements applicable to foreign goods and measures related to pandemics, social unrest, war, terrorist activities or other armed conflicts, imposition of confiscatory taxation or adverse taxes, other charges and restrictions on imports, currency and exchange rate risks, changes in double taxation treaties, risks related to labor practices increasing minimum wages and inflationary pressures, national and regional labor strikes, bribery and corruption, environmental matters or other issues in the countries or factories in which our products are manufactured, risk of loss at sea or other delays in the delivery of products caused by transportation problems and increased costs of transportation.

We also sell our products and have operations in emerging markets, including Brazil, India and certain countries in Africa. Our operations in countries with less developed or less predictable legal systems present several risks, including legal uncertainty, bribery and corruption, civil disturbances, economic and governmental instability, differing business and operating practices, differing consumer behaviors and preferences and the imposition of exchange controls. The uncertainty of the legal environment in these countries, in particular with respect to the enforcement of IP rights, could limit our ability to enforce our rights and grow our business. In addition, we or any of our distributors or wholesale partners may be subject to legal proceedings regarding bribery and corruption in these countries, and we are unable to monitor the lawful conduct of our distributors and wholesale partners' operations.

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

Compliance with existing laws and regulations or changes in any such laws and regulations could affect our business.

We operate in a range of international markets, are subject to a variety of laws and regulations, and routinely incur costs in complying with these laws and regulations. New laws or regulations or changes in existing laws and regulations, particularly those governing the sale of products or in other regulatory areas such as consumer credit, labor and employment (including whistleblowing), tax, competition, health and safety or environmental protection, may conceivably require extensive system and operating changes that may be difficult to implement and could increase our cost of doing business.

For example, we are subject to laws and regulations relating to the use of hazardous materials in our footwear production processes. If we fail to comply with these laws and regulations, we may face fines, lawsuits (including civil compensation claims), penalties or other sanctions, as well as damage to our image and brand. In addition, we could incur future expenditures to remediate past compliance failures that could have a material adverse effect on our business, financial condition and results of operations. Further, new laws and regulations are under discussion, including in Germany, that may result in significantly higher sanctions for any of our subsidiaries compared to the current law on administrative offences if management or other company personnel commit offences on behalf of any such subsidiary.

In addition, regulatory authorities have imposed, and in the future may impose additional, mandatory disclosure requirements with respect to ESG matters, including climate change. Compliance with these and similar rules being enacted requires ESG oversight from our management and our board of directors and may require us to invest substantial resources. In addition, there is a global trend towards climate-related financial disclosure. A number of countries have established mandatory disclosure regimes and/or set timelines for the implementation of legislation regarding mandatory climate-related disclosure requirements. For example, the European Commission has established a number of sustainability-related

reporting and compliance regimes, including the Corporate Sustainability Reporting Directive as well as proposals for new regulatory regimes that are aimed at, for example, prohibiting corporates from placing or making available on the EU market or exporting from the EU market products made with forced labor; requiring companies to identify, prevent, bring to an end, mitigate and account for adverse human rights and environmental impacts in operations, subsidiaries and value chains; and enhancing gender pay reporting requirements. Our EU-based business, as well as any global product sales into the EU, have brought, or upon their effectiveness will bring, us in scope of these requirements. In addition, we have become, and expect to continue to be, subject to a number of regulations that require us to develop new policies and procedures for, strive to mitigate, and report, certain supply chain risks related to sourcing internationally. For example, Germany has developed legislation requiring certain large companies to conduct human rights and environmental due diligence on their own and direct suppliers' operations. While in the EU additional requirements with respect to ESG matters have been implemented, in other markets in which we operate regulatory authorities may not be focused on such matters, or not to the same extent or with the same priorities. As a result, we may be required in the EU to take certain actions, such as including certain disclosure, which other jurisdictions do not require or even disapprove of. Differences in regulatory approaches, including disclosure requirements, across markets in which we operate may make compliance with all applicable requirements more challenging.

In addition, changes in, alternative interpretations of or more stringent enforcement of existing laws and regulations in jurisdictions in which we currently operate can change the legal and regulatory environment, making compliance with all applicable laws and regulations more challenging. Changes in laws and regulations in the future could have an adverse economic impact on us by tightening restrictions, reducing our freedom to do business, increasing our costs of doing business, or reducing our profitability. In addition, the compliance costs associated with such evolving laws and regulations may be significant. Failure to comply with applicable laws or regulations can lead to civil, administrative or criminal penalties, including but not limited to fines or the revocation of permits and licenses that may be necessary for our business activities. We could also be required to pay damages or civil judgments in respect of third-party claims. Any actual or alleged failure to comply with applicable laws or regulations could also lead to adverse publicity and have a material adverse impact on our brand and reputation.

Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations.

We rely on our suppliers, agents and distributors to comply with employment, environmental and other laws and regulations.

We have implemented, and continue to enhance, policies and procedures, including our Code of Conduct for Business Partners, and audit procedures for assessing our suppliers' compliance with our Code of Conduct for Business Partners, to help ensure that our suppliers are in material compliance with our business terms, as well as health and safety, employment, environmental, social and other relevant laws and regulations generally. We include the Code of Conduct for Business Partners as a mandatory component of all new and extended procurement agreements and we also implement similar procedures as part of new distribution and wholesale agreements. However, we can give no assurance that our suppliers, agents and distributors are or will remain in compliance with such contractual terms, laws or regulations, or that our audits will be sufficient in scope or frequency for us to become aware of any such non-compliance on a timely basis or at all. A violation, or allegations of a violation, of such laws or regulations, or failure to achieve particular standards, by any of these individuals or entities could lead to financial penalties, adverse publicity or a decline in public demand for our products, which could have a material adverse impact on our brand or reputation. Furthermore, any non-compliance could require us to incur expenditures or make changes to our supply chain and other business arrangements to ensure compliance. Any such events could have a material adverse effect on our business, financial condition and results of operations.

We rely on a compliance system to prevent irregularities in business activities. Failure to comply with anti-bribery and anti-corruption regulations and economic sanctions programs could result in fines, criminal penalties and an adverse effect on our business.

We operate and sell products in, and source materials from, a number of countries throughout the world, including countries known to have a reputation for corruption. We are subject to the risk that we, our affiliated entities or our or their respective officers, managers, directors, employees and agents may take action determined to be in violation of anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act of 1977, the UK Bribery Act of 2010 and others. Our employees may be tempted to win business using illegal practices, in particular corruption, certain sales incentives or violation of antitrust laws. In some of the countries in which we operate, such practices may be the customary or expected, and our competitors may undertake such practices, which could further increase the pressure on our employees. In addition, we are required to comply with various economic sanctions programs, including those administered by the United Nations Security Council and the United States, including its Office of Foreign Assets Control, U.S. Department of the Treasury. These programs restrict us from conducting certain transactions or dealings involving certain sanctioned countries or persons.

Although we have implemented certain internal policies and procedures, which are designed to ensure compliance with applicable anti-bribery and anti-corruption laws as well as sanctions regulations, we are continuing to develop our compliance strategy and program and there can be no assurance that such policies and procedures will be sufficient or that our employees, directors, managers, officers, partners, agents and service providers will not take actions in violation of our policies and procedures (or otherwise in violation of the relevant anti-bribery and anti-corruption laws and sanctions regulations) for which they or we may ultimately be held responsible. Violations of anti-corruption laws and sanctions regulations could lead to criminal or financial penalties being imposed on us or our employees, limits being placed on our activities, authorizations or licenses being revoked, damage to our reputation and other consequences, any which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, detecting, investigating and resolving actual or alleged violations is expensive and can consume significant time and attention of our senior management. Litigation or investigations relating to alleged or suspected violations of anti-bribery and anti-corruption laws or sanctions regulations could also be costly. We cannot guarantee that our compliance and internal controls will protect us against actions taken by our officers, managers, directors, employees and agents that might be determined to be in violation of law.

Increasing focus on corporate responsibility, specifically related to ESG matters, may impose additional costs, expose us to new risks and subject us to increasing scrutiny.

Investors, shareholders, capital providers, customers and other stakeholder groups are increasingly focused on ESG and sustainability practices of companies, including with respect to climate change, human rights and diversity, equity and inclusion. If our ESG practices or the speed at which we adopt and implement them do not meet investor, customer or other stakeholder expectations and standards (which are continually evolving and may emphasize different priorities than the ones on which we choose to focus), then our brand, reputation and employee relationships may be negatively impacted. We could also incur additional costs and require additional resources to monitor, report and comply with various ESG frameworks and regulations and to implement our ESG initiatives. In addition, organizations that provide information to investors on ESG matters have developed ratings processes for evaluating companies on their respective approaches to ESG matters, which are increasingly being employed by investors, lenders, and customers to inform their investment, financing or purchasing decisions.

We depend on key raw material by-products such as leather which could be subject to price volatility and increased costs in the future due to potential broader market shifts stemming from the climate impact of beef production. Our commitment to largely using natural material from transparent sources in Europe and processing materials to high environmental and social standards could decrease our ability to compete with the prices of competitors who do not implement such ESG practices. Also, our failure, or

perceived failure, to manage reputational threats and meet expectations with respect to socially responsible activities and sustainability commitments could negatively impact our brand credibility, employee relationships and the willingness of our customers and suppliers to do business with us.

ESG practices, especially regarding diversity, equity and inclusion ("DEI"), have been increasingly subject to political controversy in the United States in recent years. Our policies and practices regarding DEI and other ESG-related matters, including those that may be required by non-U.S. law, may expose us to legal, reputational and other risks, including anti-ESG and anti-DEI-related orders, investigations, legislation, litigation, media coverage and scrutiny, boycotts and negative publicity from investors and other stakeholders. We cannot predict what regulatory or other changes may occur in the future as a result of this controversy, and we may not be able to meet any conflicting expectations of some or all of our investors, customers, employees and other third parties (including governmental entities and officials and non-governmental organizations) regarding various aspects of our business, including with respect to DEI and other ESG matters.

Climate change and related regulatory responses may adversely impact our business.

Climate change is causing significant changes in weather patterns around the globe and an increase in the frequency and severity of natural disasters. Changes in weather patterns and an increased frequency, intensity and duration of extreme weather conditions in the areas in which our retail stores, suppliers, manufacturers, customers, distribution centers, headquarters and vendors are located could, among other things, disrupt the operation of our supply chain, disrupt our data management and communications systems, increase our product costs and negatively impact consumer spending or demand for our products. For example, as a result of rising sea levels associated with climate change, certain of our retail locations in Europe and the United Arab Emirates could fall below the flood line in the next twenty years. Climate change may also affect the availability, quality, and cost of raw materials used in our products. Droughts, floods, temperature fluctuations, or other climate-related conditions could disrupt agricultural or manufacturing inputs, reduce yields, or increase transportation costs. Such disruptions could, in turn, adversely impact our ability to meet customer demand or maintain desired inventory levels. As a result, the effects of climate change could have a long-term adverse impact on our business, financial condition and results of operations.

The physical changes prompted by climate change could result in changes in regulations or consumer preferences, which could in turn affect our business, financial condition and results of operations. In many of the countries in which we operate, governmental bodies are increasingly enacting legislation and regulations in response to the potential impacts of climate change. For example, in EU Member States, we are required to undergo energy audits every four years pursuant to the EU Energy Efficiency Directive. In addition, the German government has established long-term, legally binding greenhouse gas reduction targets consistent with the EU's overall "Fit for 55" framework. Under Germany's Federal Climate Change Act (*Bundes-Klimaschutzgesetz*), the industry sector (which includes manufacturing operations) is required to reduce its greenhouse gas emissions by approximately 50% to 51% by 2030 compared to 1990 levels. Compliance with these national and EU-level measures may require us to improve energy efficiency, transition to lower-carbon technologies, and adjust production processes, which could result in additional capital expenditures and operating costs. These and other laws and regulations have the potential to impact our operations directly or indirectly as a result of required compliance by us, as well as by our suppliers, wholesale partners and distributors. In addition, our manufacturing processes may be affected by new regulations in response to climate change. If we are perceived as not taking appropriate steps to mitigate our impact on the environment, this could result in damage to our image and brand, which is particularly focused on socially conscious individuals.

In addition, we have taken, and may continue to take, voluntary steps to mitigate our impact on climate change. As a result, we may experience increases in energy, production, transportation and raw material costs, capital expenditure or insurance premiums and deductibles.

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

We are subject to the risk of litigation and other claims.

In the ordinary course of our business we are, and may from time to time become, involved in various litigation matters and governmental or regulatory investigations, prosecutions or similar matters arising out of our current or future business, including personal injury, wrongful death claims, property damages and product safety, stewardship and liability claims, warranty obligations claims, alleged violations of environmental, health and safety laws criminal proceedings (such as those relating to injuries suffered by our employees, which could result in criminal liabilities of our legal representatives and administrative penalties against us), labor law related claims by employees, temporary workers or other external workers, claims by distributors, advisers and others. In addition, third-party litigation, including, but not limited to, litigation related to competition law, antitrust law, tax law, distribution law, intellectual property law and consumer protection and marketing laws, could have a materially adverse impact on us and the market environment in which we operate. Our listing in the United States may also expose us to a higher risk of securities-related class action suits, particularly following any significant decline in the price of our ordinary shares. When we determine that a significant risk of a future claim against us exists, we record provisions in an amount equal to our estimated liability. Our insurance or indemnities or amounts we have provisioned may not cover all claims that may be asserted against us, and any claims asserted against us, regardless of merit or eventual outcome, may harm our reputation.

We are subject to litigation from time to time. See also "*Item 8. Financial Information—A. Consolidated Statements and Other Financial Information—Legal Proceedings.*" As a result of the proceedings described therein, the amount of total provisions for disputes in our financial statements for future periods could increase. There can be no assurance that we will be successful in defending ourselves in pending or future litigation claims or similar matters under various laws or that product specific provisions will be sufficient to cover litigation costs. Moreover, it may be difficult for us to obtain and enforce claims related to existing litigation under the laws of certain countries in which we operate at affordable costs and without any materially adverse effects on our business in such country.

Any of these risks could result in considerable costs, including damages, legal fees and temporary or permanent bans on the marketing and sale of certain products and this could have a material adverse effect on our business, financial condition and results of operations.

Our insurance coverage may not be sufficient and insurance premiums may increase.

We maintain insurance coverage in relation to a number of risks associated with our business activities, including third-party (product) liability, property damage and business interruption, environmental damage, directors and officers liability and transport and vehicle insurance. These insurance policies may not cover all losses or damages resulting from the materialization of any of the risks discussed herein. There can be no assurance that our insurance providers will continue to grant coverage on commercially acceptable terms or at all. In addition, there are risks intentionally left uninsured (such as, but not limited to, customer or supplier insolvency, industrial disputes or specific natural hazards), and we therefore have no coverage against these events. Further, agreed limits and other restrictions (for example, exclusions) within the insurance coverage may prove to be too low or inadequate for compensating potential damages or losses, ultimately resulting in a gap in the insurance coverage. If we sustain damages for which there is no or insufficient insurance coverage, or if we have to pay higher insurance premiums or encounter restrictions on insurance coverage, this may have a material adverse effect on our business, financial condition and results of operations.

Incidents at our production sites or finishing and distribution centers may cause environmental or other third-party damages.

We directly operate production facilities and distribution warehouses in Germany as well as a production facility in Portugal, and rely on warehouses managed by external partners in Germany, in addition to a distribution network managed by third parties with warehouses throughout the world. Incidents at our production facilities and warehouses could result in injury to our employees or third parties or environmental damage, such as damage resulting from the accidental discharge of hazardous materials used in our production process.

Our product development and manufacturing processes involve the use of chemicals and other hazardous materials. These programs and processes expose us to risks of accidental contamination, events of non-compliance with environmental, health and safety laws and regulatory enforcement, personal injury, property damage and claims and litigation. If an accident occurs, or if contamination is discovered, we could be liable for clean-up obligations, damages or fines and could incur significant capital expenditures, which could have an adverse effect on our business, financial condition and results of operations.

In addition, the environmental laws of the jurisdictions in which we operate may impose obligations to clean up contaminated sites. These obligations may relate to sites that we acquire, own, occupy or operate, that we formerly owned, occupied or operated, or for which we may otherwise have retained liability or where waste from our operations was disposed. Were such environmental clean-up obligations to arise, they could significantly reduce our profitability. In particular, any financial accruals which we may make for these obligations might be insufficient if the assumptions underlying the accruals prove to be incorrect, or if we are held responsible for additional contamination.

We are also subject to various national and local laws and regulations pertaining to occupational health and safety that require us to maintain a safe workplace environment, maintain documentation of work-related injuries, illnesses and fatalities, complete workers' compensation loss reports, review the status of outstanding workers' compensation claims and complete certain annual filings and postings. Failure to comply with these and other applicable occupational health and safety requirements could result in fines and penalties and could require us to undertake certain remedial actions or be subject to suspension of certain operations. From time to time, our employees are involved in health and safety-related incidents at our production facilities. These incidents have resulted and could result in the future in regulatory investigations and penalties, as well as regulatory and private claims.

Stricter environmental, health and safety laws and enforcement policies could result in substantial costs and liabilities for us, and could result in the handling, manufacture, use, reuse or disposal of substances or pollutants being subject to greater scrutiny by relevant regulatory authorities than is currently the case. Compliance with these laws could result in significant capital expenditures, as well as other costs, thereby potentially having a material adverse effect on our business, financial condition and results of operations.

The UK City Code on Takeovers and Mergers, or the Takeover Code, may apply to the Company.

Until (and excluding) February 3, 2027, the Takeover Code applies, among other things, to an offer for certain public companies whose registered office is in the UK (or the Channel Islands or the Isle of Man) and whose securities are not admitted to trading on a regulated market in the UK (or the Channel Islands or the Isle of Man) if the company is considered by the Panel on Takeovers and Mergers (the "Takeover Panel") to have its place of central management and control in the UK (or the Channel Islands or the Isle of Man). This is known as the "residency test." Under the Takeover Code, the Takeover Panel will determine whether the BIRKENSTOCK Group's place of central management and control is in the UK by looking at various factors, including the structure of the Company's board of directors, the functions of the directors of our board of directors and where they are resident.

If at the time of a takeover offer, the Takeover Panel determines that the BIRKENSTOCK Group's place of central management and control is in the UK (or the Channel Islands or the Isle of Man), the Company would be subject to a number of rules and restrictions, including but not limited to the following: (i) the Company's ability to enter into deal protection arrangements with a bidder would be extremely limited; (ii) the Company might not, without the approval of shareholders, be able to perform certain actions that could have the effect of frustrating an offer, such as issuing shares or carrying out acquisitions or disposals; and (iii) the Company would be obliged to provide equality of information to all *bona fide* competing bidders.

A majority of the Company's board of directors resides outside of the UK, the Channel Islands and the Isle of Man. Accordingly, based upon the Company's current board of directors and management structure and its intended plans for its directors and management and the directors and management of the rest of the BIRKENSTOCK Group, for the purposes of the Takeover Code, the BIRKENSTOCK Group is considered to have its place of central management and control outside the UK, the Channel Islands or the Isle of Man. The Takeover Code is not expected to apply to the Company. It is possible that, in the future, circumstances, in particular the composition of our board of directors, could change, which may, prior to February 3, 2027, cause the Takeover Code to apply to us.

We may be exposed to transfer price risks in connection with our operating activities.

We take advantage of our international network and centralize our strategic functions. In particular, we transfer and provide goods and services among our corporate group and have adopted a corporate tax transfer pricing model for the billing of intercompany services. There is a risk that tax authorities in individual countries will assess the relevant transfer prices differently from our tax transfer pricing model and address retroactive tax claims against our subsidiaries. Our tax transfer pricing model has not yet been agreed between the competent authorities and there can be no assurance that our transfer prices will be accepted by all the relevant authorities. If they fail to be accepted, this could have a material adverse effect on our business, financial condition and results of operations.

We are subject to complex tax laws, and challenges to our tax position could adversely affect our business, financial condition and results of operations.

We are subject to complex tax laws and regulations. We rely on generally available interpretations of applicable tax laws and regulations. We cannot be certain that the relevant tax authorities are in agreement with our interpretation of these laws and regulations. If our tax positions are challenged by relevant tax authorities, the imposition of additional taxes could require us to pay taxes that we currently do not collect or increase the costs of our products to track and collect such taxes. We also face increasingly burdensome compliance and reporting requirements relating to such tax laws and regulations. Any of the foregoing could increase our costs of operations and have a negative effect on our reputation, business, financial condition and results of operations.

Tax legislation may be enacted in the future that could negatively impact our current or future tax structure and effective tax rates.

Long-standing international tax initiatives that determine each country's jurisdiction to tax cross-border international trade and profits are evolving as a result of, among other things, initiatives such as the Anti-Tax Avoidance Directives, as well as the Base Erosion and Profit Shifting reporting requirements, mandated or recommended by the EU, and certain members of the G7 (formerly known as G8), the G20 and the Organization for Economic Cooperation and Development (OECD), including the imposition of a minimum global effective tax rate for multinational businesses regardless of the jurisdiction of operation and where profits are generated (Pillar Two).

In addition, we are subject to income and other taxes in various jurisdictions. The amount of tax we pay is subject to changes in tax laws in jurisdictions in which we operate. For example, on July 4, 2025, the U.S. adopted tax legislation referred to as the "One Big Beautiful Bill Act," which, among other provisions, made permanent certain provisions of the 2017 Tax Cuts and Jobs Act, such as the limitations on the

deductibility of business interest expense, whereas the standard corporate tax rate of 21% remained unchanged. On July 11, 2025, the German federal government approved a law (*Gesetz für ein steuerliches Investitionssofortprogramm zur Stärkung des Wirtschaftsstandorts Deutschlands*) to foster economic attractiveness, including a reduction in the German corporate income tax rate from 15% to 10% under a phased approach from 2028 to 2032.

As these and other tax laws and related regulations change (including changes in the interpretation, approach and guidance of tax authorities), our financial results could be materially impacted. Given the unpredictability of these possible changes or any other changes in tax laws or regulations and their potential interdependency, it is difficult to assess whether the overall effect of such potential tax changes would be cumulatively positive or negative for our earnings and cash flow, but such changes could adversely affect our financial results.

We are exposed to tax risks, which could arise in particular as a result of tax audits or past measures.

Due to the global nature of our business, we are subject to income and other taxes in multiple jurisdictions. Significant judgment and estimation are required in determining our calculation and provision for income, sales, value-add and other taxes, including withholding taxes. In the ordinary course of our business, there are various transactions, including, for example, intercompany transactions based on cross-jurisdictional transfer pricing and transactions with specific documentation requirements, for which the ultimate tax assessment or the timing of the tax effect is uncertain and for which we have not received rulings from governmental authorities. We are audited regularly by tax authorities in Germany and from time to time by tax authorities in other jurisdictions. During such audits, our tax calculations and our interpretation of laws are reviewed by the applicable tax authorities, which may disagree with our tax estimates or judgments. Although we believe our tax estimates are reasonable, the final determination of any such tax audits or reviews could differ from our tax provisions and accruals and any additional tax liabilities resulting from such final determination or any interest or any penalties or any regulatory, administrative or other sanctions relating thereto could have a material adverse effect on our business, financial condition and results of operations.

While we attempt to assess in advance the likelihood of any adverse judgments or outcomes to these proceedings or claims, it is difficult to predict final outcomes with any degree of certainty. The final determination of any tax investigation, tax audit, tax review, tax litigation and appeal of a tax authority's decision or similar proceedings may differ materially from any estimate that may be reflected in our financial statements. An adverse outcome could have a material adverse effect on our business, financial condition and results of operations. In addition, changes in tax legislation or guidance could result in additional taxes and/or affect our tax rate, the carrying value of deferred tax assets or our deferred tax liabilities. Any tax audit, tax proceeding or changes in tax legislation or guidance could, as a result of the realization of any of the above risks, have a material adverse effect on our business, financial condition and results of operations.

In addition, certain Company entities were in the past or are currently part of fiscal unities, tax groups and other tax consolidation schemes. We cannot ensure that these entities will not be held liable for unpaid taxes of the members of such tax consolidation schemes (including members outside of our group) under statutory law or the contracts which formed or form the basis for the tax consolidation schemes. Furthermore, should such tax consolidation schemes not be accepted by the tax authorities and/or a tax court, taxes, interest and penalties may be imposed against entities of our group. Such liabilities may be substantial and could have a material adverse effect on our business, financial condition and results of operations.

The anticipated benefits of the conversion (by way of re-domiciliation) of our Company from a Luxembourg private limited company to a Jersey public limited company may not be realized.

We may not realize the benefits we anticipate from having converted (by way of re-domiciliation) the legal form of our Company from a Luxembourg private limited company to a Jersey private company and to

a Jersey public limited company. Such conversions may result in greater than expected costs or encounter other difficulties. Our failure to realize the anticipated benefits could have an adverse effect on our business, financial condition and results of operations.

Amendments to existing tax laws, rules or regulations or enactment of new unfavorable tax laws, rules or regulations on companies engaged in e-commerce could have an adverse effect on our business and financial performance.

Many of the laws, rules or regulations imposing taxes and other similar obligations were established before the growth of the internet and e-commerce. Tax authorities in non-U.S. jurisdictions and at the U.S. federal, state and local levels are currently reviewing the appropriate treatment of companies engaged in e-commerce and considering changes to existing tax or other laws that could regulate our transmissions and/or levy sales, income, consumption, use or other taxes relating to our activities, and/or impose obligations on us to collect such taxes. In addition, state and local taxing authorities in the United States and taxing authorities in other countries have identified e-commerce platforms as a means to calculate, collect and remit indirect taxes for transactions taking place over the internet. Multiple U.S. states have enacted related legislation and other states are now considering such legislation. Furthermore, the U.S. Supreme Court held in South Dakota v. Wayfair that a U.S. state may require an online retailer to collect sales taxes imposed by that state, even if the retailer has no physical presence in that state, thus permitting a wider enforcement of such sales tax collection requirements. Such legislation could require us or our retailers and brands to incur substantial costs in order to comply, including costs associated with legal advice, tax calculation, collection, remittance and audit requirements, which could make selling in such markets less attractive and could adversely affect our business.

We cannot predict the effect of current attempts to impose taxes on commerce over the internet. If such tax or other laws, rules or regulations were amended, or if new unfavorable laws, rules or regulations were enacted, the results could increase our tax payments or other obligations, prospectively or retrospectively, subject us to interest and penalties, decrease the demand for our products if we pass on such costs to the consumer, result in increased costs to update or expand our technical or administrative infrastructure or effectively limit the scope of our business activities if we decided not to conduct business in particular jurisdictions. As a result, these changes may have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Tax Receivable Agreement

We have entered into a tax receivable agreement that requires us to make payments in relation to certain tax attributes of Birkenstock and its subsidiaries to our pre-IPO owner (or certain transferees or successors), and such payments are expected to be substantial.

We entered into a tax receivable agreement with our pre-IPO owner, MidCo, that requires us to make payments to the TRA Participants (who currently is solely MidCo) equal to 85% of certain tax savings (or expected tax savings) in respect of the TRA Tax Attributes that were created by MidCo's acquisition of the BIRKENSTOCK Group in 2021 or that are otherwise available to the Company as of the date of our IPO. Under the TRA, generally, we retain the benefit of the remaining 15% of the applicable tax savings. See "*Item 7. Major Shareholders and Related Party Transactions—B. Related Party Transactions—Tax Receivable Agreement.*" The timing of payments under the TRA varies depending upon a number of factors, including the amount, character and timing of our and our subsidiaries' taxable income in the future. These payments are expected to be substantial and will be made only to the TRA Participants, rather than to all of our shareholders. These payments could have a material adverse effect on our business, financial condition and results of operations. To the extent that we are unable to make payments under the TRA as a result of the terms of our debt agreements, such payments will be deferred and will accrue interest at a rate of SOFR plus 3.00% until paid.

The TRA contains provisions that require, in certain cases, the acceleration of payments under the TRA to the TRA Participants, or payments which may significantly exceed the actual tax benefits we realize in respect of the TRA Tax Attributes.

The terms of the TRA, in certain circumstances, including an early termination, certain changes of control, or breaches of any of our material obligations under it (such as a failure to make any payment when due, subject to a specified cure period), provide for our obligations under the TRA to accelerate and become payable in a lump sum amount equal to the present value of the anticipated future tax benefits calculated based on certain assumptions, including that we would have at such time sufficient taxable income to fully utilize the TRA Tax Attributes. Additionally, if we or any of our subsidiaries transfer any asset to a corporation with which we do not file a consolidated or combined tax return for applicable tax purposes, we will be treated as having sold that asset in a taxable transaction for purposes of determining certain amounts payable under the TRA. Similarly, in the event of a divestiture of any of our subsidiaries directly or indirectly resulting in a transfer of TRA Tax Attributes, the terms of the TRA provide for obligations under the TRA in respect of such transferred TRA Tax Attributes to accelerate and become payable in a lump sum amount equal to the present value of the anticipated future tax benefits with respect to such TRA Tax Attributes calculated based on the same assumptions applicable to the calculation of accelerated payment obligations in the circumstances described above (e.g., in the case of an early termination, certain changes of control, or breaches of any of our material obligations under the TRA). Further, although we do not believe that payments to MidCo under the TRA are subject to withholding tax, in case any such withholding tax were determined to apply, the Company could be liable for the taxes which should have been withheld, plus any applicable interest and penalties. As a result of the foregoing, (a) we could be required to make payments under the TRA that are greater than the specified percentage of the actual tax savings we realize in respect of the TRA Tax Attributes and (b) we may be required to make an immediate lump sum payment equal to the present value of the anticipated future tax savings, which payment may be required to be made years in advance of the actual realization of such future benefits, if any such benefits are ever realized. In these situations, our obligations under the TRA could have a substantial negative impact on our liquidity and could have the effect of adversely affecting our working capital and growth, and of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control.

In addition, payments under the TRA are based on the tax reporting positions that we determine, consistent with the terms of the TRA. No TRA Participant is required under any circumstances to make a payment or return a payment to us in respect of any portion of any payment previously made to such TRA Participant under the TRA if a tax reporting position relating to the TRA Tax Attributes is challenged. If it is determined that excess payments have been made under the TRA, certain future payments, if any, otherwise to be made will be reduced. As a result, in certain circumstances, including, for example, if a previously claimed deduction is subsequently disallowed, payments could be made under the TRA in amounts that exceed the specified percentage of the actual tax savings we realize in respect of the TRA Tax Attributes.

Risks Related to Our Indebtedness

We have a substantial amount of debt, and our substantial leverage and debt service obligations could materially adversely affect our business, financial position and results of operations and preclude us from satisfying our debt obligations.

As of September 30, 2025, we had total indebtedness in the amount of €1,145.1 million (equivalent), primarily comprised of the Term Loan, the Revolving Credit Facility (undrawn), the Notes and the Vendor Loan. We anticipate that a certain level of leverage will continue to exist for the foreseeable future. Our substantial indebtedness may make it more difficult for us to satisfy our debt obligations and liabilities we may incur; increase our vulnerability to, and reduce our flexibility to respond to, general adverse economic and industry conditions; require the dedication of a substantial portion of our cash flow from operations to the payment of principal of, and interest on, our indebtedness, thereby reducing the availability of such cash flow to fund working capital, capital expenditures, acquisitions, joint ventures, product research and development or for other general corporate purposes; restrict us from pursuing acquisitions or exploiting

business opportunities; limit our flexibility in planning for, or reacting to, changes in our business, the competitive environment and the industry in which we operate; negatively impact credit terms with our suppliers and other creditors; increase our exposure to interest rate increases because some of our indebtedness bears a floating rate of interest; limit our ability to obtain additional financing to fund future operations, capital expenditures, business opportunities, acquisitions and other general corporate purposes, and increase the cost of any future borrowings; and limit our ability to obtain additional capacity for issuance of bid, advance payment, performance and warranty guarantees for operative business purposes and increasing the cost of any future guarantee issuances.

Any of these or other consequences or events could have a material adverse effect on our business, financial condition and results of operations.

We may incur more debt in the future, which may make it difficult for us to service our debt and impair our ability to operate our businesses.

Despite our substantial leverage, we may incur additional debt in the future. Although the Term and Revolving Facilities Agreement and the indenture that governs the Notes contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and under certain circumstances the amount of indebtedness that could be incurred in compliance with these restrictions could be substantial. If new debt is added to our existing debt levels, the related risks that we now face would increase. In addition, the Term and Revolving Facilities Agreement and the indenture that governs the Notes do not prevent us from incurring obligations that do not constitute indebtedness under those agreements. Our inability to service our debt could have a material adverse effect on our business, financial condition and results of operations.

We are subject to restrictive covenants that limit our operating and financial flexibility.

The Term and Revolving Facilities Agreement and the indenture that governs the Notes contain covenants which impose significant operating and financial restrictions on us. These agreements limit our ability to, among other things, incur or guarantee additional indebtedness or issue certain preferred stock; make certain restricted payments and investments; transfer or sell assets; enter into transactions with affiliates; create or incur certain liens; make certain loans, investments or acquisitions; issue or sell share capital of certain of our subsidiaries; create or incur restrictions on the ability of our subsidiaries to pay dividends or to make other payments to us; take certain actions that would impair the security interests in the collateral granted for the benefit of the holders of the Notes; merge, consolidate or transfer all or substantially all of our assets; and pay or redeem subordinated debt or equity.

All of these limitations are subject to significant exceptions and qualifications. Nevertheless, the covenants to which we are subject could limit our ability to finance our future operations and capital needs and our ability to pursue business opportunities and activities that may be in our interest. Failure to comply with such covenants could result in an event of default and, as a result, our lenders could accelerate all of the amounts due.

We require a significant amount of cash to service our debt and sustain our operations, which we may not be able to generate or raise.

Our ability to make principal or interest payments when due on our indebtedness and to fund our ongoing operations and future capital expenditures depends on our future performance and ability to generate cash, which, to a certain extent, is subject to the success of our business strategy as well as general economic, financial, competitive, legislative, legal, regulatory and other factors, as well as other factors discussed in these "*Risk Factors*," many of which are beyond our control.

We cannot assure you that our business will generate sufficient cash flows from operations, that currently anticipated growth, cost savings or efficiencies will be realized or that future debt financing will be available to us in an amount sufficient to enable us to pay our debts when due or to fund our other liquidity

needs including the repayment of our debt at maturity. At the respective maturities of the facilities under the Term and Revolving Facilities Agreement, the Notes or any other debt that we may incur, if we do not have sufficient cash flows from operations and other capital resources to pay our debt obligations, or to fund our other liquidity needs, we may be required to refinance or restructure our indebtedness.

If our future cash flows from operations and other capital resources are insufficient to pay our obligations as they mature or to fund our liquidity needs, we may be forced to sell assets, obtain additional debt or equity capital or restructure or refinance all or a portion of our debt on or before maturity.

The type, timing and terms of any future financing, restructuring, asset sales or other capital raising transactions will depend on our cash needs and the prevailing conditions in the financial markets. We cannot assure you that we would be able to accomplish any of these alternatives on a timely basis or on satisfactory terms, if at all. In such an event, we may not have sufficient assets to repay any portion or all of our debt.

We are a holding company and depend upon our subsidiaries for our cash flows.

We are a holding company. All of our operations are conducted, and almost all of our assets are owned, by our subsidiaries. Consequently, our cash flows and our ability to meet our obligations depend upon the cash flows of our subsidiaries and the payment of funds by our subsidiaries to us in the form of dividends, distributions or otherwise. The ability of our subsidiaries to make any payments to us depends on their earnings and the terms of their indebtedness, including the terms of any credit facilities and legal restrictions. Any failure to receive dividends or distributions from our subsidiaries when needed could have a material adverse effect on our business, financial condition and results of operations.

Some of our indebtedness, including under the Term and Revolving Facilities Agreement, bears interest at floating rates that could rise significantly, thereby increasing our costs and reducing our cash flow.

Debt under the Term and Revolving Facilities Agreement bears interest at a variable rate based on EURIBOR for Euro loans (subject to a zero floor if less than zero) and the forward-looking term rate based on SOFR for U.S. Dollar loans in each case, plus an applicable margin. These interest reference rates may increase in the future, increasing our interest expense associated with these obligations, reducing cash flow available for capital expenditures and hindering our ability to make payments on our debt. Neither the Term and Revolving Facilities Agreement nor the indenture that governs the Notes contain a covenant requiring us to hedge all or any portion of our floating rate debt.

Although we may continue to enter into, extend or maintain certain hedging arrangements designed to fix a portion of these rates, there can be no assurance that hedging will continue to be available on commercially reasonable terms. Hedging itself carries certain risks, including that we may need to pay a significant amount (including costs) to terminate any hedging arrangements. To the extent interest rates were to rise significantly, our interest expense would correspondingly increase, thus reducing our cash flow.

Changes in our credit ratings or macroeconomic conditions may affect our liquidity, increasing borrowing costs and limiting our financing options.

We currently hold an Issuer Credit Rating / Long-Term Issuer Default Rating from Standard & Poor's (BB / Positive Outlook) and Fitch (BB+ / Stable Outlook). If our credit ratings are lowered, borrowing costs for future long-term debt or short-term credit facilities may increase and our financing options, including our access to credit or capital markets, could be adversely affected. In addition, macroeconomic conditions, such as increased volatility or disruption in the credit or capital markets, could adversely affect our ability to refinance existing debt.

Risks Related to Our Ordinary Shares

Our Principal Shareholder controls us, and their interests may conflict with ours or yours in the future.

As of September 30, 2025, our Principal Shareholder beneficially owns approximately 62.5% of our ordinary shares, with each ordinary share entitling the holder to one vote on all matters submitted to a vote of our shareholders. Moreover, we have agreed to nominate to our board of directors individuals designated by MidCo, which is controlled by our Principal Shareholder, in accordance with our Shareholders' Agreement. For so long as MidCo beneficially owns at least a majority of our ordinary shares, it will be entitled to designate for nomination a majority of our board of directors and effectively control the composition of our board of directors and the approval of actions requiring shareholder approval through their voting power. Even when MidCo ceases to own a majority of our ordinary shares, for so long as MidCo continues to own at least 5% of our ordinary shares, it will be entitled to designate for nomination a number of directors in proportion to its ownership of our ordinary shares, rounded up to the nearest whole person. In addition, at any time that our Principal Shareholder owns at least 40% of the Company's voting power, shareholders are permitted to take action by written consent if approved by a majority of the voting power of the Company, or two-thirds of the voting power of the Company, when required by Jersey law, and directors may be removed with or without cause by a majority of the voting power of the Company. Accordingly, for such periods of time, our Principal Shareholder will have significant influence with respect to our management, business plans and policies, including the appointment and removal of our officers. In particular, for so long as our Principal Shareholder continues to own a significant percentage of our ordinary shares, our Principal Shareholder will be able to cause or prevent a change of control of our Company or a change in the composition of our board of directors and could preclude any unsolicited acquisition of our Company. The concentration of ownership could deprive our shareholders of an opportunity to receive a premium for their ordinary shares as part of a sale of our Company and ultimately might affect the market price of our ordinary shares.

Our Articles of Association contain provisions that could delay, discourage or prevent a takeover attempt even if a takeover attempt might be beneficial to our shareholders, and such provisions may adversely affect the market price of our ordinary shares.

Provisions contained in our Articles of Association (as defined herein) could make it more difficult for a third party to acquire us. For example, our Articles of Association authorize our board of directors to determine the rights, preferences, privileges and restrictions of unissued series of preferred shares without any vote or action by our shareholders. Thus, our board of directors can authorize and issue preferred shares with voting or conversion rights that could adversely affect the voting or other rights of holders of our ordinary shares. These rights may have the effect of delaying, discouraging or preventing a takeover attempt of our Company even if a takeover attempt might be beneficial to our shareholders. Additionally, our Articles of Association impose various procedural and other requirements that could make it more difficult for shareholders to effect certain corporate actions. For example, our Articles of Association include advance notice requirements for nominations for election to our board of directors and for proposing matters that can be acted upon at shareholder meetings. Any of these provisions could also limit the price that certain investors might be willing to pay in the future for our ordinary shares.

Our Articles of Association do not limit the ability of our Principal Shareholder and its affiliates to compete with us, and they and certain of our directors may have investments in businesses whose interests conflict with ours.

Our Principal Shareholder and its affiliates engage in a broad spectrum of activities, including investments in businesses that may compete with us. In the ordinary course of their business activities, our Principal Shareholder and its affiliates may engage in activities in which their interests conflict with our interests or those of our shareholders. Our Articles of Association provide that none of our Principal Shareholder or any of its affiliates or any of our directors who are not employed by us (including any non-employee director who serves as one of our officers in both his or her director and officer capacities) or his or her affiliates will have any duty to refrain from engaging, directly or indirectly, in the same business

activities or similar business activities or lines of business in which we operate. See the section entitled "*Conflicts of Interest*" in Exhibit 2.1 to this Annual Report. Our Principal Shareholder and its affiliates also may pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. In addition, our Principal Shareholder may have an interest in our pursuing acquisitions, divestitures and other transactions that, in its judgment, could enhance its investment, even though such transactions might involve risks to us and our shareholders.

As a foreign private issuer and "controlled company" within the meaning of the NYSE corporate governance rules, we are permitted to, and we do, rely on exemptions from certain of the NYSE corporate governance standards. Our reliance on such exemptions may afford less protection to holders of our ordinary shares.

The corporate governance rules of the NYSE require listed companies to have, among other things, a majority of independent directors and independent director oversight of executive compensation, nomination of directors and corporate governance matters. As a foreign private issuer, we are permitted to, and we do, follow home country practice in lieu of the above requirements. As long as we rely on the foreign private issuer exemption to certain of the NYSE corporate governance standards, a majority of the directors on our board of directors are not required to be independent directors, we are not required to have a compensation committee composed entirely of independent directors and director nominations are not required to be made, or recommended to our full board of directors, by our independent directors or by a nominations committee that consists entirely of independent directors. Therefore, our board of directors' approach to governance may be different from that of a board of directors consisting of a majority of independent directors, and, as a result, the management oversight of our Company may be more limited than if we were subject to all of the NYSE corporate governance standards. We are also subject to certain reduced disclosure obligations as a result of being a foreign private issuer. As such, investors do not have access to the same information as for similar companies that are not foreign private issuers.

In the event we no longer qualify as a foreign private issuer, if then applicable, we may rely on the "controlled company" exemption under the NYSE corporate governance rules. A "controlled company" under the NYSE corporate governance rules is a company of which more than 50% of the voting power is held by an individual, group or another company. Our Principal Shareholder controls a majority of the combined voting power of our outstanding shares, making us a "controlled company" within the meaning of the NYSE corporate governance rules. As a controlled company, we are eligible to, and, in the event we no longer qualify as a foreign private issuer, we may, elect not to comply with certain requirements of the NYSE corporate governance standards, including (i) the requirement that a majority of the board of directors consists of independent directors, (ii) the requirement that we have a compensation committee that is composed entirely of independent directors and (iii) the requirement that our director nominations be made, or recommended to our full board of directors, by our independent directors or by a nominations committee that consists entirely of independent directors.

Accordingly, our shareholders do not have the same protection afforded to shareholders of companies that are subject to all of the NYSE corporate governance standards, and the ability of our independent directors to influence our business policies and affairs may be reduced.

We may lose our foreign private issuer status, which would then require us to comply with the Exchange Act's domestic reporting regime and cause us to incur significant legal, accounting and other expenses.

We currently qualify as a foreign private issuer ("FPI") and therefore we are not required to comply with all of the periodic disclosure and current reporting requirements of the Exchange Act applicable to U.S. domestic issuers. On June 4, 2025, the SEC issued a concept release, which is a forerunner to potential SEC rulemaking, seeking public comment on the definition of FPI. The comment period expired as of September 8, 2025. However, there is currently no indication of any timing on any related proposed rulemaking. In order to maintain our current status as an FPI under the current definition, either (i) a majority of our outstanding voting securities must be directly or indirectly owned of record by nonresidents of the United States or (ii)(a) a majority of our executive officers or directors may not be United States citizens or residents, (b) more than 50% of our assets cannot be located in the United States and (c) our business must be administered

principally outside the United States. If we lose this status as a result of a change in the definition of FPI or otherwise, we would be required to comply with the Exchange Act reporting and other requirements applicable to U.S. domestic issuers, which are more detailed and extensive than the requirements for foreign private issuers, and would require us to present our financial statements in accordance with U.S. GAAP, which could be time consuming and costly.

We may also be required to make changes in our corporate governance practices in accordance with various SEC and stock exchange rules. The regulatory and compliance costs to us under U.S. securities laws if we are required to comply with the reporting requirements applicable to a U.S. domestic issuer may be significantly higher than the cost we would incur as a foreign private issuer. As a result, we expect that a loss of foreign private issuer status would increase our legal and financial compliance costs and would make some activities highly time consuming and costly. We also expect that if we were required to comply with the rules and regulations applicable to U.S. domestic issuers, it may be more difficult and expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These rules and regulations could also make it more difficult for us to attract and retain qualified members of our board of directors.

Future sales of our ordinary shares in the public market, or the perception that these sales might occur, could cause the market price of our ordinary shares to decline.

Sales of a substantial number of our ordinary shares in the public market, including through secondary offerings on behalf of MidCo, or the perception that such sales might occur, could depress the market price of our ordinary shares and could impair our ability to raise capital through the sale of additional equity securities. Many of our equity holders existing prior to our IPO have substantial unrecognized gains on the value of the equity they hold, and therefore they may take steps to sell their shares or otherwise secure the unrecognized gains on those shares. We are unable to predict the timing of such sales or the effect that such sales may have on the prevailing market price of our ordinary shares.

We do not intend to pay cash dividends for the foreseeable future and, as a result, the ability of our shareholders to achieve a return on their investment will depend on appreciation in the price of our ordinary shares.

We have never declared or paid cash dividends on our ordinary shares. We currently intend to retain all available funds and future earnings, if any, to fund the development and expansion of our business, reduce existing indebtedness and make share repurchases, and we do not anticipate paying any cash dividends in the foreseeable future. Any future decisions regarding the declaration and payment of dividends will be at the discretion of our board of directors and will depend on then-existing conditions, including our financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors our board of directors may deem relevant. In addition, payment of future dividends is subject to certain limitations pursuant to Jersey law. See the section entitled "*Articles of Association—Dividend and Liquidation Rights*" in Exhibit 2.1 to this Annual Report. Accordingly, our shareholders may need to rely on sales of our ordinary shares after price appreciation, which may never occur, as the only way to realize any gains on their investment.

The rights of our shareholders differ from the rights typically offered to shareholders of a U.S. corporation.

We are incorporated under Jersey law. The rights of holders of ordinary shares are governed by Jersey law, including the Jersey Companies Law, and by our Articles of Association. These rights differ in certain respects from the rights of shareholders in typical U.S. corporations. See "*Item 10. Additional Information—B. Memorandum and Articles of Association*" in this Annual Report for a description of the principal differences between the provisions of the Jersey Companies Law applicable to us and the Delaware General Corporation Law relating to shareholders' rights and protections.

Jersey is a British crown dependency and an island located off the coast of Normandy, France. Jersey is not a member of the EU. Jersey legislation regarding companies is largely based on English

corporate law principles. However, there can be no assurance that Jersey law will not change in the future or that it will serve to protect investors in a similar fashion afforded under corporate law principles in the United States, which could adversely affect the rights of investors.

U.S. shareholders may not be able to obtain judgments or enforce civil liabilities against us or our executive officers or our board of directors.

We are organized and incorporated under the laws of Jersey with our registered office and domicile in Jersey and the majority of our assets are located outside the United States. Moreover, the majority of our directors and executive officers are not residents of the United States, and all or a substantial portion of the assets of such persons are or may be located outside the United States. As a result, investors may not be able to effect service of process within the United States upon the Company or upon such persons, or to enforce judgments obtained against the Company or such persons in U.S. courts, including judgments in actions predicated upon the civil liability provisions of the federal securities laws of the United States. It is uncertain as to whether the courts of Jersey would entertain original actions based on U.S. federal or state securities laws, or enforce judgments from U.S. courts against us or our officers and directors which originated from actions alleging civil liability under U.S. federal or state securities laws.

The United States and Jersey do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Consequently, a final judgment for payment given by a court in the United States, whether or not predicated solely upon U.S. securities laws, may not be enforceable in Jersey.

General Risk Factors

Natural disasters, public health crises, political crises and instability, civil unrest and other catastrophic events or events outside of our control may adversely affect our business.

Natural disasters, such as fires, earthquakes, power shortages or outages, floods or monsoons, public health crises, such as pandemics and epidemics, political crises, such as terrorism, war, civil unrest, political instability or other conflicts, or other events outside of our control have in the past, and may in the future, adversely impact our revenues. In particular, our business may be materially adversely affected by events that could generally deter consumers from shopping in-store, both in relation to retail stores directly managed by us as well as in relation to stores or outlets supplied by us or our wholesale partners. Such events could also disrupt the internet or mobile networks and may prevent or deter consumers from shopping through our e-commerce business, which could materially adversely affect our revenues.

In addition, if any of our facilities, including our distribution facilities, our own retail stores, the facilities or stores of our wholesale partners or the facilities of our suppliers, distributors or any of our other third-party service providers are affected by any such natural disasters, catastrophic events or other events outside of our control, our business, financial condition and results of operations could be materially adversely affected. Moreover, these types of events could negatively impact consumer spending in the impacted regions or, depending upon the severity, globally, which could have a material adverse effect on our business, financial condition and results of operations.

If securities analysts do not publish research or reports about our business or if they publish negative evaluations of our ordinary shares, the price of our ordinary shares could decline.

The trading market for our ordinary shares relies in part on the research and reports that industry or securities analysts publish about us or our business. If one or more of the analysts covering our business downgrade their evaluations of our ordinary shares or publish inaccurate or unfavorable research about our business, the price of our ordinary shares could decline. In addition, if our operating results fail to meet analyst forecasts, the price of our ordinary shares would likely decline. If one or more of these analysts cease to cover our ordinary shares, we could lose visibility in the market for our stock, which in turn could cause the price of our ordinary shares to decline.

We have incurred, and will continue to incur, significant expenses and have devoted, and will continue to devote, other significant resources and management time as a result of being a public company, which may negatively impact our financial performance and could cause our results of operations and financial condition to suffer.

We have incurred, and will continue to incur, significant legal, accounting, insurance, information technology and other expenses as a result of being a public company. In addition, we have devoted, and will continue to devote, other significant resources and management time as a result of being a public company. Any of the foregoing could negatively impact our financial performance and could cause our results of operations and financial condition to suffer. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our ordinary shares, fines, sanctions and other regulatory action and potentially civil litigation, which could adversely impact our business, financial condition and results of operations.

We have identified, and may in the future identify, material weaknesses in our internal control over financial reporting. If we fail to remediate our material weaknesses or if we otherwise fail to establish and maintain an effective system of internal control over financial reporting, we may not be able to report our financial results accurately and timely, meet our reporting obligations or prevent fraud. Any inability to report and file our financial results accurately and timely could harm our business and adversely impact investor confidence and the trading price of our securities.

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 in accordance with IFRS. A material weakness is defined as a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls. Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Effective internal controls over financial reporting are necessary to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting obligations.

We are subject to Section 404 of the Sarbanes-Oxley Act of 2002, which requires that we include a report of management on our internal control over financial reporting in this Annual Report. Refer to "*Item 15. Controls and Procedures—B. Management's Annual Report on Internal Controls over Financial Reporting*." In addition, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. Refer to "*Item 15. Controls and Procedures—C. Attestation Report of the Registered Independent Public Accounting Firm*."

As described in our annual report on Form 20-F for the year ended September 30, 2024, we identified two material weaknesses, related to (i) ineffective IT general controls for IT processes and applications that are relevant for the preparation of our financial statements and (ii) a lack of controls over accounting for the Tax Receivable Agreement. These deficiencies represented material weaknesses in our internal control over financial reporting in both design and operation. Our management concluded that the material weakness relating to a lack of controls over accounting for the Tax Receivable Agreement has been remediated as of September 30, 2025, while the material weakness relating to ineffective IT general controls for IT processes and applications continues to exist as of September 30, 2025. In addition, as of September 30, 2025, our management identified another material weakness relating to entity-wide and business level transactional controls, including IT application controls, which were not sufficiently designed, implemented, executed, or monitored. See also "*Item 15. Controls and Procedures—B. Management's Annual Report on Internal Controls over Financial Reporting*" for a further discussion of our material weaknesses. We are working to remediate these material weaknesses as quickly and efficiently as possible, but our efforts

may not be successful. We have incurred significant costs in connection with implementing our remediation plan and will continue to do so in the future. These remediation measures have been, and may continue to be, time consuming and costly, and place significant demands on our financial and operational resources.

If we are unable to successfully remediate these material weaknesses or if other material weaknesses are detected in the future, any such material weakness could result in misstatements of our account balances, financial results or disclosures and result in our inability to produce accurate and timely financial statements. Consequently, our financial statements could contain material misstatements that would not be prevented or detected, which could cause us to fail to meet our future reporting obligations and have a material adverse impact on our business, investor confidence and the trading price of our securities.

If we otherwise fail to achieve and maintain an effective internal control environment, we could suffer material misstatements in our financial statements and fail to meet our reporting obligations, which would likely cause investors to lose confidence in our reported financial information. This could in turn limit our access to capital markets and harm our results of operations. Additionally, ineffective internal control over financial reporting could expose us to increased risk of fraud or misuse of corporate assets and subject us to potential delisting from the NYSE, regulatory investigations or civil and criminal sanctions.

The value of goodwill, brand names or other intangible assets reported in our financial statements may need to be partially or fully impaired as a result of revaluations.

As of September 30, 2025, our carrying amount of intangible assets, including goodwill, recorded on our consolidated statement of financial position was €3,089.5 million. Due to any potential adjustments, future financial statements for the Company could be materially different and may not be comparable to our financial statements included elsewhere in this Annual Report, including, but not limited to, risk of impairment of goodwill and intangible assets, increased depreciation and amortization expenses over the remaining lives of acquired assets. This could in turn have a material adverse effect on our financial condition and results of operations.

If our estimates or judgments relating to our critical accounting policies prove to be incorrect, our operating results could be adversely affected.

The preparation of financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions we believe to be reasonable under the circumstances at the time of the estimate. The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity, and the amount of revenues and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to revenue recognition, trade receivables allowance, leases, intangible assets, share-based compensation, employee benefits, provisions and taxes. Our operating results may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the price of our ordinary shares.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

BIRKENSTOCK's origins date back to 1774. In 2021, *L* Catterton, a consumer-focused investment firm, invested and acquired a majority stake in BIRKENSTOCK through affiliated entities. Birkenstock Holding plc was formed on February 19, 2021 as BK LC Lux Finco 2 S.*à* r.l., a Luxembourg private limited liability company. On April 25, 2023, we changed our name from BK LC Lux Finco 2 S.*à* r.l. to Birkenstock Group Limited and converted (by way of re-domiciliation) the legal form of our Company to a Jersey private company. On July 12, 2023, we changed our name from Birkenstock Group Limited to Birkenstock Holding Limited. On October 4, 2023, we changed the legal status of our Company to a Jersey public limited company and our name from Birkenstock Holding Limited to Birkenstock Holding plc. Our registered offices are located at 47 Esplanade, St Helier, Jersey JE1 0BD, Channel Islands. Our principal executive offices are located at 1-2 Berkeley Square, London W1J 6EA, UK. Our telephone number is +44 1534 835600. Our agent for service of process in the United States is Puglisi & Associates located at 850 Library Avenue, Suite 204, Newark, Delaware 19711. Our website address is www.birkenstock-holding.com. The information contained on, or that can be accessed through, our website is not incorporated by reference into, and is not a part of, this Annual Report.

In October 2023, Birkenstock Holding plc became a publicly traded company on the New York Stock Exchange ("NYSE"). Our reports filed with or furnished to the SEC are available, free of charge, on our investor relations website at www.birkenstock-holding.com as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC maintains a website at http://www.sec.gov that contains reports and other information regarding us and other companies that file materials with the SEC electronically. We use our investor relations website as a means of disclosing material information. Accordingly, investors should monitor our investor relations website, in addition to following our press releases, SEC filings, and public conference calls and webcasts.

As described elsewhere in this Annual Report, our principal capital expenditures since October 1, 2022 relate to increasing the capacity of our production facilities, including the expansion of our component manufacturing facility in Arouca, Portugal, the construction of our factory in Pasewalk, Germany, the expansion of our factory in Görlitz, Germany, the acquisition of our new manufacturing facility in Wittichenau, Germany, which is expected to become operational by the end of fiscal 2027, the acquisition of Birkenstock Australia Pty. Ltd. in October 2025, our long-standing distributor in Australia, as well as our retail store expansion throughout all segments and our IT infrastructure, which has been funded from cash on hand. See "*Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Capital Expenditures*" of this Annual Report as well as "*Note 9—Property, plant and equipment*" and "*Note 31—Subsequent events*" to our audited consolidated financial statements included in "*Item 18—Financial Statements*" of this Annual Report for further information on capital expenditures.

B. Business Overview

Overview

BIRKENSTOCK is a revered global brand rooted in function, quality and tradition dating back to 1774. We are guided by a simple, yet fundamental insight: human beings are intended to walk barefoot on natural, yielding ground, a concept we refer to as "*Naturgewolltes Gehen*." Our purpose is to empower all people to walk as intended by nature. The legendary BIRKENSTOCK footbed represents the best alternative to walking barefoot, encouraging proper foot health by evenly distributing weight and reducing pressure points and friction. We believe our function-first approach is universally relevant; all humans — anywhere and everywhere — deserve to walk in our footbed.

We are "German made." Our production capabilities reflect centuries-old traditions of craftsmanship and commitment to using only the highest quality materials. To ensure each product meets our rigorous quality standards, we operate a vertically integrated manufacturing base and produce all our footbeds in

Germany. In addition, we assemble the vast majority of our products in Germany and produce the remainder elsewhere in the EU. Our materials and components are primarily sourced from suppliers in Europe and we believe they are considered to be processed under the highest environmental and social standards in the industry.

The following table presents revenue by sales channels:

	Year ended September 30,		
(In thousands of Euros)	2025	2024	2023
B2B	1,297,933	1,083,721	887,957
DTC	794,797	716,687	598,664
Corporate / Other	4,699	4,282	5,290
Total Revenue	**2,097,429**	**1,804,690**	**1,491,911**

The following table presents our revenue by reportable segment:

	Year ended September 30,		
(In thousands of Euros)	2025	2024	2023
Americas	1,085,672	943,710	804,690
EMEA	785,230	687,891	561,805
APAC	221,828	168,807	120,126
Corporate / Other	4,699	4,282	5,290
Total Revenue	**2,097,429**	**1,804,690**	**1,491,911**

Our Competitive Strengths

We believe the following strengths are central to the power of our brand and business model:

Purpose Brand Built Around our Legendary Footbed and Products

An Orthopedic Tradition

The heart of our brand is the footbed, which forms the core of our own orthopedic methodology, the "System Birkenstock." The benefits of our system are supported by decades of research, podiatrist recommendations and consumer loyalty. Our purpose to empower all people to walk as intended by nature has created an enduring connection with our consumers, who recognize us for functionality, craftsmanship, German engineering, uncompromising quality and a differentiated product experience. This authentic connection with our consumers positions BIRKENSTOCK at the center of a shift toward conscious, responsible and health-oriented consumption instead of "fast fashion" or trend-chasing.

Category-Defining, Universally Relevant Silhouettes

While these innovations started orthopedically in nature, we have since launched several distinctive, instantly recognizable silhouettes that blend the functionality of our legendary footbed with timeless aesthetics. Many of these silhouettes — including our *Core Silhouettes*, the *Madrid*, *Arizona*, *Boston*, *Gizeh* and *Mayari* — have come to define and become synonymous with their respective categories, resulting in a distinct competitive advantage for our brand. All but one — the *Mayari* — have been in the market for over 40 years and continue to attract significant attention today. From the beginning, these silhouettes have been conceptualized, promoted and sold as unisex products, further supporting our fundamental purpose and driving mass appeal of the brand. These top selling models undergo regular seasonal makeovers and serve

as the “canvas” for many of our collaborations created within our 1774 premium line, generating newness while allowing us to celebrate this core collection.

Proven Innovation Strategy

We have developed an extensive archive of over 700 silhouettes through our differentiated innovation engine. We approach product innovation through two primary lenses: (1) “celebrating the archive” by utilizing distinct design elements to modify existing silhouettes and introduce newness in a low-risk manner and (2) “building the archive” by leveraging our footbed as the development platform, enabling us to create new products from the “inside-out.”

Our approach leverages our product archive, market insights and whitespace analysis to identify areas where we can create trends from within and export those to the market through a proven roadmap of product development, demand creation and engineered distribution.

Global Fan Community Enabling Efficient Demand Creation

Broad and Democratic Fan Base

We serve a global community of millions of highly engaged consumers, who we attract with our function-first collection of high-quality footwear. We attract a diverse range of consumers that transcends geography, gender, age and income.

Our holistic approach to foot health serves as the foundation for a globally accessible, relevant and democratized brand experience that serves a broad consumer base across usage occasions and price points.

Unparalleled Consumer Engagement and Loyalty

Our diverse set of consumers discover our brand in many ways, sometimes not immediately for the inherent orthopedic benefits, but become loyal fans through their continued use of our products.

Efficient Demand Creation

The deep connection consumers feel with our beloved brand leads to significant word-of-mouth exposure and extensive, high-quality earned media, enabling highly efficient marketing spend.

Furthermore, we amplify BIRKENSTOCK in the cultural zeitgeist through calculated demand creation strategies, including through creative content developed by our content house as well as through strategic product collaborations led by our 1774 office in Paris. Our unique brand, iconic footbed and instantly recognizable aesthetics have generated significant unsolicited attention from well-known brands seeking to collaborate with us. We benefit from the unpaid advocacy and support that is the natural byproduct of celebrities, public figures and other influential fans who are frequently seen wearing our products.

Engineered Distribution Approach

Complementary Multi-Channel Strategy

We optimize growth and profitability through a complementary, multi-channel distribution strategy for DTC and B2B. We operate our channels synergistically, utilizing the B2B channel to facilitate brand accessibility while fully engaging consumers in our DTC channel, which offers our complete product range and access to our most desired and unique silhouettes. Across both channels, we execute a strategic allocation and product segmentation process, often down to the single door level, to ensure we sell the right product in the right channel at the right price point. This approach is centered on the strategic calibration of our average selling price ("ASP") and employs key levers such as the expansion of our DTC channel, market conversions from third-party distributors, optimization of our wholesale partner network, increased overall

share of premium products and strategic pricing. As a result, we drive top-line growth and protect margins, prevent brand dilution and deepen our connection to consumers.

Expansion of DTC Channel

Our DTC business, including both e-commerce and own-retail, promotes direct consumer relationships and provides access to BIRKENSTOCK in its purest form. Our DTC channel enables us to express our brand identity, engage directly with our global fan base, capture real-time data on customer behavior and provide consumers with direct product access to our most distinctive styles. Additionally, our increasing levels of organic demand creation, together with higher ASPs, support attractive profitability in the DTC channel. We seek to grow our DTC business through the continued expansion of our own-store network and e-commerce globally.

Intentional Wholesale Partnerships

Our wholesale strategy is defined by intentionality in partner selection, identifying the best partners in each segment and price point. We segment our wholesale product line availability into specific retailer quality tiers, ensuring we allocate the right product to the right channel for the right consumer. For example, we limit access to our premium 1774 and certain collaboration products to a curated group of brand partners. To a great extent, growth is driven by existing doors, as our partners expand the breadth and depth of their BIRKENSTOCK offerings. New doors are primarily in expansionary categories and niche sectors, such as professional, outdoor, children's, and sporting goods retailers.

For our wholesale partners, we believe that we are a “must carry” brand based on the enthusiasm with which our consumers pursue our products. We generate significantly more demand from existing and prospective wholesale customers than we can supply, putting us in an enviable position where we can create scarcity in the market and obtain consistently favorable economic terms on wholesale distribution. The early placement of wholesale orders approximately six months in advance greatly aids in our production planning and allocation. In addition, sell-through transparency from important wholesalers provides real-time insight into the overall market and inventory dynamics.

Vertically Integrated Manufacturing

A key differentiator of BIRKENSTOCK is our vertically integrated manufacturing which creates strong competitive and operational advantages in an industry that has largely been offshoring production since the 1980s. During fiscal 2025, we assembled the vast majority of our overall products and produced 100% of our footbeds in our factories in Germany, with supplemental component manufacturing in the EU. These facilities are critical to delivering the high-quality products our brand promises and our consumers expect. With nearly every silhouette requiring over 50 hands to complete, our skilled workers ensure we complete production in rigorous accordance with centuries-old know-how and craftsmanship.

Our approach to owned manufacturing ensures we produce our products to the highest quality standards, that we remain deliberate in the environmental resources we use and that we invest appropriately in innovation to support the brand’s continued growth.

Our Growth Strategies

We intend to expand our market share and drive sustainable growth and profitability through the following pillars, each of which represents a continuation of the proven strategies we have been executing over the past decade.

Expand and Enhance the Product Portfolio

We will continue to expand our product archive through our “celebrate and build” approach to innovation, entering into new usage occasions while investing in categories we serve today through new and innovative offerings. We intend to diversify our product portfolio, strengthen loyalty with consumers who

already love BIRKENSTOCK, drive higher penetration in our existing markets and channels and expand our reach and appeal across new consumers, geographies and usage occasions. Through the broad application of the BIRKENSTOCK footbed, we intend to develop our product offering through the following strategies:

- *Drive the Core Through "Inside-out" Innovation*
- *Strengthen Year-Round Product Mix with Closed-Toe Offerings*
- *Develop Presence in Underpenetrated Categories*
- *Leverage our Brand in Function-led, Non-Footwear Categories*

Drive Engineered Distribution on a Global Scale

We will continue to leverage our engineered distribution approach to strategically allocate our production capacity across channels, regions and categories in a manner that supports our continued success. Specifically, we aim to drive growth across regions by continuing to operate our proven playbook in the U.S. and Europe, where we have significantly grown our DTC channel while optimizing our B2B presence with wholesale partners who support our brand positioning.

We have extensive whitespace to grow within and outside of our largest geographies, the U.S. and Europe. We believe there are still sizable growth opportunities in key developed markets where the brand has a presence but remains significantly underpenetrated.

As we ramp up our production capacity, we seek to unlock the large growth potential of our white spaces, which have generated significant latent demand that we have been unable to fulfill in recent years given more limited supply.

Educate Fans on Our Brand Purpose and Grow the BIRKENSTOCK Fan Base

We will continue to educate consumers globally about the advantages of BIRKENSTOCK products. We believe consumers become evangelists for our brand when they experience the merits of our superior functional design. The function of our products and the power of our brand has enabled us to build our Company largely through organic, unpaid sources, including word-of-mouth, repeat buying, earned media, high profile influencer support and our 1774 collaborations office. These organic factors support a virtuous cycle of consumer consideration, trial, conversion, repeat purchase and recommendation.

While our brand has achieved substantial traction globally and those who have experienced our products demonstrate strong loyalty, our presence remains relatively nascent in many of our markets. We believe increasing consumer awareness of our brand, the functional benefits of our products and our constantly evolving product offering will generate substantial growth as we introduce new consumers to our brand and convert those who are aware of the brand into consumers.

Invest in and Optimize the Company to Support the Next Generation of Growth

We will continue to invest in our people and our manufacturing and supply chain to support future growth. We will also seek operational improvements to drive efficiencies and increase the speed and flexibility of our operations.

- *Optimize and Expand our Production Capacity*
- *Expand our Owned and Third-Party Logistics Infrastructure*
- *Drive Operational Efficiencies*

Our Products

We have developed a broad, unisex portfolio of footbed-based products, anchored by our iconic Core Silhouettes, the *Madrid, Arizona, Boston, Gizeh* and *Mayari*. While these silhouettes drive consistent, high-visibility revenues and represent a significant portion of our overall business, we also continue to expand our extensive archive by extending our existing silhouettes and launching new styles. This expands our reach across price points, usage occasions and product categories. We incorporate distinctive design elements and develop new materials to create newness while staying true to our heritage and uncompromising quality standards.

During fiscal 2025, we continued to incorporate our legendary footbed as the central functional element in our proven product formula as we celebrate and build our archive. We renewed existing silhouettes and introduced new ones by strategically using aesthetics, construction, design and materials updates that flex elements across uppers, outer soles, buckle details and other embellishments to deliver innovative functionality and renewed purpose. In doing so, we continued to broaden and deepen our product assortment across price bands, building on the success of our opening price point EVA line as well as through our premium 1774 line.

Alongside our classics, we have built our extensive archive by innovating new footwear silhouettes and developing other products. While staying true to our orthopedic heritage, we have created highly functional footwear products across a variety of usage occasions, including professional, active and outdoor, kids, home and orthopedic. Our recent offerings in these expansionary categories include our outdoor products where we have created new silhouettes by using PU direct injection technology to develop water-friendly and high-grip outsoles. Additionally, our use of EVA similarly expands our portfolio by creating products suitable for use in and around water. These developments broaden our potential product range across usage occasions by creating highly functional, water ready, anti-slip outsoles and more rugged constructions. We have also extended our brand's heritage in health into the sleep category, introducing a range of BIRKENSTOCK sleep systems that leverage our core expertise in orthopedic research and functional product design.

We have expanded our highly functional prestige shoe care and footcare line made in Germany exclusively from materials of natural origin and rooted in our deep heritage in foot health.

Our Operations

Responsible Sourcing

We carefully manage our operations, including the sourcing of required raw materials and components. Our sourcing strategy is rooted in our core values of function, quality and tradition. We favor suppliers from Europe and strive to form long-lasting relationships built on mutual trust. We target a reliable and safe supply of high-quality goods that maximize the full functional potential of our products and enable efficient production. Generally, we source our materials from multiple suppliers and have policies to prevent dependence on any single supplier.

We utilize responsibly sourced raw materials in the production of our silhouettes in compliance with strict ethical and social standards based on industry best practices. Cork, one of the most prominent materials in our products, is an inherently sustainable and versatile material that can be harvested without harming the tree. Cork is also naturally lightweight, breathable and insulating. In fiscal 2025, we sourced 95% of our cork from suppliers in Portugal.

We source other raw materials, including leather, EVA adhesives, natural latex, jute, wool felt and buckles from over 200 suppliers located in Europe. Certain materials and components, representing less than 10% of the total value of our raw materials, originate from outside of Europe. Examples include jute and latex, which are not grown in Europe. We buy these materials from EU-based importers and have full transparency of their sources, who we visit frequently to ensure compliance with our strict guidelines on

responsible sourcing practices. We are exposed to price fluctuations of materials and manage our exposure to price increases and volatility accordingly. For more information, see "*Item 5. Operating and Financial Review and Prospects—D. Factors Affecting Performance and Trend Information—Sourcing and Supply Chain Management*" in this Annual Report.

Manufacturing and Production

We engineer and produce 100% of our footwear within the European Union, which we believe is one of the safest and most regulated markets in the world.

Our vertical manufacturing and "made in Germany" approach enables us to control our operational footprint and apply a highly resilient, quality-first methodology. We set the highest standards for quality, efficiency and delivery, which we execute across all manufacturing sites with full transparency and control.

We believe our factories in Germany and our component operation in Portugal provide a unique platform that shortens lead-time to fulfill demand. Beyond our owned manufacturing, trusted long-term partners produce a small remaining percentage of the components for our iconic silhouettes. We invest in our manufacturing sites every year to further ensure the highest quality standards and expand our capacity.

We continue to add several million more pairs of product capacity over the next years, which will allow us to accelerate expansion into untapped markets while maintaining control over our supply chain and product quality. We remain committed to our policy that all footbed production and engineering take place in Germany and that all manufacturing occurs in the EU to ensure the highest quality products are manufactured according to centuries-long tradition.

Quality Management

We believe how things are made matters as much as the finished product itself. Our products are made to stand the test of time and designed to be long-lasting, durable and repairable. Our operations are built on the passion for delivering perfect products every day and we learn and act swiftly in case of deviations from our standards. To ensure we uphold these values, we employ a strict quality management approach and have made significant investments into physical, chemical and visual inspection laboratories and facilities.

We maintain strict product safety and quality assurance protocols across our entire value chain. These protocols include quality audits, internal product testing, and regulatory monitoring procedures, all designed to help identify and prevent potential product safety risks and to ensure ongoing compliance with applicable consumer protection laws globally.

Our long-lasting quality and durability allow some consumers to keep pairs for over three decades with careful maintenance and repair.

In the fiscal years ended September 30, 2025 and 2024, we did not initiate any voluntary or mandatory product recalls, and no product units were recalled.

We continuously monitor product safety trends, regulatory developments, and consumer feedback in order to uphold our quality standards and strive to minimize recall-related risks across all markets.

Logistics

We operate a reliable logistics system that utilizes in-house and third-party services to support our global market reach. Our logistics system provides preliminary and intermediate products to our production sites and ensures a demand-driven flow of finished goods to our markets. Our in-house logistics adds additional flexibility to our owned and controlled operations system, which enables us to deliver at short notice and grants us a competitive edge over other brands, particularly in Europe.

Environmental and Social Responsibility

Environmental and social responsibility is naturally an important aspect of our core corporate values of function, quality and tradition.

With our stringent health and safety standards and procedures, we believe we ensure a safe and state-of-the-art workplace for every employee. We completed the ISO 45001 certification for our largest factory in Görlitz in 2024 and are gradually completing the process for all of our other German locations.

The factory in Pasewalk is our first fully electrical energy-driven factory. A share of its electricity is self-generated by a photovoltaics source, while the rest is largely provided by renewable sources. Together with its photovoltaics system, heat recovery in compressed air generation and in the exhaust air system, and charging stations on the company parking lot, we believe this location presents the future direction of our facilities.

We take full responsibility for our sourcing of raw materials and components. We require all of our business partners related to the manufacture, sales, marketing, and distribution of our products to comply with our Code of Conduct for Business Partners relating to working conditions as well as certain environmental, employment and sourcing practices. A significant proportion of the materials we use are of natural origin, such as cork, natural latex, jute, leather and wool felt.

We believe our products are assembled in an efficient manner and we regularly evaluate how to optimize our energy usage and minimize waste. Additionally, we frequently undergo climate risk assessments and greenhouse gas emissions analyses to identify areas for improvement.

Seasonality

While our products, particularly our *Core Silhouettes*, were traditionally suited for warm weather, we continue to diversify the seasonal exposure of our product portfolio by increasing the mix of closed-toe silhouettes, enabling us to serve additional usage occasions year-round. Nevertheless, our business remains affected by seasonality, and demand in our channels varies by time of year and climate zones. While we manufacture our footwear year-round, we typically build inventory between October and January through a rigorous planning process designed to optimize product availability and mitigate any possible supply and demand mismatch.

Competition

We are one of the leading brands in the global footwear market. The global footwear industry is a large and fragmented market. While this implies a competitive market structure, we believe there is significant opportunity for brands with strong awareness and high-quality products to take market share.

While we do not compete with any one single company with respect to the entire spectrum of our portfolio, competition is primarily based on brand awareness, product functionality, quality and durability, design and comfort and marketing and distribution. We believe our brand equity, paired with our superior products, with their orthopedic foundations, high-quality materials and focus on functionality, position us well to continue succeeding in the global wholesale, retail and e-commerce channels.

Intellectual Property

Our long-term commercial success is connected to our ability to obtain and maintain IP protection for our brand and products, defend and enforce our IP rights, preserve the confidentiality of our trade secrets and prevent third parties from infringing, misappropriating or otherwise violating our IP rights. We seek to protect our investments made into the development of our products, brand and designs by relying on a combination of trademark, patent, copyright, trade secret and other IP laws as well as by contract (such as confidentiality agreements and development agreements).

We own a portfolio of IP rights in various jurisdictions. The BIRKENSTOCK brand is our most material IP asset. All of our material IP development and the registration process for new IP is conducted by our team in Germany. Over the last several years, we have increased our focus on educating employees about the value of our brand and design portfolio and have heavily invested additional resources into IP rights enforcement against third-party infringers, including those who seek to copy our iconic silhouettes. Our enforcement mechanisms include seizure measures, taking legal action where necessary and working with local jurisdictions to combat any counterfeiting operations.

We seek IP protection for protectable elements of certain of our shoe products, primarily as design patents in the United States and design registrations in other countries, as part of our overall global IP strategy.

We also rely, in part, on trade secrets to protect aspects of our business that are not amenable to, or that we do not consider appropriate for, patent protection. For more information regarding the risks related to our IP, see "*Item 3. Key Information—D. Risk Factors—Risks Related to Intellectual Property, Information Technology and Data Security and Privacy*" in this Annual Report.

Corporate Citizenship

We drive sustainable actions on three fronts: (i) people and communities, (ii) manufacturing processes and (iii) products. Our commitment to these actions has endured throughout our history and makes BIRKENSTOCK a trusted and responsible brand.

Our people and communities are essential for delivering the footbed to consumers globally. We meet or exceed the minimum wage standards and support our employees by providing additional benefits in all countries where we make our products.

Our owned manufacturing ensures our processes achieve a high level of transparency and compliance with EU environmental and social standards.

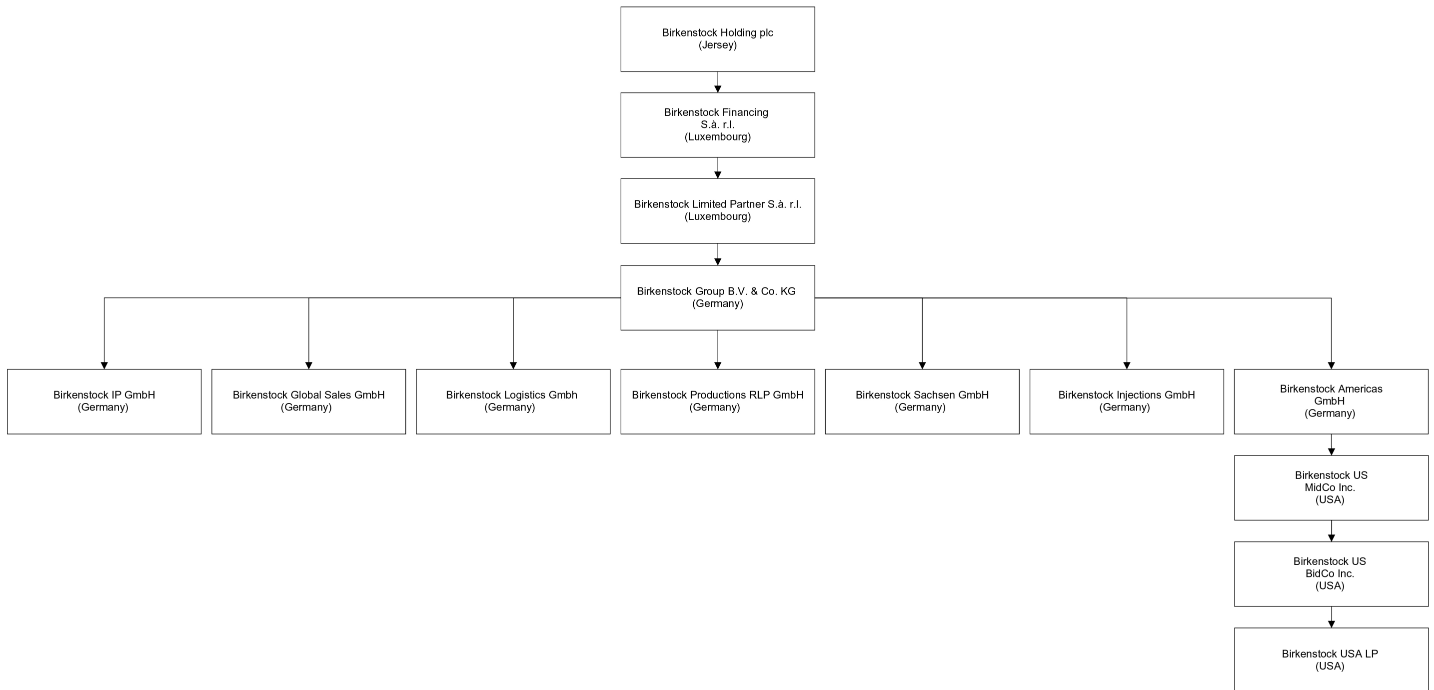
Our products are built to last, which differentiates us from brands which create products that need to be replaced frequently.

Regulatory Matters

We are subject to the laws and regulations of the jurisdictions in which we operate, covering a wide variety of areas affecting general consumer protection and product safety, including health and safety, environmental, product quality and safety, competition, data protection and privacy, export and import controls, anti-corruption legislation, trade sanctions and labor laws. Generally, each region is primarily responsible for compliance with various local regulatory regimes applicable within its jurisdiction, supported by external local counsel as needed. We have a central legal team that is primarily responsible for overseeing compliance with laws and regulations at BIRKENSTOCK, as well as supporting the regional teams across jurisdictions vis-à-vis compliance with the regulatory regimes. While BIRKENSTOCK does not operate in a heavily regulated industry, the legal team is well-staffed and engaged to deal with risks as they arise. See "*Item 3. Key Information—D. Risk Factors—Risks Related to Legal, Regulatory and Taxation Matters—Compliance with existing laws and regulations or changes in any such laws and regulations could affect our business*" in this Annual Report.

C. Organizational Structure

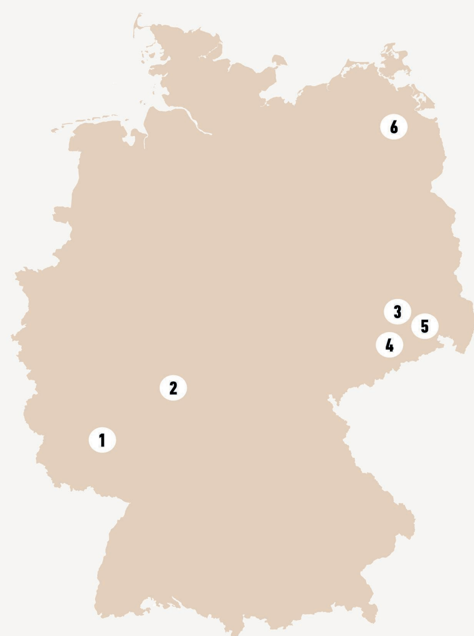
A simplified organizational chart showing certain legal entities within our corporate structure is set forth below (all subsidiaries are, directly or indirectly, 100% owned by Birkenstock Holding plc):



D. Property, Plants and Equipment

We operate six manufacturing facilities in Germany and one component manufacturing facility in Portugal. We own our St. Katharinen, Görlitz, Bernstadt and Pasewalk manufacturing facilities and our component manufacturing facility in Portugal, which have a production space of approximately 32,000, 36,000, 20,000, 37,000 and 7,000 square meters, respectively. In September 2025 we signed a definitive agreement to acquire a manufacturing facility in Wittichenau, Germany, which has a production and logistics space of approximately 78,000 square meters and is expected to become operational by the end of fiscal 2027. See also "*Note 31—Subsequent events*" to our audited consolidated financial statements included in "*Item 18—Financial Statements*" of this Annual Report. We lease our Ürzell and Markersdorf manufacturing facilities, which have a production space of approximately 15,000 and 6,000 square meters, respectively. While we expect to renew such leases, if we are unable to do so, we believe suitable alternative space will be available to accommodate our operations.

GERMAN-CENTRIC PRODUCTION FOOTPRINT



(1) ST. KATHARINEN
Final assembly, punching of EVA outsoles, coating of footbeds

(2) ÜRZELL
Footbed production

(3) GÖRLITZ
Final assembly, footbed production, EVA products

(4) BERNSTADT
Processing of uppers/components, procession of buckles and rivets, 1774 Production and collaboration lines, BIRKENSTOCK University

(5) MARKERSDORF
Buckles

(6) PASEWALK
EVA/PU products, Orthopedics, Deep blue footbeds

We also own a distribution center in Germany and we lease office spaces, retail spaces and storage spaces across the regions in which we operate. We continue investing in our operations and expect that our administrative, manufacturing and distribution facilities will be able to accommodate substantial growth of our operations for the foreseeable future. For information about future investments into capital expenditures, see "*Item 5. Operations and Financial Review and Prospects—B. Liquidity and Capital Resources—Capital Expenditures.*" For information about historical investments into capital expenditures see "*Note 9—Property, plant and equipment*" to our audited consolidated financial statements included in "*Item 18—Financial Information*" of this Annual Report.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion on our operating and financial review and prospects should be read in conjunction with the audited consolidated financial statements, including the notes thereto, included elsewhere in this Annual Report (see "*Item 18. Financial Statements*"). The audited consolidated financial statements as of and for the year ended September 30, 2025 and the year ended September 30, 2024 were prepared in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board, and presented in Euro (EUR). This discussion and analysis should also be read together with the sections of this Annual Report entitled "*Cautionary Statement Regarding Forward-Looking Statements*" and "*Item 3. Key Information—D. Risk Factors*." For a comparative discussion and analysis related to the results of operations and changes in financial condition for the year ended September 30, 2024 compared to the year ended September 30, 2023, refer to "*Operating and Financial Review and Prospects*" in our annual report on Form 20-F for the year ended September 30, 2024, filed on December 18, 2024, with the United States Securities and Exchange Commission and available electronically at www.sec.gov. As disclosed in "*Note 5—Segment Information*" to our audited consolidated financial statements appearing elsewhere in this Annual Report, during the first quarter of the fiscal year 2025, the Company changed the structure of its internal organization which resulted in the new operating segments EMEA and APAC, whereas the Americas operating segment remained unchanged. As a result, starting with fiscal year 2025, the Company has three operating and reportable segments - Americas, EMEA and APAC. The Company continues to have Corporate / Other revenue and expenses. Segment information for prior periods have been conformed to the current period presentation. For a discussion of how our business, results of operations and financial condition have been influenced, and may continue to be influenced, by the macroeconomic environment and other factors, see "*Item 5—D. Factors Affecting Performance and Trend Information*".

A. Operating Results

Overview

BIRKENSTOCK is a revered global brand rooted in function, quality and tradition dating back to 1774. We are guided by a simple, yet fundamental insight: human beings are intended to walk barefoot on natural, yielding ground, a concept we refer to as "*Naturgewolltes Gehen*." Our purpose is to empower all people to walk as intended by nature. The legendary BIRKENSTOCK footbed represents the best alternative to walking barefoot, encouraging proper foot health by evenly distributing weight and reducing pressure points and friction. We believe our function-first approach is universally relevant; all humans — anywhere and everywhere — deserve to walk in our footbed.

We primarily generate revenue through the sale of footbed-based products from our broad portfolio of over 700 silhouettes, anchored by our iconic *Core Silhouettes*, the *Madrid*, *Arizona*, *Boston*, *Gizeh* and *Mayari*. We engineer and produce 100% of our footwear in the EU through our vertically integrated manufacturing operations, thereby ensuring each pair sold meets our rigorous quality standards. Our materials and components are primarily sourced from suppliers in Europe and considered to be processed under the highest environmental and social standards in the industry.

Our strongest, most developed segments are the Americas and EMEA, which represented 52% and 37% of revenue, respectively, for the year ended September 30, 2025. Our APAC segment has demonstrated considerable growth potential, which has not been fully realized historically due to the finite nature of our product supply as a result of limited production capacities, and our deliberate decisions to prioritize the Americas and EMEA segments.

We optimize growth and profitability through a multi-channel DTC and B2B distribution strategy that we refer to as 'engineered distribution.' We operate our channels synergistically, seeking to grow both simultaneously. We utilize the B2B channel to facilitate brand accessibility while steering consumers to our DTC channel, which offers our complete product range and access to our most desired and unique silhouettes. Across both channels, we execute a strategic allocation and product segmentation process,

often down to the single door level, to ensure we sell the right product in the right channel at the right price point. This approach is centered on the strategic calibration of our ASP and employs key levers such as the expansion of our DTC channel, market conversions from third-party distributors, optimization of our wholesale partner network, increased overall share of premium products and strategic pricing. This process allows us to manage the finite nature of our production capacity with a rigorous focus on control of our brand image and profitability. As a result, we drive top-line growth and margins, prevent brand dilution and deepen our connection to consumers.

Our DTC footprint promotes direct consumer relationships and provides access to BIRKENSTOCK in its purest form. Our DTC channel enables us to express our brand identity, engage directly with our global fan base, capture real-time data on customer behavior and provide consumers with unique product access to our most distinctive styles. Additionally, our high levels of organic demand creation, together with higher ASPs, support consistently attractive profitability in the DTC channel.

Our wholesale strategy is defined by intentionality in partner selection and identifying the best partners in each segment and price point. We segment our wholesale product line availability into specific retailer quality tiers, ensuring we allocate the right product to the right channel for the right consumer. For example, we limit access to our premium 1774 product line and certain collaboration products to a curated group of brand partners. To a great extent, growth is driven by existing doors, as our partners expand the breadth and depth of their BIRKENSTOCK offerings. New doors are primarily in expansionary categories and niche sectors, such as professional, outdoor, children's, and sporting goods retailers.

For our wholesale partners, we are a "must carry" brand based on the enthusiasm with which our consumers pursue our products, as evidenced by our brand consistently being amongst the top performers in our core categories at most of our retail partners. We generate significantly more demand from existing and prospective wholesale customers than we can supply, putting us in an enviable position where we can create scarcity in the market and obtain favorable economic terms on wholesale distribution. The early placement of wholesale orders effectively determines sales to the end-consumer approximately six months in advance and aids in our production planning and allocation. In addition, sell-through transparency from important wholesalers provides real-time insight into the overall market and inventory dynamics.

The tariffs imposed by the U.S. administration in early April 2025 (Liberation Day), and the countermeasures taken by the EU and other countries since, significantly increased the level of geopolitical and macroeconomic uncertainty. Although we are closely monitoring the tariff and trade policy actions taken by the U.S. administration and other governments, the rapidly changing global trade environment has introduced a significant amount of uncertainty and potential disruption. It cannot be ruled out that such uncertainty will persist for the foreseeable future. In addition, any recently imposed, new or increased tariffs or other trade barriers could adversely affect consumer behavior and demand for our products, negatively impact our ability to manage inventory and/or dampen economic growth or lead to a recession in certain countries or globally, each of which factors could have a material adverse effect on the Company's business, financial condition and results of operations. On July 27, 2025, the United States and the EU announced a trade deal, subject to which all goods imported from the EU to the United States are subject to at least 15% U.S. tariffs.

While we produce all our footwear products in the EU, our Americas segment (which comprises the U.S. market) accounts for a significant portion of our revenue (52% in the year ended September 30, 2025). During the year ended September 30, 2025, the tariff actions that became effective in April 2025 did not have a significant impact on our results of operations; however, we have experienced and expect to continue to experience increased adverse foreign currency fluctuations, which we attribute, in part, to the significant uncertainty surrounding the global trade environment. All other factors remaining constant, we expect the new tariffs to result in a modest increase in our cost of sales, and therefore impact our gross profit margin, Adjusted EBITDA margin and net profit margin for the year ending September 30, 2026. We have several levers to respond to, and mitigate, the expected direct impact of the currently applicable and any additional tariffs on the Company's business and financial results, including through negotiations with suppliers, price

increases, optimization of the product and geographic mix, and use of efficiencies and economies of scale in production.

Key Financial Highlights

Key highlights for the year ended September 30, 2025 compared to the year ended September 30, 2024 include:

- Revenue of €2.1 billion, an increase of 16% on a reported basis and 18% in constant currency
- Double-digit revenue growth across all segments; 15% on a reported basis (18% in constant currency) in the Americas, 14% in EMEA (reported and in constant currency) and 31% on a reported basis (34% in constant currency) in APAC
- B2B revenue growth of 20% on a reported basis and 21% in constant currency
- DTC revenue growth of 11% on a reported basis and 12% in constant currency
- Gross profit margin of 59.1%, up 30 basis points from 58.8% in fiscal 2024 due to sales price adjustments (net of input costs) and better absorption of manufacturing capacity, partly offset by channel mix, unfavorable currency translation (30 basis points), and incremental U.S. tariffs (30 basis points)
- Net profit of €348.3 million, up 82% from €191.6 million; EPS of €1.87, up 83% from €1.02
- Adjusted Net profit of €345.7 million, up 44% from €240.3 million; Adjusted EPS of €1.85, up 45% from €1.28
- Adjusted EBITDA of €667.0 million, up 20% year-over-year; Adjusted EBITDA margin of 31.8% up 100 basis points from 30.8% a year ago, due to sales price adjustments (net of input costs) and better absorption of manufacturing capacity, partly offset by unfavorable currency translation (40 basis points) and incremental U.S. tariffs (30 basis points)
- Cash flows from operating activities of €384.3 million; operating cash flow was down €44.4 million year-over-year, primarily due to the timing of tax payments and changes in working capital
- Net leverage declined to 1.5x as of September 30, 2025, down from 1.8x as of September 30, 2024
- The Company repurchased and cancelled 3.9 million shares on May 30, 2025 for €176.4 million, reducing average shares outstanding for the fiscal year by 1.1 million; shares outstanding at September 30, 2025 totaled 183.9 million, down 3.9 million from September 30, 2024

Non-IFRS Financial Measures

We report our financial results in accordance with IFRS; however, management believes that certain non-IFRS financial measures provide useful information in measuring the operating performance and financial condition of the Company and therefore uses them to make decisions. Management believes this

information presents helpful comparisons of financial performance between periods by excluding the effect of certain non-recurring items.

We use non-IFRS financial measures, such as constant currency revenue, constant currency revenue growth, adjusted EBITDA, adjusted EBITDA margin, adjusted net profit (loss), adjusted net profit (loss) margin and adjusted basic / diluted earnings (loss) per share to supplement financial information presented in accordance with IFRS. We believe that excluding certain items from our IFRS results allows management to better understand our consolidated financial performance from period-to-period and better project our future consolidated financial performance as forecasts are developed at a level of details different from that used to prepare IFRS-based financial measures. Moreover, we believe these non-IFRS financial measures provide our stakeholders with useful information to help them evaluate our operating results by facilitating an enhanced understanding of our operating performance and enabling them to make more meaningful period-to-period comparisons.

These measures do not have a standardized meaning prescribed by IFRS and therefore they may not be comparable to similarly titled measures presented by other companies, and they should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with IFRS.

Constant Currency Revenue and Constant Currency Revenue Growth

	Year ended September 30,	
(In thousands of Euros, unless otherwise stated)	2025	2024
Revenue	2,097,429	1,804,690
Revenue, constant currency	2,125,195	1,819,706
Revenue growth, constant currency	18%	22%

Our reporting currency is the Euro, and changes in foreign exchange rates can significantly affect our reported results and consolidated trends. The majority of non-Euro transactions are denominated in USD.

The effect of currency exchange rates on our business is an important factor in understanding period-to-period comparisons, which in turn are used in financial and operational decision-making. By viewing our results of operations on a constant currency basis, the effects of foreign currency volatility, which is not indicative of our actual results of operations, are eliminated, enhancing the ability to understand our operating performance.

Constant currency information compares results between periods as if exchange rates had remained constant. We define constant currency revenue as total revenue excluding the effect of foreign exchange rate movements and use them to determine constant currency revenue growth on a comparative basis. Constant currency revenue is calculated by translating the current period foreign currency revenue using the prior period exchange rate. Constant currency revenue growth is calculated by determining the increase in current period revenue over prior period revenue, where current period foreign currency revenue is translated using prior period exchange rates. For example, USD-denominated constant currency revenue for the year ended September 30, 2025 and the year ended September 30, 2024 was calculated using the average exchange rate of $1.11 to €1 and $1.08 to €1, respectively.

Reconciliation of Revenue to Constant Currency Revenue

The table below presents a reconciliation of constant currency revenue to the most comparable IFRS measure, revenue, for the periods presented.

(In thousands of Euros)	Year ended September 30, 2025	2024
Revenue	2,097,429	1,804,690
Add (Less):		
U.S. Dollar impact	20,074	10,209
Canadian Dollar impact	4,738	1,935
Other	2,955	2,872
Constant currency revenue	**2,125,195**	**1,819,706**

(In thousands of Euros, unless otherwise stated)	Year ended September 30, 2025	2024	Growth	Constant Currency Growth
B2B	1,297,933	1,083,721	20%	21%
DTC	794,797	716,687	11%	12%
Corporate / Other	4,699	4,282	10%	10%
Revenue	**2,097,429**	**1,804,690**	**16%**	**18%**
Americas	1,085,672	943,710	15%	18%
EMEA	785,230	687,891	14%	14%
APAC	221,828	168,807	31%	34%
Corporate / Other	4,699	4,282	10%	10%
Revenue	**2,097,429**	**1,804,690**	**16%**	**18%**

Adjusted EBITDA and Adjusted EBITDA Margin

(In thousands of Euros, unless otherwise stated)	Year ended September 30, 2025	2024
Adjusted EBITDA	666,990	554,955
Adjusted EBITDA margin	31.8%	30.8%

Adjusted EBITDA is defined as net profit for the period adjusted for income tax expense, finance cost net, depreciation and amortization, further adjusted for the effect of events such as:

- Share-based compensation expenses relating to the management investment plan;
- IPO-related costs consisting of consulting as well as legal fees;
- Costs associated with the secondary offerings on behalf of the selling shareholder;
- Acquisition-related transaction costs such as legal, consulting fees and travel expenses; and
- Realized and unrealized foreign exchange gain (loss).

Reconciliation of Net Profit to Adjusted EBITDA

The table below presents a reconciliation of net profit to adjusted EBITDA for the periods presented:

	Year ended September 30,	
(In thousands of Euros)	2025	2024
Net profit	348,327	191,602
Add:		
Income tax expense	121,653	102,180
Finance cost, net	79,564	127,300
Depreciation and amortization	113,539	101,291
EBITDA	**663,083**	**522,373**
Add Adjustments:		
Share-based compensation expenses[(1)]	—	3,591
IPO-related costs[(2)]	—	7,460
Secondary offering related costs[(3)]	1,695	1,890
Acquisition-related transaction costs[(4)]	259	—
Realized and unrealized FX loss[(5)]	1,953	19,641
Adjusted EBITDA	**666,990**	**554,955**

(1) Represents share-based compensation expenses relating to the management investment plan.

(2) Represents IPO-related costs, which include consulting as well as legal fees.

(3) Represents costs associated with the secondary offerings on behalf of the selling shareholder. The secondary offerings were completed on June 28, 2024 and May 30, 2025.

(4) Represents costs associated with the acquisition of Birkenstock Australia Pty Ltd. Costs mainly include legal, consulting fees and travel expenses.

(5) Represents the primarily non-cash impact of foreign exchange rates within profit (loss). We do not consider these gains and losses representative of operating performance of the business because they are primarily driven by fluctuations in the USD to Euro foreign exchange rate on intercompany receivables for inventory and intercompany loans.

Adjusted Net Profit and Adjusted Net Profit Margin

	Year ended September 30,	
(In thousands of Euros, unless otherwise stated)	2025	2024
Adjusted net profit	345,693	240,331
Adjusted net profit margin	16.5%	13.3%

We define adjusted net profit (loss) as net profit (loss) for the period adjusted for share-based compensation, IPO-related and secondary offering related costs, realized and unrealized foreign exchange gain (loss), the release of capitalized transaction costs and the respective income tax effects as applicable. Adjusted net profit (loss) margin is defined as adjusted net profit (loss) for the period divided by revenue for the same period.

Reconciliation of Net Profit to Adjusted Net Profit

The table below presents a reconciliation of net profit to adjusted net profit for the periods presented:

(In thousands of Euros)	Year ended September 30, 2025	2024
Net profit	348,327	191,602
Add (Less) Adjustments:		
Share-based compensation expenses[1]	—	3,591
IPO-related costs[2]	—	7,460
Secondary offering related costs[3]	1,695	1,890
Acquisition-related transaction costs[4]	259	—
Realized and unrealized FX loss[5]	1,953	19,641
Release of capitalized transaction costs[6]	—	26,858
Tax adjustment[7]	(6,541)	(10,711)
Adjusted net profit	**345,693**	**240,331**

(1) Represents share-based compensation expenses relating to the management investment plan.
(2) Represents IPO-related costs, which include consulting as well as legal fees.
(3) Represents costs associated with the secondary offerings on behalf of the selling shareholder. The secondary offerings were completed on June 28, 2024 and May 30, 2025.
(4) Represents costs associated with the acquisition of Birkenstock Australia Pty Ltd. Costs mainly include legal, consulting fees and travel expenses.
(5) Represents the primarily non-cash impact of foreign exchange rates within profit (loss). We do not consider these gains and losses representative of operating performance of the business because they are primarily driven by fluctuations in the USD to Euro foreign exchange rate on intercompany receivables for inventory and intercompany loans.
(6) €16 million represents capitalized transaction costs of the Original Term Loan and the ABL Facility. Due to a new financing agreement (effective August 2, 2024) and replacement of the Original Term Loan and the ABL Facility, transaction costs were fully amortized through finance cost, net, during the third quarter of fiscal 2024. There was a further impact of €11 million from the early repayment of $450 million to the Original USD Term Loan in the first quarter of fiscal 2024.
(7) Represents income tax effects for the adjustments as outlined above, except for unrealized foreign exchange gain (loss) and share-based compensation expenses since these have not been treated as tax deductible in the initial tax calculation.

Adjusted Basic / Diluted Earnings Per Share

(In Euros)	Year ended September 30, 2025	2024
Adjusted earnings per share (EPS)		
Basic	1.85	1.28
Diluted	1.85	1.28

We define adjusted earnings (loss) per share as adjusted net profit (loss) for the period divided by the weighted number of shares outstanding.

Reconciliation of Net Profit (Loss) to Adjusted Earnings (Loss) per share

The table below presents a reconciliation of adjusted earnings (loss) per share to the most comparable IFRS measure, net profit (loss), for the periods presented:

(In thousands of Euros, except share and per share information)	Year ended September 30, 2025	2024
Net profit	348,327	191,602
Adjusted net profit[1]	345,693	240,331
Weighted number of outstanding shares	186,507,512	187,599,357
Weighted number of outstanding shares (diluted)	186,507,512	187,599,357
Adjusted earnings per share (EPS)		
Basic	1.85	1.28
Diluted	1.85	1.28

(1) See "Reconciliation of Net Profit to Adjusted Net Profit" above for a reconciliation of adjusted net profit to net profit.

Net Debt and Net Leverage

We define net debt as the sum of loans and borrowings (non-current), the current portion of the USD Term Loan, current and non-current Lease liabilities, reduced by the amount of cash and cash equivalents.

Net leverage is defined as a ratio of net debt over adjusted EBITDA for the last twelve months (LTM). Net leverage reduced to 1.5x as of September 30, 2025 compared to 1.8x as of September 30, 2024, mainly due to an increase in adjusted EBITDA which was partly offset by a decrease in cash mainly driven by the repurchase of ordinary shares in the third quarter of the fiscal year 2025.

Reconciliation of Net Debt and Net Leverage

The table below presents a reconciliation of net debt and net leverage to loans and borrowings (non-current) for the periods presented:

(In thousands of Euros, unless otherwise stated)	September 30, 2025	September 30, 2024
Loans and borrowings (Non-current)	**1,128,010**	**1,169,965**
USD Term Loan - current portion	5,090	7,890
Lease liabilities (Non-current)	149,338	143,199
Lease liabilities (Current)	43,581	40,874
Cash and cash equivalents	(329,067)	(355,843)
Net debt	**996,952**	**1,006,085**
Adjusted EBITDA	**666,990**	**554,955**
Net leverage	**1.5x**	**1.8x**

Average Selling Price

ASP is calculated by dividing our total revenue from sales of footwear pairs by the number of footwear pairs sold. Prior to fiscal 2024, ASP was calculated by dividing our total revenue by our total number of units of all products sold. The difference between these two methods is immaterial.

Our management uses group ASP in managing and monitoring the performance of the business.

We believe presenting a directional change in ASP provides useful information to investors as it helps facilitate an enhanced understanding of our operating results and enables investors to make more meaningful period-to-period comparisons, particularly because a change in ASP is typically one of several principal drivers of our revenue development between periods. However, in channels and segments, ASP can vary significantly based on various factors and circumstances, and, therefore, management believes that quantifying ASP or the directional change thereof at segment or channel level would provide a level of granularity not considered helpful and potentially misleading.

In addition, we also present ASP growth on a constant currency basis. We define constant currency ASP as ASP excluding the effect of foreign exchange rate movements and use constant currency ASP to determine constant currency ASP growth on a comparative basis. Constant currency ASP is calculated by translating the current period foreign currency ASP using the prior period exchange rate. Constant currency ASP growth is calculated by determining the increase in current period ASP as compared to the prior period ASP, where current period foreign currency ASP is translated using prior period exchange rates. We believe that presenting ASP growth on a constant currency basis offers valuable insight to both management and investors by isolating the Company’s operational performance from foreign exchange rate fluctuations, which are beyond the Company’s control.

Segments

For the year ended September 30, 2025, our three reportable segments align with our geographic operational hubs: the Americas, EMEA, and APAC as described above, which contributed 52%, 37%, and 11% of revenue, respectively, during the period. The Americas segment includes, among other markets, the United States, Brazil, Canada and Mexico. The United States is our largest and most important market in the Americas. The EMEA segment includes, among others, the key markets of Germany, France, the UK and the United Arab Emirates. Germany, the country of our primary operations and where the BIRKENSTOCK brand originated, accounts for the largest revenue share in Europe. The largest markets in the APAC segment include Australia, Japan, India and China.

Revenue and costs not directly managed nor allocated to the geographic operational hubs are recorded in Corporate / Other. Corporate / Other immaterially contributed to our revenue during the year ended September 30, 2025.

Components of our Results of Operations

Revenue

Revenue is primarily recognized from the sale of our products, including sandals, closed-toe silhouettes and other products, such as care essentials and accessories.

During the year ended September 30, 2025, we distributed across the three reporting segments: Americas, EMEA and APAC. Within each segment, we manage a multi-channel distribution strategy, divided between our DTC and B2B channels. Both channels are important to our strategy and provide differentiated economic benefits and insights.

B2B revenue is recognized when control of the goods has been transferred, depending on the agreement with the customer. Following the transfer of control, the customer has the responsibility to sell the goods and bears the risks of obsolescence and loss in relation to the goods.

DTC channel revenue is recognized when control of the goods has been transferred, either upon delivery to e-commerce consumers or at the point of sale in retail stores. Payment of the transaction price is due immediately when the consumer purchases the goods. When the control of goods has transferred, a refund liability recorded in other current financial liabilities and a corresponding adjustment to revenue is recognized for those products expected to be returned. The Company has a right to recover the product when consumers exercise their right of return, which results in recognizing a right to return goods asset included in other current assets and a corresponding reduction to cost of sales.

Other revenue is comprised of revenue not directly allocated to the geographical operating segments, as well as revenue generated by non-product categories. These categories primarily include license revenue from fees paid to us by our licensees in exchange for the use of our trademarks on their products (mainly our sleep systems business). In addition, other revenue consists of revenue from the sale of recyclable scrap materials from the production process.

Cost of sales

Cost of sales is comprised primarily of five types of expenditures: (i) raw materials, (ii) consumables and supplies, (iii) purchased merchandise, (iv) personnel costs, including temporary personnel services, and (v) overhead costs for the production sites. Freight charges for transfer of work-in-progress inventory between production plants, logistical centers and warehouses as well as inbound freight for raw materials are also included in cost of sales. Cost of sales additionally includes expenses associated with tariffs that arise from shipping finished goods to our international distribution network, particularly to the United States. Cost of sales reflect the portion of costs which correspond to the units sold in a given period.

Gross profit and gross profit margin

Gross profit is revenue less cost of sales and gross profit margin measures our gross profit as a percentage of revenue.

Selling and distribution expenses

Selling and distribution expenses are comprised of our selling, marketing, product innovation and supply chain costs. These expenses are incurred to support and expand our wholesale partner relationships, grow brand awareness and deliver our products to B2B partners, e-commerce consumers and retail stores. These expenses include personnel expenses for sales representatives, processing fees in the DTC channel and depreciation and amortization expenses for store leases, customer relationships and other intangible assets.

Selling costs generally correlate with revenue recognition timing and, therefore, experience similar seasonal trends to revenue with the exception of retail store costs, which are primarily fixed and incurred evenly throughout the year.

Distribution expenses are largely variable in nature and primarily relate to leasing and third-party expenses for warehousing inventories and transportation costs associated with delivering products from distribution centers to B2B partners and end consumers.

As a percentage of revenue, we expect selling and distribution expenses to develop in line with our channel-mix dynamics. During periods of a high DTC share, selling and distribution expenses as a percentage of revenue will be more pronounced compared to periods with a high B2B share. The development will also be influenced by the investments required to expand our retail store fleet.

General and administrative expenses

General and administrative expenses consist of costs incurred in our corporate service functions, such as costs relating to the finance department, legal and consulting fees, HR and IT expenses and global strategic project costs. More specifically, the nature of these costs relates to corporate personnel costs (including salaries, variable incentive compensation and benefits), other professional service costs, rental and leasing expenses for corporate real estate, depreciation and amortization related to software, patents and other rights. General and administrative expenses further include service functions cost in our international sales entities, particularly in the Americas and EMEA. We expect general and administrative expenses to increase as we grow as a publicly traded company.

Foreign exchange gain/(loss)

The foreign currency exchange gain/(loss) consists primarily of differences in foreign exchange rates between the currencies in which our subsidiaries transact and their functional currencies as measured on the respective transaction date.

Finance income/(cost), net

Finance income represents interest earned from third party providers and income from the potential revaluation of the embedded derivative of the Notes.

Finance costs are comprised of interest payable to third party providers for term loan financing arrangements, Notes, Vendor Loan, leases, employee benefits, expenses from the potential revaluation of the embedded derivative of the Notes, interest on the TRA, as well as amortization of transaction costs. Finance costs also include interest expenses arising from lease liabilities recognized in accordance with IFRS accounting principles. Finance costs are recognized in the consolidated income statement based on the effective interest method.

Income tax (expense) benefit

Income tax includes current income tax and deferred income tax. Income tax is recognized in profit and loss except to the extent that it relates to items recognized in equity or other comprehensive income in which case the income tax expense is also recognized in equity or other comprehensive income. We are subject to income taxes in the jurisdictions in which we operate and, consequently, income tax expense is a function of the allocation of taxable income by jurisdiction and the various activities that impact the timing of taxable events. Our subsidiaries in Germany and the U.S. primarily determine the effective tax rate.

Results of Operations

Comparison of the years ended September 30, 2025 and September 30, 2024

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
Revenue	2,097,429	1,804,690	292,739	16%
Cost of sales	(857,723)	(744,013)	(113,710)	15%
Gross profit	**1,239,706**	**1,060,677**	**179,029**	**17%**
Operating expenses				
Selling and distribution expenses	(563,666)	(507,122)	(56,544)	11%
General and administrative expenses	(125,159)	(113,444)	(11,715)	10%
Foreign exchange gain (loss)	(1,953)	(19,641)	17,688	(90)%
Other income (loss), net	616	612	4	1%
Profit from operations	**549,544**	**421,082**	**128,462**	**31%**
Finance cost, net	(79,564)	(127,300)	47,736	(37)%
Profit before tax	**469,980**	**293,782**	**176,198**	**60%**
Income tax expense	(121,653)	(102,180)	(19,473)	19%
Net profit	**348,327**	**191,602**	**156,725**	**82%**

Revenue

Revenue for the year ended September 30, 2025 increased by €292.7 million, or 16%, to €2,097.4 million from €1,804.7 million for the year ended September 30, 2024, driven by both an increase in the number of footwear pairs sold of 12% as well as ASP growth of 3% (5% in constant currency), and growing demand across all product categories, channels and segments throughout the year. Revenue growth was particularly strong in the APAC segment with an increase of 31% for the year ended September 30, 2025. Revenue growth on a reported basis was partially offset by unfavorable currency translation, which is why revenue growth on a constant currency basis was 200 basis points higher at 18% year ended September 30, 2025 as compared to the year ended September 30, 2024.

Revenue by channel

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
B2B	1,297,933	1,083,721	214,212	20%
DTC	794,797	716,687	78,110	11%
Corporate / Other	4,699	4,282	417	10%
Revenue	**2,097,429**	**1,804,690**	**292,739**	**16%**

Revenue generated by our B2B channel for the year ended September 30, 2025 increased by €214.2 million, or 20% on a reported basis and 21% in constant currency, to €1,297.9 million from €1,083.7 million

for the year ended September 30, 2024. The increase was mainly with existing partners and driven by a strong growth in the number of footwear pairs sold across all regions, and further supported by a higher ASP in all regions primarily due to a favorable category mix shift towards higher-priced products (e.g. closed-toe silhouettes increased by 500 basis to 38% share of revenue).

Revenue generated by our DTC channel for the year ended September 30, 2025 increased by €78.1 million, or 11% on a reported basis and 12% in constant currency, to €794.8 million from €716.7 million for the year ended September 30, 2024 with the DTC penetration at 40% for the year ended September 30, 2024 and 38% for the year ended September 30, 2025. The increase in DTC revenue was attributable to growth in the number of footwear pairs sold across all regions, in particular in APAC, increased traffic and higher average order values resulting from a higher ASP due to a favorable product mix, and an increase in average number of items per order. Revenue generated by our own retail stores grew more than twice the growth of the overall business, driven by the addition of 30 net new retail stores globally during the year ended September 30, 2025, resulting in a total number of 97 own retail stores.

Corporate / Other revenue for the year ended September 30, 2025 increased by €0.4 million, or 10%, to €4.7 million from €4.3 million for the year ended September 30, 2024. The developments in Corporate / Other revenue were primarily attributable to sales of leather material to our supplier for footbed cuttings/linings, as well as sales of recyclable scrap materials from the production process.

Cost of sales

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
Cost of sales	(857,723)	(744,013)	(113,710)	15%

Cost of sales for the year ended September 30, 2025 increased by €113.7 million, or 15%, to €857.7 million from €744.0 million for the year ended September 30, 2024. The increase was primarily attributable to an increase in number of footwear pairs sold, an increased share of premium products, such as leather and closed-toe silhouettes (up 500 basis points to 38% share of revenue), as well as modestly higher expenses related to the U.S. tariff actions that became effective in April 2025. The tariff impact primarily relates to the quarter ended September 30, 2025, and was mitigated by available U.S. inventory that had been shipped before the tariffs took effect.

Gross profit and gross profit margin

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
Gross profit	1,239,706	1,060,677	179,029	17%
Gross profit margin	59.1%	58.8%	30 bp	

Gross profit for the year ended September 30, 2025 increased by €179.0 million, or 17%, to €1,239.7 million from €1,060.7 million for the year ended September 30, 2024. Gross profit margin for the year ended September 30, 2025 increased by 30 basis points to 59.1% from 58.8% for the year ended September 30, 2024. The expansion in gross profit margin mainly reflects sales price adjustments (net of input cost increases), and the improved absorption in the manufacturing network, and is partly offset by unfavorable currency translation, channel mix effects as well as incremental U.S. tariffs.

Selling and distribution expenses

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
Selling and distribution expenses	(563,666)	(507,122)	(56,544)	11%

Selling and distribution expenses for the year ended September 30, 2025 increased by €56.5 million, or 11%, to €563.7 million from €507.1 million for the year ended September 30, 2024. The increase was primarily driven by revenue growth and retail expansion investments. Selling and distribution expenses for the year ended September 30, 2025 increased at a slower rate than revenue, to 26.9% of revenue compared to 28.1% of revenue for the year ended September 30, 2024 mainly due to a higher B2B share of business.

General and administrative expenses

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
General and administrative expenses	(125,159)	(113,444)	(11,715)	10%

General and administrative expenses for the year ended September 30, 2025 increased by €11.7 million, or 10%, to €125.2 million from €113.4 million for the year ended September 30, 2024. The increase in general and administrative expenses was primarily driven by higher IT and legal expenses. As a percentage of revenue, general and administrative expenses decreased by 30 basis points to 6.0% for the year ended September 30, 2025 from 6.3% for the year ended September 30, 2024 mainly due to non-recurring expenses, such as IPO-related costs and share-based compensation expenses, which were incurred in the year ended September 30, 2024.

Foreign exchange loss

Foreign exchange loss for the year ended September 30, 2025 decreased by €17.7 million to €2.0 million from €19.6 million for the year ended September 30, 2024. The development in foreign exchange loss was driven by foreign exchange gains from the EUR conversion of the USD tax receivable agreement liability and the valuation of foreign exchange forward contracts in the year ended September 30, 2025. The impact was offset by foreign exchange losses from the EUR conversion of USD intercompany receivables and payables.

Finance cost, net

Finance cost, net for the year ended September 30, 2025 decreased by €47.7 million, or 37%, to €79.6 million from €127.3 million for the year ended September 30, 2024. The decrease was primarily attributable to the accelerated amortization of €26.9 million capitalized transaction costs related to the early repayment of the Original USD Term Loan of $450.0 million incurred in the year ended September 30, 2024 but not in the year ended September 30, 2025. In addition, due to the early repayments made throughout fiscal years 2024 and 2025, lower interest expenses were incurred in the year ended September 30, 2025, which were partially offset by a change of €9.8 million in the valuation of the embedded derivative of the senior notes.

Income tax expense

Income tax expense for the year ended September 30, 2025 increased by €19.5 million to €121.7 million from €102.2 million for the year ended September 30, 2024. The increase was mainly driven by a higher taxable income in Germany and the United States compared to the year ended September 30, 2024. The increase in income tax expenses was partially offset based on a deferred tax income of €11.6 million for the year ended September 30, 2025 due to the gradual reduction of the German corporate income tax rate from 2028 to 2032.

Net profit

Net profit for the year ended September 30, 2025 increased by €156.7 million, or 82%, to €348.3 million from €191.6 million for the year ended September 30, 2024. Net profit margin for the year ended September 30, 2025 expanded to 16.6% from 10.6% for the year ended September 30, 2024. The increase of net profit was primarily attributable to overall business growth, adjusted EBITDA margin expansion, lower interest expenses, and a decrease in foreign exchange loss and other non-recurring expenses mainly relating to the IPO. The increase in net profit was partially offset by an increase in income tax expenses as well as higher depreciation and amortization expenses.

Adjusted EBITDA and Adjusted EBITDA margin

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
Adjusted EBITDA	666,990	554,955	112,035	20%
Adjusted EBITDA margin	31.8%	30.8%	100 bp	

Adjusted EBITDA for the year ended September 30, 2025 increased by €112.0 million, or 20%, to €667.0 million from €555.0 million for the year ended September 30, 2024, primarily due to revenue growth of 16%. Adjusted EBITDA margin for the year ended September 30, 2025 expanded by 100 basis points to 31.8% from 30.8% for the year ended September 30, 2024, primarily due to sales price adjustments (net of input cost increases), the improved absorption in the manufacturing network, a positive channel mix effect, and was partly offset by unfavorable currency translation and incremental U.S. tariffs.

Adjusted net profit and Adjusted net profit margin

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
Adjusted net profit	345,693	240,331	105,362	44%
Adjusted net profit margin	16.5%	13.3%	320 bp	

Adjusted net profit for the year ended September 30, 2025 increased by €105.4 million, or 44%, to €345.7 million from €240.3 million for the year ended September 30, 2024, primarily driven by Adjusted EBITDA growth and a decrease in finance cost, net, partially offset by higher depreciation and amortization as well as higher income tax expenses.

Revenues by segment

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
Americas	1,085,672	943,710	141,962	15%
EMEA	785,230	687,891	97,339	14%
APAC	221,828	168,807	53,021	31%
Reportable segment revenue	**2,092,730**	**1,800,408**	**292,322**	**16%**
Corporate / Other	4,699	4,282	417	10%
Group revenue	**2,097,429**	**1,804,690**	**292,739**	**16%**

Revenue for the Americas segment for the year ended September 30, 2025 increased by €142.0 million, or 15%, to €1,085.7 million from €943.7 million for the year ended September 30, 2024, driven by strong revenue growth in B2B supported by strong growth in the number of footwear pairs sold. Additionally, ASP growth on a constant currency basis positively contributed to revenue growth for the

Americas segment during the year ended September 30, 2025, but was partially offset by unfavorable currency translation on a reported basis. In the Americas Segment, B2B revenue growth was more pronounced than DTC revenue growth. In the year ended September 30, 2025, the Company added six new stores in the Americas segment, bringing the total number of own stores to 14.

Revenue for the EMEA segment for the year ended September 30, 2025 increased by €97.3 million, or 14%, to €785.2 million from €687.9 million for the year ended September 30, 2024, driven by strong revenue growth in both B2B and DTC. Both channels contributed to the overall growth in the number of footwear pairs sold and ASP in the segment, with slightly more pronounced growth in the B2B than DTC channel. In the year ended September 30, 2025, the Company added eight new stores in the EMEA segment, bringing the total number of own stores to 42.

Revenue for the APAC segment for the year ended September 30, 2025 increased by €53.0 million, or 31%, to €221.8 million from €168.8 million for the year ended September 30, 2024, driven by above group-level growth in both the B2B and DTC channel. DTC penetration increased significantly, with DTC outpacing B2B in terms of growth in revenue and footwear pairs sold, supported by retail store expansion and an increase of our digital footprint in the region. In the year ended September 30, 2025, the Company added 16 new stores in the APAC segment, bringing the total number of own stores to 41. B2B growth was supported by a 15% increase of mono-brand partner stores.

Revenue for Corporate / Other for the year ended September 30, 2025 increased by €0.4 million, or 10%, to €4.7 million from €4.3 million for the year ended September 30, 2024. The developments in Corporate / Other revenue were primarily attributable to sales of leather material to our supplier for footbed cuttings/linings, as well as sales of recyclable scrap materials from the production process.

Adjusted EBITDA and Adjusted EBITDA margin by segment

	Year ended September 30,			
(In thousands of Euros, unless otherwise stated)	2025	2024	Change	% Change
Americas	358,934	301,266	57,668	19%
	33.1%	31.9%	120 bp	
EMEA	272,985	230,840	42,145	18%
	34.8%	33.6%	120 bp	
APAC	69,612	53,198	16,414	31%
	31.4%	31.5%	(10) bp	
Reportable segment adjusted EBITDA	**701,531**	**585,304**	**116,227**	**20%**
	33.5%	**32.5%**	**100 bp**	
Corporate / Other	(34,541)	(30,349)	(4,192)	14%
	n.m.	n.m.	n.m. bp	
Group adjusted EBITDA	**666,990**	**554,955**	**112,035**	**20%**
Adjusted EBITDA margin	**31.8%**	**30.8%**	**100 bp**	

Adjusted EBITDA in the Americas segment for the year ended September 30, 2025 increased by €57.7 million, or 19%, to €358.9 million from €301.3 million for the year ended September 30, 2024, primarily driven by revenue growth of 15%. Adjusted EBITDA margin in the Americas segment expanded by 120 basis points to 33.1% for the year ended September 30, 2025 from 31.9% for the year ended September 30, 2024, mainly due to channel mix effects, as well as an improved fix cost absorption. The expansion was partially offset by a slight decline in gross profit margin due to a negative impact from currency translation, driven by a depreciation of the USD relative to the Euro, as well as negative impacts from incremental U.S. tariffs.

Adjusted EBITDA in the EMEA segment for the year ended September 30, 2025 increased by €42.1 million, or 18%, to €273.0 million from €230.8 million for the year ended September 30, 2024, primarily due to revenue growth of 14%. Adjusted EBITDA margin in the EMEA segment expanded by 120 basis points from

33.6% for the year ended September 30, 2024 to 34.8% for the year ended September 30, 2025, primarily driven by a positive gross profit margin development due to improved capacity absorption. Additionally, the adjusted EBITDA margin increased as a result of improved fix cost absorption as well as due to B2B revenue growth.

Adjusted EBITDA in the APAC segment for the year ended September 30, 2025 increased by €16.4 million, or 31%, to €69.6 million from €53.2 million for the year ended September 30, 2024, which was primarily driven by revenue growth of 31%. Adjusted EBITDA margin in the APAC segment decreased by 10 basis points from 31.5% for the year ended September 30, 2024 to 31.4% for the year ended September 30, 2025 mainly due to increased selling and distribution expenses in relation to the DTC expansion, as well as unfavorable impacts from currency translation. The contraction was partially offset by a positive gross profit margin development driven by the accelerated expansion of DTC revenue compared to B2B.

Corporate / Other adjusted EBITDA for the year ended September 30, 2025 decreased by €4.2 million to €(34.5) million from €(30.3) million for the year ended September 30, 2024, driven by an increase in the expense base mainly due to increased general administration expenses.

For reconciliations to the most directly comparable IFRS measure, see section above titled "*—Non-IFRS Financial Measures*".

B. Liquidity and Capital Resources

Our primary liquidity requirements are to service our debt, to fund our operations and to fund other general corporate purposes. Our ability to generate cash from our operations depends on our future operating performance, which is dependent, to some extent, on general economic, financial, competitive, market, legislative, regulatory and other factors, many of which are beyond our control, as well as other factors including those discussed in this section and the section titled "*Item 3. Key Information—D. Risk Factors*" in this Annual Report. We expect to finance our operations and working capital needs for the next 12 months from cash generated through operations.

Cash Flows

The following table summarizes the Company's consolidated statement of cash flows for the years ended September 30, 2025 and 2024.

	Year ended September 30,	
(in thousands of Euros)	2025	2024
Total cash provided by (used in):		
Operating activities	384,300	428,701
Investing activities	(78,960)	(58,796)
Financing activities	(330,152)	(355,045)
Increase (decrease) in cash and cash equivalents	**(24,812)**	**14,860**
Effects of foreign currency exchange rate changes on cash and cash equivalents	(1,964)	(3,424)

Cash flows provided by operating activities

Cash flows provided by operating activities for the year ended September 30, 2025 were €384.3 million, driven by net profit of €348.3 million and adjustments to net profit of €189.6 million, partially offset by cash outflows for working capital of €153.6 million. Adjustments to net profit included depreciation and amortization of €113.5 million, finance costs, net of €79.6 million, income tax expense of €121.7 million, and net exchange differences of €5.4 million, partially offset by income tax payments of €132.8 million. Cash outflows for working capital were largely driven by trade and other receivables of €58.3 million and

inventories of €89.1 million, partially offset by a cash inflow of other current provision of €5.6 million and accrued liabilities of €3.1 million.

Cash flows provided by operating activities for the year ended September 30, 2024 were €428.7 million, driven by net profit of €191.6 million and adjustments to net profit of €325.3 million, partially offset by cash outflows for working capital of €88.2 million. Adjustments to net profit included depreciation and amortization of €101.3 million, finance costs, net of €127.3 million, income tax expense of €102.2 million, and net exchange differences of €7.2 million, partially offset by income tax payments of €15.0 million. Cash outflows for working capital were largely driven by trade and other receivables of €27.5 million and inventories of €48.0 million, partially offset by a cash inflow of trade and other payables of €12.5 million.

Cash flows used in investing activities

Cash flows used in investing activities for the year ended September 30, 2025 were €79.0 million compared to €58.8 million for the year ended September 30, 2024. The increase in cash flows used in investing activities of €20.2 million was primarily due to an increase in purchases of property, plant and equipment and purchases of intangible assets of €11.1 million, to €85.0 million, as well as the decrease in the receipt of government grant, of €6.9 million, to €1.9 million for the year ended September 30, 2025 from €8.7 million for the year ended September 30, 2024.

Cash flows used in financing activities

Cash flows used in financing activities for the year ended September 30, 2025 were €330.2 million compared to €355.0 million for the year ended September 30, 2024. The decrease in cash flows used in financing activities was mainly driven by a decrease in repayment of loans and borrowings of €1,245.9 million as well as a decrease in interest paid of €38.4 million due to loan repayments. The decrease in cash flows used in financing activities was partially offset by a reduction of proceeds from loans and borrowings of €634.5 million, the non-recurrence of IPO proceeds, net of transaction costs of €449.2 million, as well as a repurchase of ordinary shares of €176.4 million.

Indebtedness

The following table sets forth the amounts owed under the Company's debt instruments as of September 30, 2025 and September 30, 2024.

(in thousands of Euros)	Currency	Repayment	September 30, 2025	September 30, 2024
EUR Term Loan	EUR	2029	375,000	375,000
USD Term Loan	USD	2029	103,731	160,773
Vendor Loan	EUR	2029	221,391	208,305
Senior Notes	EUR	2029	428,500	428,500
Interest Payable			12,043	16,780
Senior Note embedded derivative			28,638	28,638
Amortization under the effective interest method			(24,160)	(23,361)
Loans and borrowings			**1,145,143**	**1,194,635**

During the year ended September 30, 2025, we continued to make substantial early repayments of our outstanding debt as part of our efforts to strengthen our balance sheet and enhance our financial flexibility. On September 8, 2025, we made an early partial repayment of $50.0 million on our Original USD Term Loan.

Net Debt and Net Leverage

The following table presents the Company's position of net debt as well as net leverage on September 30, 2025 and September 30, 2024.

(In thousands of Euros, unless otherwise stated)	September 30, 2025	September 30, 2024
Net debt	**996,952**	**1,006,085**
Adjusted EBITDA	666,990	554,955
Net leverage	**1.5x**	**1.8x**

Net debt remained largely the same at €1.0 billion on September 30, 2025 due to the lower balance of loans and borrowings due to the above-mentioned early debt repayments, which was partially offset by a lower cash balance on September 30, 2025 compared to September 30, 2024.

In combination with the increase in adjusted EBITDA of 20% for the year ended September 30, 2025, net leverage decreased from 1.8x adjusted EBITDA on September 30, 2024 to 1.5x adjusted EBITDA on September 30, 2025, which is in line with our projected net leverage ratio of ~1.5x, which was achieved despite the share repurchase. Without the share repurchase our net leverage ratio would have been 1.2x on September 30, 2025.

Term Loan and Revolving Credit Facility

On May 28, 2024, Birkenstock Limited Partner S.à r.l., as the company, Birkenstock Group B.V. & Co. KG and Birkenstock US BidCo Inc., as borrowers, and the other loan parties thereto entered into a Term and Revolving Facilities Agreement with Goldman Sachs Bank USA, as agent and security agent, and the lenders party thereto, which includes a Euro-denominated term loan facility (the "EUR Term Loan") in an aggregate principal amount of €375.0 million and a USD-denominated term loan facility in an aggregate principal amount of $280.0 million (the "USD Term Loan" and, together with the EUR Term Loan, the "Term Loan"). The EUR Term Loan bears interest at a rate per annum equal to EURIBOR plus a margin which ranges between 160 and 260 basis points depending on the leverage and the USD Term Loan bears interest at a rate per annum equal to Term SOFR plus 190 and 290 basis points depending on the leverage. The USD Term Loan amortizes by 1.25% of its outstanding principal amount on a quarterly basis. A Euro-denominated multicurrency revolving credit facility in an aggregate principal amount of €225.0 million was established alongside the Term Loan under the Term and Revolving Facilities Agreement (the "Revolving Credit Facility", or "RCF", and, together with the Term Loan, the "Term and Revolving Facilities") replacing the ABL Facility. The RCF bears interest at a rate per annum equal to EURIBOR plus a margin which ranges between 160 and 260 basis points depending on the leverage. During the year ended September 30, 2025, €10.0 million of the €225.0 million RCF was separated to a new Ancillary Facility to be used for guarantees. As result, €215.0 million of the RCF is available and remains undrawn as of September 30, 2025. The Term and Revolving Facilities have an original maturity of February 28, 2029 and are guaranteed on a secured basis by certain German and U.S. subsidiaries of Birkenstock Limited Partner S.à r.l. All proceeds of the Term Loan were applied towards refinancing in full the Original Term Loan under the Senior Term Facilities Agreement on August 2, 2024. The Company made a voluntary prepayment of $50.0 million on the USD Term Loan during the year ended September 30, 2025.

Vendor Loan

In connection with the Transaction, we entered into a subordinated vendor loan agreement with AB-Beteiligungs GmbH for a principal amount of €275.0 million that bears interest at a rate of 4.37% per annum. Interest is due annually upon the anniversary of the Transaction and at the Company's election may be paid in cash or, if not paid in cash, accrues on each annual interest payment date and is included in the principal amount of the Vendor Loan on and following such interest payment date. The Vendor Loan matures on October 30, 2029, which maturity date may be extended at the Company's election up to three times, with

each extension up to six months. The Vendor Loan permits voluntary prepayments to be made and also entitles the lender to require prepayment of outstanding amounts within a prescribed time period upon a change of control, a sale or a listing that results in *L* Catterton ceasing to own, directly or indirectly, more than 35% of the Company's ordinary shares.

On October 16, 2023, we made an early partial repayment of €100.0 million on our Vendor Loan.

Senior Notes and Embedded Derivative

In connection with the Transaction, we issued €430.0 million principal amount of senior notes that bear interest at a rate of 5.25% per annum. The Notes will mature on April 30, 2029. In 2022, the Company repurchased €1.5 million principal amount of Notes in a one-off transaction.

As per the prepayment clause included in the Notes, the Company has recognized this agreement as a hybrid financial instrument which included an embedded derivative. The embedded derivative component was separated from the non-derivative host in the consolidated statements of financial position at fair value, and the changes in the fair value of the derivative financial instrument were recognized in the consolidated statements of comprehensive income (loss), each as included elsewhere in this Annual Report.

Capital Expenditures

In the year ended September 30, 2025, we invested €85.0 million of capital expenditures mainly in growing production capacity in our Pasewalk and Arouca manufacturing facilities, in the retail store expansion, as well as in our IT infrastructure. These investments were financed from cash generated through operations. In comparison, in the year ended September 30, 2024 we invested €73.9 million of capital expenditures.

In the year ending September 30, 2026, we expect to invest approximately €110-130 million of capital expenditures into growing production capacity, as well as retail store expansion. These investments are expected to be financed from cash generated through operations.

Off-Balance Sheet Arrangements

As of the balance sheet dates of September 30, 2025 and September 30, 2024, the Company has not engaged in any off-balance sheet arrangements, as defined in the rules and regulations of the SEC.

Effects of Foreign Currency Fluctuations

Transactional

As a result of the geographic diversity of our customers and operations, we generate a significant portion of our revenues and incur a portion of our expenses in currencies other than the Euro, mostly USD and, to a lesser extent, various other currencies such as CAD, GBP, JPY and INR. As a result of our significant presence in the United States, we are particularly exposed to fluctuations in the exchange rate of the Euro to the USD, and a large portion of our current indebtedness, including a portion of our TRA liability, is denominated in USD. We are also exposed to currency exchange risks as a result of revenues invoiced and expenses incurred in local currencies. We generally seek to align costs with revenues denominated in the same currency, but we are not always able to do so, and our results of operations and financial condition will continue to be impacted by the volatility of the Euro against the USD. We manage our various currency exposures through economic hedging strategies. We annually evaluate the budgeted exchange rates for the following business year and consider the currency market outlook in determining our overall hedging strategy and activities for the next business year. We adjust our hedging strategies from time to time during the year as needed. Between the year ended September 30, 2024 and the year ended September 30, 2025, our hedging ratio was approximately 70% to 80% of our USD exposure from forecasted cash inflows from sales to our subsidiary in the U.S. In line with our approach to USD exposure, we also hedge our CAD and

GBP exposures by targeting 80% of the forecasted cash inflows from our subsidiaries in Canada and the United Kingdom on a rolling quarterly basis. We use forward exchange contracts and forward exchange swaps and currency options to hedge our currency risks, most of which have a maturity date of less than one year from the date of initiation. Exchange rate fluctuations, particularly with respect to the exchange rate of the Euro to the USD, have had and are expected to continue to have an impact on our results of operations. In respect to other monetary assets and liabilities denominated in foreign currencies, we aim to manage our net exposure by buying or selling foreign currencies at spot rates.

Translational

We report our historical consolidated financial statements in Euro. When translating a subsidiary's respective functional currency into our reporting currency, assets and liabilities of foreign operations, including goodwill, are translated using the exchange rates at the reporting date. Income and expense items are translated using the average exchange rates prevailing during the period. Equity is translated at historical exchange rates. All resulting foreign currency translation differences are recognized in other comprehensive income and accumulated in the foreign currency translation reserve. See "Note 3—*Accounting Policies*" to our audited consolidated financial statements included elsewhere in this Annual Report for further discussion on the translational impact of foreign currency.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to certain market risks arising from transactions in the normal course of our business. Such risk is principally associated with credit risk, foreign exchange risk, interest rate risk, and commodities and raw materials risk.

Credit risk

Credit risk involves the possibility that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

Credit risk arises from the possibility that certain parties will be unable to discharge their obligations. The Company generally has a practice to minimize credit concentration. As of September 30, 2025, the Company had one customer exceeding 10% of receivables. This accounts receivables balance relates to Birkenstock Australia Pty. Ltd. and represented 14% of the Company's consolidated accounts receivables balance. As the entity was acquired on October 23, 2025, the accounts receivable balance was effectively settled upon acquisition. See "*Note 31—Subsequent Events*" for further details on the acquisition. As of September 30, 2024, the Company had one customer exceeding 10% of receivables, also relating to Birkenstock Australia Pty. Ltd. This accounts receivables balance represented 13% of the Company's consolidated accounts receivables balance.

The Company acquired insurance to mitigate the exposure of credit risk, i.e. default of relevant customers, for Birkenstock Global Sales GmbH and Birkenstock France SAS at the beginning of fiscal year 2025. In addition, the Company has credit insurance agreements in Spain, Canada and the US on selected partners.

The Company routinely assesses the financial strength of its customers through a combination of third-party financial reports, credit monitoring, publicly available information, and direct communication with those customers. The Company establishes payment terms with customers to mitigate credit risk and monitors its accounts receivable credit risk exposure.

Foreign exchange risk

We operate in several countries, and the major functional currencies in which we transact are Euro, USD, CAD, JPY, INR and GBP. As a result, our financial results can be, and have in the past been, affected by

factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets. To reduce foreign currency fluctuation exposure, we enter into economic hedging arrangements with forward exchange and option contracts for transactions denominated in USD, CAD and GBP.

Our foreign exchange loss from currency translation was €2.0 million for the year ended September 30, 2025 and our foreign exchange loss from currency translation was €19.6 million for the year ended September 30, 2024. In both the year ended September 30, 2025 and the year ended September 30, 2024, 46% of our revenues were generated in USD in the United States, which was our largest individual market. On the expense side, the majority of our expenses are incurred in Euro because raw materials and semi-finished products are purchased predominantly in Germany or otherwise within the EU, and our core products are manufactured in Germany and Portugal.

Based on our USD-denominated revenues of $1,062.3 million in the year ended September 30, 2025, a 10% depreciation of the USD against the Euro from $1.11 to $1.22 would result in lower revenues of €87.3 million and corresponding lower adjusted EBITDA of €59.5 million based on the current cost structure.

Foreign exchange risk on borrowings

The term loan facilities under the Term and Revolving Facilities Agreement are denominated in Euro and USD. The Company does not need to hedge a portion of its exposure to foreign currency exchange risk on principal and interest payments related to its USD-denominated borrowing under the Term and Revolving Facilities Agreement due to the natural hedge through the strong cash generation of our US business. Based on our outstanding balance of €103.7 million ($121.8 million) under the USD-denominated term loan facility as of September 30, 2025, a 10% depreciation in the value of the Euro compared to the USD would have resulted in an increase of €11.5 million in the liability.

Interest rate risk

Our exposure to interest rate risk is related to our Term and Revolving Facilities, which bear interest based on floating reference rates. A one hundred basis points increase in market interest rates for all currencies in which the Company had borrowings would have had a negative effect on net profit (loss) in the amount of €5.4 million and €7.1 million for the year ended September 30, 2025 and the year ended September 30, 2024, respectively. A one hundred basis points decrease in market interest rates would have had an opposite effect of approximately the same amount. During the year ended September 30, 2024, the Company had an interest cap contract for the floating-rate Euro debt in the amount of €375.0 million, which matured during the year ended September 30, 2025. The Company concluded not to enter into a new derivative contract after taking into consideration the current interest environment. The Company continues to actively monitor and manage interest rate developments and its associated risk exposure.

Commodities and raw materials risk

Our exposure to commodities and raw materials pricing risk is managed through our Internal Sourcing department which is supported by Treasury and through our Sourcing Team reporting to our Chief Product Officer. Our Internal Sourcing department primarily addresses the purchasing in Europe of our electricity and gas requirements. The Internal Sourcing department will enter into forward contracts, where economically feasible, for both gas and electricity for up to 24 months of projected usage. During times of high price and supply volatility, we may instead choose to make purchases at spot rates until a more orderly market returns. The Sourcing Team evaluates all raw materials inventory components and executes bulk or spot purchases, as required.

C. Research and Development, Patents and Licenses

Not applicable.

D. Factors Affecting Performance and Trend Information

Our business, results of operations and financial condition have been influenced, and may continue to be influenced, by the macroeconomic environment and the factors described below.

Ability to Increase Brand Awareness and Grow Consumer Base

Our ability to increase brand awareness and grow our consumer base has and will continue to contribute meaningfully to our performance. The function of our products and the power of our brand has enabled us to build our company largely through organic, unpaid sources, including word-of-mouth, repeat buying, earned media and high-profile influencer support, in addition to our 1774 collaborations office. These organic factors support a virtuous cycle of consumer consideration, trial, conversion and repeat purchase. Future growth in our brand awareness will stem from a combination of organic, word-of-mouth marketing, brand collaborations, BIRKENSTOCK content production and disciplined investments in digital marketing.

Consumer Spending and Inflation

While discretionary consumer spending generally declines during periods of economic uncertainty, our growth in revenues for fiscal 2025 reflects continuing strong demand for our products despite ongoing uncertainty in the global economy. Inflation in the EU, the United States and other jurisdictions in which we operate began to rise significantly in late 2021 and has remained at high levels since, although it has decreased in fiscal 2024 and fiscal 2025. The increased inflation is primarily believed to be the result of the economic impacts from pandemics, geopolitical conflicts, and recently imposed, new or increased tariffs, including the global supply chain disruptions, government stimulus packages, strong economic recovery and associated widespread demand for goods, among other factors. We will continue to closely monitor macroeconomic conditions, including potential impacts of inflation and rising interest rates on consumer spending.

Product Innovation and Expansion

The simultaneous innovation within and expansion of our product portfolio has contributed meaningfully to our performance. While we have a large product assortment comprised of over 700 silhouettes, our five iconic *Core Silhouettes*, the *Madrid*, *Arizona*, *Boston*, *Gizeh* and *Mayari*, represent the majority of our revenues. Historically, we have driven revenue growth for a silhouette through color and material innovation, as well as expansion of usage occasions, enabling us to introduce updated and refreshed styles to create trends and drive consumer excitement.

We intend to continue investing in innovation within our product portfolio, as well as the development and introduction of new silhouettes and product categories. We also plan to continue to invest in the orthopedic heritage of our brand, including our biomechanics team focused on driving new technical innovations. We see significant opportunities to deepen our product reach in functionally-driven footwear categories by creating highly functional products across a variety of usage occasions, including professional, active and outdoor, kids, home and orthopedic. We believe that innovations in these product categories will enable the BIRKENSTOCK brand to reach new consumers, balance seasonality and broaden usage occasions.

Global Growth Through Engineered Distribution

Our engineered distribution is rooted in the local market intelligence of our sales and commercial organization. The successful execution of regionally tailored market development strategies has and will continue to be a key determinant of our performance. Strategic assessment of, and adaptation to, regional channel dynamics, market maturity levels, existing distribution networks, and consumer preferences and buying behavior is a hallmark characteristic of our engineered distribution approach.

Our strongest, most developed regions are the Americas, which accounted for 52% of revenues in fiscal 2025, and EMEA, which accounted for 37% of revenues, while APAC represented 11% of revenues. APAC has demonstrated considerable growth potential, which historically has not been fully realized because of deliberate decisions to prioritize the Americas and EMEA due to finite supply. With increasing available production capacity, we plan to further leverage our engineered distribution strategy in our white space areas, strategically allocating the right product across the right channels to educate consumers about BIRKENSTOCK and drive brand awareness, which we believe is key to expanding our presence and driving sales in the segment. While doing so, we plan to continue to invest in infrastructure, including new retail stores, distribution networks and personnel and marketing.

In the future, we will continue to leverage our engineered distribution model to expand in existing geographies, enter new markets and convert remaining distributor markets, as appropriate. To do so, we will deploy disciplined, regionally tailored approaches, allocating our production capacity across channels, regions and categories in a manner that supports continued growth and profitability.

Ability to Manage Seasonality and Inventory

Our products, particularly our *Core Silhouettes*, were traditionally suited for warm weather. We continue to diversify the seasonal exposure of our product portfolio by increasing the mix of closed-toe silhouettes, enabling us to serve additional usage occasions year-round. Nevertheless, our business remains affected by seasonality, and demand in our channels varies by time of year and climate zones. While we manufacture our footwear year-round, we typically build inventory between October and January through a rigorous planning process designed to optimize product availability and mitigate any possible supply and demand mismatch.

Sourcing and Supply Chain Management

Raw materials, other consumables and personnel costs, including temporary personnel services, are our largest cost components and included in cost of sales. Our primary raw materials include components used for manufacturing uppers and footbeds, such as leather, synthetic materials (such as Birko-Flor, felt and textiles), buckles, cork, rubber, jute, sole sheets for the production of outsoles, EVA and polyurethane. While in fiscal 2025 cost of sales increased by €113.7 million, or 15%, to €857.7 million compared to fiscal 2024, this was primarily due to an increase in number of units sold, an increased share of closed-toe silhouettes and the planned, temporary under-absorption from ongoing capacity expansion. Our exposure to price fluctuations in materials costs and the availability of raw materials, particularly leather, jute and cork, impact our margins and affect our financial results. We manage exposure to price increases and volatility through long-term relationships with suppliers.

Tariffs and Changes in International Trade Policy

Materials and products imported into the EU, the United States and other countries are subject to import duties. Any recently imposed, new or increased tariffs or other trade barriers, including by the U.S. administration during fiscal 2025, could adversely affect consumer behavior and demand for our products, negatively impact our ability to manage inventory or dampen economic growth or lead to a recession in certain countries or globally. While we produce all our footwear products in the EU, our Americas segment (which comprises the U.S. market) accounts for a significant portion of our revenue. In fiscal 2025 we experienced and expect to continue to experience increased adverse foreign currency fluctuations, which we attribute, in part, to the significant uncertainty surrounding the global trade environment. All other factors remaining constant, we expect the new tariffs to result in a modest increase in our cost of sales, and therefore impact our gross profit margin, Adjusted EBITDA margin and net profit margin. We have several levers to respond to, and mitigate, the expected direct impact of the enacted tariffs and any additional tariffs on the Company’s business and financial results, including through negotiations with suppliers, price increases, optimization of the product and geographic mix, and use of efficiencies and economies of scale in production.

Foreign Currency Fluctuations

As a result of the geographic diversity of our customers and operations, we generate a significant portion of our revenues and incur a significant portion of our expenses in currencies other than the Euro, including USD, CAD, GBP, JPY, INR and, to a lesser extent, various other currencies. The translation of foreign currency income and expenses affects our financial statements, in particular reported revenue (growth) and various profitability measures. In fiscal 2025, revenues would have been €27.8 million higher if foreign exchange rates from the prior year had been applied. As a result of our significant presence in the United States, we are particularly exposed to fluctuations in the exchange rate of the Euro to the USD, and a large portion of our current indebtedness is denominated in USD. For fiscal 2025 foreign exchange loss amounted to €2.0 million. For further information, refer to "*—B. Liquidity and Capital Resources—Effects of Foreign Currency Fluctuations*" and "*—B. Liquidity and Capital Resources—Quantitative and Qualitative Disclosures about Market Risk—Foreign exchange risk.*"

E. Critical Accounting Estimates

Our consolidated financial statements included elsewhere in this Annual Report have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). Management must make certain estimates and assumptions that affect the amounts reported in the financial statements, based on experience, existing and known circumstances, authoritative accounting guidance and pronouncements and other factors that management believes to be reasonable, but actual results could differ materially from these estimates. In line with our accounting policies as described in the notes to our consolidated financial statements included elsewhere in this Annual Report, we believe that the following accounting policies and estimates are critical to our business operations and understanding our financial results.

Impairment of non-financial assets (goodwill, intangible assets, and property, plant and equipment)

We are required to use judgment in determining the grouping of assets to identify their cash generating units ("CGUs") for the purposes of testing intangible assets, including goodwill, for impairment. Judgment is further required to determine appropriate groupings of CGUs for the level at which goodwill and intangible assets are tested for impairment. For the purpose of goodwill and indefinite-lived intangible assets, brand, impairment testing, CGUs are grouped at the lowest level at which goodwill and indefinite-lived intangibles are monitored for internal management purposes. The goodwill and indefinite-lived intangibles impairment test is executed each year and at interim periods at any time management believes that there are indications or evidence of impairment. For the purpose of intangible assets' impairment testing, intangible assets are also assessed at the CGU level. In addition, judgment is used to determine whether a triggering event has occurred requiring an impairment test to be completed.

In determining the recoverable amount of a CGU or a group of CGUs, various estimates are employed. We determine value-in-use by applying estimates including projected revenue growth rates, EBITDA margins, costs, capital investment and working capital requirements consistent with strategic plans presented to our board of directors, as well as discount rates and terminal growth rates. Discount rates are consistent with external industry information reflecting the risk associated with the specific Company and its cash flows.

Income and other taxes

The calculation of current and deferred income taxes requires management to make certain judgments regarding the tax rules in jurisdictions where the Company performs activities. Application of judgment is required regarding the classification of transactions and in assessing probable outcomes of claimed deductions including expectations about future operating results, the timing and reversal of

temporary differences and possible audits of income tax and other tax filings by the tax authorities in the various jurisdictions in which the Company operates.

In determining the amount of the deferred tax asset that can be recognized, the Company forecasts future taxable income by legal entity and the period in which the income occurs to ensure that sufficient taxable income exists to utilize the attributes. Inputs to those projections are financial forecasts approved by our board of directors and statutory tax rates. We apply significant judgment in identifying uncertainties over income tax treatments and adjust our uncertain tax provisions to be in line with information available. Tax and other provisions are set up for recognizable risks and uncertain liabilities and measured at the settlement amount required in accordance with reasonable commercial judgment.

Recent Accounting Pronouncements

For descriptions of recently issued accounting standards that may potentially impact our financial position and results of operations, refer to "*Note 3—Accounting Policies*" to the audited consolidated financial statements included elsewhere in this Annual Report.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

This section presents information about the directors of Birkenstock Holding plc and our executive officers/presidents of the operating business. The current business addresses for the directors of Birkenstock Holding plc is 1-2 Berkeley Square, London W1J 6EA, UK.

Name	Age	Position
Alexandre Arnault	33	Director
J. Michael Chu	67	Director and Chair
Ruth Kennedy	60	Director
Nisha Kumar	55	Director
Anne Pitcher	69	Director
Nikhil Thukral	54	Director
Oliver Reichert	54	Chief Executive Officer and Director
Dr. Erik Massmann	60	Chief Financial Officer*
Ivica Krolo	41	Chief Financial Officer**
Markus Baum	51	Chief Product Officer
Klaus Baumann	56	Chief Sales Officer
David Kahan	65	President Americas
Mehdi Nico Bouyakhf	51	President EMEA
Jochen Gutzy	55	Chief Communications Officer
Christian Heesch	52	Chief Legal Officer
Mark Jensen	42	Chief Technical Operations Officer*

* Until January 31, 2025.

** Since February 1, 2025.

The following is a brief biography of each of our directors and executive officers/presidents:

Alexandre Arnault has been a Director since October 2023. Mr. Arnault has been the Deputy CEO of Moët Hennessy, LVMH's wines and spirits division since February 2025. He is also a member of the board of directors of LVMH and Moncler. He previously served as Executive Vice President of Products and Communications at Tiffany & Co, where he developed and implemented the communications and products strategy, and CEO of RIMOWA, a company he brought into the LVMH group and whose integration he oversaw for four years. Mr. Arnault has also focused on innovation and technology at LVMH and within the family holding company, Agache. He has also been involved in making and monitoring numerous investments in technology companies in the United States and in Europe. Mr. Arnault graduated from Ecole Telecom ParisTech and holds a master's degree from Ecole Polytechnique. Mr. Arnault previously served on the board of directors of Carrefour. He brings to our board of directors his expertise in fashion, retail, technology and e-commerce.

J. Michael Chu has been a Director since April 2021 (including service as a director of MidCo) and is the chair of our board of directors. Mr. Chu is the Executive Chairman of *L* Catterton, a firm he co-founded in 1989. Mr. Chu also serves on the boards of directors of various portfolio investments of the *L* Catterton funds. Prior to forming *L* Catterton, Mr. Chu held a variety of senior positions with First Pacific Company, a Hong Kong-based publicly listed investment and management company, which he joined in 1983. His positions at First Pacific included Vice President and Corporate Treasurer, First Pacific (Hong Kong); Director of Finance, Hagemeyer N.V. (Netherlands); Vice President and Treasurer, Hibernia Bank (San Francisco); Chief Operating Officer, Comtrad, Inc. (New York); and Chief Operating Officer, Doyle Graf Raj (New York), an advertising firm. Mr. Chu graduated with a B.A. with highest honors in Psychology and Economics from Bates College, where he served for 18 years as a member of its board of trustees. He is also a member of the Committee of 100, the leading Chinese-American philanthropic organization.

Ruth Kennedy has been a Director since September 2023. Ms. Kennedy has worked as a consultant in the luxury brand, retail and hospitality consultancy sectors since 2012. Ms. Kennedy currently serves as a Non-Executive Director to Daylesford Organic Limited, Bamford Limited and Value Retail Limited (The Bicester Village Shopping Collection). From 2012, Ms. Kennedy served on the board of directors for Belmond Limited, a luxury hospitality business which was sold to LVMH in 2019, where she was also the Chair of the Nominating & Governance Committee. From 1990 to 2006, Ms. Kennedy served as the Managing Director for David Linley & Co Limited, a furniture and homeware company. Ms. Kennedy's early career included serving as an investment banker at SG Warburg & Co Limited, an investment banking firm, from 1987 to 1990. From 2021 to 2025, Ms. Kennedy was Chair of the UCL Global Business School for Health Advisory Board, and was awarded Honorary Fellowships at both UCL and the University of Cambridge Judge Business School. In 2009, Ms. Kennedy founded the Louis Dundas Centre for Children's Palliative Care at Great Ormond Street Hospital and is a Patron of the Elton John AIDS Foundation. Ms. Kennedy received her L.L.B. from University of London (SOAS).

Nisha Kumar has been a Director since October 2023. Ms. Kumar served as a Managing Director, Chief Financial Officer and Chief Compliance Officer of Greenbriar Equity Group L.P., a private equity firm, from 2011 to 2021, where she was also a member of the management and investment committees. Prior to Greenbriar, Ms. Kumar served as Executive Vice President and Chief Financial Officer of AOL, the global consumer internet company and a reporting segment of Time Warner, Inc. Ms. Kumar currently serves on the boards of directors and chairs the audit committees for RealTruck, a premier vertically integrated truck, Jeep® and off-road parts and accessories company in North America, the Legg Mason Partners Closed End Funds, owned by Franklin Templeton, and Stonepeak Infrastructure Plus. She also serves on the board of directors for The India Fund, managed by Aberdeen Asset Management. Ms. Kumar received her AB degree, magna cum laude, from Harvard and Radcliffe Colleges in Government and her MBA from Harvard Business School.

Anne Pitcher has been a Director since October 2023. Ms. Pitcher has worked within the retail, luxury fashion and department store sectors since 1976. Ms. Pitcher currently serves as a director for Wittington Investments Limited (Holt Renfrew), National Gallery Group, and Berry Brothers and Rudd. Ms. Pitcher was previously Managing Director of Selfridges Group from 2019 to 2022 and as Managing Director at Selfridges & Co. from 2015 through 2019. From 2004 to 2019, she served as Buying and Merchandising Director at Selfridges & Co. While Ms. Pitcher served at Selfridges, she spearheaded the development of the Buying Better, Inspiring Change strategy, to forge a sustainable vision for Selfridges. Prior to her time at Selfridges, Ms. Pitcher held positions at both Harvey Nichols and Harrods.

Nikhil Thukral has been a Director since April 2021 (including service as a director of MidCo). Mr. Thukral is the President of *L* Catterton where he co-leads the firm's flagship fund and has been with *L* Catterton since 2004. Prior to joining *L* Catterton, he was a Vice President at MidOcean Partners, a New York and London based private equity firm. Prior to MidOcean, Mr. Thukral spent three years with DB Capital Partners, the private equity arm of Deutsche Bank and the predecessor entity to MidOcean. While at MidOcean and DB Capital, he helped originate, evaluate, and monitor both control and minority investments in middle market companies in the consumer products and general industrial sectors. Prior to joining DB Capital, Mr. Thukral was an Associate in the Healthcare group at JP Morgan and Co., where he focused primarily on mergers and acquisitions and capital raising mandates for clients in the pharmaceutical and healthcare services sectors. Mr. Thukral graduated with a B.S. in Finance with High Honors from the University of Illinois at Urbana Champaign, and received his M.B.A. from the University of Chicago.

Oliver Reichert was appointed the Chief Executive Officer of the BIRKENSTOCK Group in 2013 and has been a Director since April 2021 (including service as a director of MidCo). Mr. Reichert is the first top manager from outside of the Birkenstock family to head the long-standing BIRKENSTOCK Group. Mr. Reichert has been with the BIRKENSTOCK Group since 2009 when Christian Birkenstock invited him to lead the transitional process from a loose group of 38 single entities with different shareholder and management structures into the BIRKENSTOCK Group in 2012. Since 2013, he has been leading the company as Chief Executive Officer. Mr. Reichert is the creative mastermind behind our success and growth story, and the

driving force behind our transformation and innovation. Prior to joining the Company, Mr. Reichert held various positions at Deutsches Sportfernsehen (currently Sport1), including as a reporter and then as Chief Executive Officer between 2006 and 2009.

Ivica Krolo was appointed Chief Financial Officer of the BIRKENSTOCK Group in February 2025 and oversees the BIRKENSTOCK Group's Finance and Human Resources Departments. Mr. Krolo joined the BIRKENSTOCK Group from EMH Partners, a growth investment firm investing in owner-managed technology companies, where he served as Partner and CFO. He was a member of the Investment Advisory Committee and responsible for the areas of finance, tax, legal and corporate administration. Prior to this, Mr. Krolo was a Certified Public Auditor and Manager at PricewaterhouseCoopers, where he focused on auditing and advising listed and mid-sized companies, and, before that, an Audit Manager and Tax Consultant at Mazars, a leading global professional services network providing audit and assurance, tax, advisory and consulting services. Mr. Krolo holds a Master of Arts in Auditing, Finance and Taxation from the Universities of Applied Sciences Münster and Osnabrück and qualified as German Tax Adviser and Certified Public Auditor in 2013.

Markus Baum was appointed Chief Product Officer of the BIRKENSTOCK Group in 2019, where he is responsible for making sure all of BIRKENSTOCK's products are created in line with our fundamental functionality principles and maintaining the highest quality standards. Prior to his current appointment, Mr. Baum served as Global Director for Product Creation for the BIRKENSTOCK Group from 2017 to 2019. The step-up saw Mr. Baum additionally assuming responsibilities for the sourcing of materials and group quality management and product engineering as well as overseeing the brand's sustainability development. Starting his career with Roland Berger Strategy Consultants as Project Manager (1999-2003), Mr. Baum moved into the footwear arena with Adidas, where he worked in Sales, Brand and Product Management and other positions from 2003 to 2013, growing into key leadership roles in Europe. Afterwards he joined Jack Wolfskin's Footwear Division as a Director, where he served from 2013 to 2017. Mr. Baum graduated from the University of Cologne with a degree in business administration (*Diplom-Kaufmann*).

Klaus Baumann was appointed Chief Sales Officer of the BIRKENSTOCK Group in 2015. Mr. Baumann also leads BIRKENSTOCK 1774, the BIRKENSTOCK Group's creative and innovation hub which shapes the name for the exclusive line of design collaborations with exceptional contemporary designers such as DIOR and Manolo Blahnik, forming a new type of creative exchange and a unique way to bring new products to BIRKENSTOCK's global market. Mr. Baumann formerly worked with Spanish footwear brand Camper as Country Manager Northern Europe and in various other positions for 17 years before joining BIRKENSTOCK in 2015. Prior to his time at Camper, Mr. Baumann worked as Sales Manager for the Deutschland, Austria, Confœderatio Helvetica (Switzerland) (DACH) market at Eightball Distribution. Mr. Baumann holds a Professional School degree in engineering.

David Kahan was appointed President Americas in 2013, and for more than a decade he has helped steer the BIRKENSTOCK Group to success in its largest region. Since taking up the post of President of BIRKENSTOCK Americas, Mr. Kahan has championed the Made-in-Germany BIRKENSTOCK product in the region through collaborations with important retailers, in turn boosting brand recognition and helping sales increase. Before joining the BIRKENSTOCK Group, Mr. Kahan held senior management positions at ENK International and Reebok North America. He began his career journey in the footwear department at retailer Macy's. Mr. Kahan graduated with a Bachelor of Science from the State University of New York.

Mehdi Nico Bouyakhf was appointed President EMEA in October 2024 (previously President Europe) and is responsible for business in the BIRKENSTOCK Group's second largest region. He oversees distribution (DTC and wholesales partnerships), brand and merchandising management, finance, and human resources. In this position, Mr. Bouyakhf, who joined the BIRKENSTOCK Group in May 2021, deals with 3,500 wholesale partners and manages distribution across more than 20 countries, with operating teams, offices and showrooms in more than 10 nations. Mr. Bouyakhf previously worked with Nike for almost 20 years. He graduated from the University of Kassel with a degree in economics and intercultural management.

Jochen Gutzy was appointed Chief Communications Officer of the BIRKENSTOCK Group in March 2023. The economist and former journalist joined the BIRKENSTOCK Group in June 2013 as Head of

Corporate Communications and has been involved in the transformation of the BIRKENSTOCK Group. Mr. Gutzy spent a considerable part of his professional life at BIRKENSTOCK, barring an 18-month period where he took the reins at L'Oréal as Director of Corporate Communications for Germany and Austria and returning to the BIRKENSTOCK Group in 2021. Mr. Gutzy graduated with a masters degree in economics from the University of Hohenheim.

Christian Heesch was appointed Chief Legal Officer of the BIRKENSTOCK Group in March 2023, where he oversees the complete legal framework that the BIRKENSTOCK brand operates under internationally, managing all affairs in this section of the business. Currently a member of the BIRKENSTOCK Group's executive team, Mr. Heesch provides legal guidance to the Chief Executive Officer and senior management on matters ranging from IP law and compliance to commercial law including global distribution deals, sales and supply contracts, international litigation, labor law and all other legal matters. Mr. Heesch, who leads a global team of lawyers and legal experts, was previously one of the BIRKENSTOCK Group's external legal counsel. He joined the Company in February 2021 as Director of Legal. From 2003 to December 2022 he was an equity partner at Duvinage Rechtsanwaltsgesellschaft mbH, a Munich-based boutique law firm which specializes in the field of sports and media industry, startups and celebrities. During his time at Duvinage Rechtsanwaltsgesellschaft mbH, he also worked for the BIRKENSTOCK Group, a long-term client of the firm. Mr. Heesch successfully completed his law studies at the Universities of Kiel and Hamburg with the second state exam.

B. Compensation

Compensation of Directors and Senior Management

For the fiscal year ended September 30, 2025, the aggregate compensation accrued or paid to members of our board of directors for services in all capacities was €0.8 million.

For the fiscal year ended September 30, 2025, the aggregate compensation accrued or paid to members of senior management for services in all capacities was €20.3 million. The amount set aside or accrued by us to provide pension, retirement or similar benefits to members of senior management amounted to a total of €0.8 million for the fiscal year ended September 30, 2025.

Post-IPO Compensation of Non-Employee Directors

The Company pays each non-employee director, other than J. Michael Chu and Nikhil Thukral, $125,000 per year of cash compensation and provides them with an annual equity grant issued under the 2023 Omnibus Incentive Plan (the "Equity Plan") consisting of restricted share units with a grant date value of $75,000 for their service on our board of directors. Further, the Company pays an additional $25,000 per year to the chair of the audit committee. There are no arrangements in place providing for additional benefits upon termination of office.

Management Investment Plan

Certain members of senior management (including the executive officers) were provided an opportunity to acquire an indirect ownership interest in the Company through investments in ManCo in accordance with the management investment plan. ManCo was established to be a management ownership vehicle holding an ownership interest in MidCo. Members of senior management purchased interests in ManCo. Following expiration of the lock-up agreements entered into simultaneously with our IPO, certain partnership interests in ManCo have been exchanged for publicly listed ordinary shares of the Company, while other partnership interests in ManCo continue to be held by certain members of senior management and can be exchanged for publicly listed ordinary shares of the Company at their option. The ordinary shares of the Company, which have been received or are yet to be received by certain members of senior management, are outstanding and, before being distributed, owned by MidCo. No ordinary shares of the Company have been or will be issued in connection with the conversion of the partnership interests in

ManCo. See also "*Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders—Security Ownership.*"

Annual Incentive Bonuses

Members of senior management are generally eligible to receive a discretionary annual cash bonus based on achievement of pre-determined performance criteria. Performance goals are set annually and generally relate to corporate performance goals and individual goals.

Senior Management Service and Employment Agreements

Mr. Reichert Service Agreement

We entered into a service agreement with Oliver Reichert effective May 1, 2021 pursuant to which he serves as the Company's Chairman and Chief Executive Officer (since 2013). The service agreement entitles Mr. Reichert to receive an annual base salary and annual bonus based on achievement of certain performance goals, as well as certain employee benefits, such as providing or reimbursing the cost of certain insurance and use of a company car. In the event of a good leaver termination, Mr. Reichert is entitled to certain benefits for a certain period following termination of his service agreement. Mr. Reichert is subject to certain restrictive covenants, including perpetual confidentiality and a one-year post-termination non-compete and non-solicit.

Mr. Krolo, Mr. Baum, Mr. Baumann, Mr. Bouyakhf, Mr. Gutzy and Mr. Heesch Employment Agreements

We entered into an employment agreement with Ivica Krolo effective February 1, 2025, pursuant to which Mr. Krolo serves as the Chief Financial Officer of the Company. We entered into an employment agreement with Markus Baum effective July 1, 2019, pursuant to which Mr. Baum serves as the Company's Chief Product Officer, overseeing all product creation, design and development. We entered into an employment agreement with Klaus Baumann effective October 1, 2016, pursuant to which Mr. Baumann serves as the Company's Chief Sales Officer, overseeing the 1774 collaboration business and managing the Company's regional operations in the APAC region. We entered into an employment agreement with Mehdi Nico Bouyakhf effective May 1, 2021, pursuant to which Mr. Bouyakhf serves as President EMEA (until September 30, 2024, President Europe), overseeing all aspects of the Company's EMEA region. We entered into an employment agreement with Jochen Gutzy effective April 1, 2021, pursuant to which Mr. Gutzy currently serves as the Chief Communications Officer of the Company. We entered into an employment agreement with Christian Heesch effective March 1, 2021, pursuant to which Mr. Heesch currently serves as the Chief Legal Officer for the Company.

The employment agreements entitle Mr. Krolo, Mr. Baum, Mr. Baumann, Mr. Bouyakhf, Mr. Gutzy and Mr. Heesch to receive an annual base salary and annual bonus based on certain performance criteria. They are entitled to receive certain contributions by the Company to their respective health care plans and to a company car. The employment agreements can be terminated by either party with, in the case of Mr. Krolo, Mr. Baum, Mr. Bouyakhf, Mr. Gutzy and Mr. Heesch, six months' notice and, in the case of Mr. Baumann, nine months' notice. The employment agreements subject Mr. Krolo, Mr. Baum, Mr. Baumann, Mr. Bouyakhf, Mr. Gutzy and Mr. Heesch to certain restrictive covenants, including confidentiality and a two-year post-termination non-solicit.

Mr. Kahan Employment Agreement

We entered into an employment agreement with David Kahan on June 1, 2013, as amended on May 27, 2016 and on February 17, 2021 and restated on May 31, 2023, pursuant to which Mr. Kahan serves as President Americas. Mr. Kahan's employment ends on September 30, 2027, unless terminated earlier in accordance with the agreement. The employment agreement entitles Mr. Kahan to receive an annual base salary and annual bonuses based on achievement of certain performance goals. Mr. Kahan is entitled to participate in the Company's health care plan and to a car allowance. In the event of a good leaver

termination, Mr. Kahan is entitled to deferred compensation per an agreement dated May 29, 2019 and restated on May 31, 2023. The employment agreement also subjects Mr. Kahan to certain restrictive covenants, including perpetual confidentiality and a one-year post-termination non-compete and non-solicit.

2023 Equity Incentive Plan

In connection with the IPO, the Company adopted the Equity Plan, pursuant to which employees, consultants and non-employee directors of our Company and our affiliates performing services for us, including our executive officers, are eligible to receive awards. The Equity Plan provides for the grant of share options (in the form of either non-qualified share options ("NSOs") or incentive share options ("ISOs")), share appreciation rights ("SARs"), restricted shares, restricted share units ("RSUs"), performance awards, other share-based awards, cash awards and substitute awards intended to align the interests of participants with those of our shareholders.

Securities Offered

Subject to adjustment in the event of certain transactions or changes of capitalization in accordance with the Equity Plan, a total of 11,261,727 ordinary shares of the Company are reserved for issuance pursuant to awards under the Equity Plan. No more than 11,261,727 ordinary shares under the Equity Plan may be issued pursuant to ISOs. Ordinary shares subject to an award that expires or is canceled, forfeited or otherwise terminated without delivery of shares, shares tendered in payment of an option, shares covered by a share-settled SAR or other award that were not issued upon settlement, and shares delivered or withheld to satisfy any tax withholding obligations will again be available for delivery pursuant to other awards under the Equity Plan.

Administration

The Equity Plan is administered by a committee of our board of directors that has been authorized to administer the Equity Plan, except if no such committee is authorized by our board of directors, our board of directors will administer the Equity Plan (as applicable, the "Committee"). As of September 30, 2025, our board of directors administered the Equity Plan. The Committee has broad discretion to administer the Equity Plan, including the power to determine the eligible individuals to whom awards will be granted, the number and type of awards to be granted and the terms and conditions of awards. The Committee may also accelerate the vesting or exercise of any award and make all other determinations and to take all other actions necessary or advisable for the administration of the Equity Plan. To the extent the Committee is not our board of directors, our board of directors will retain the authority to take all actions permitted by the Committee under the Equity Plan.

Eligibility

Employees, consultants and non-employee directors of our company and its affiliates are eligible to receive awards under the Equity Plan.

Non-Employee Director Compensation Limits

Under the Equity Plan, in a single fiscal year, a non-employee director may not be granted awards for such individual's service on our board of directors having a value in excess of $750,000 (except that, for any year in which a non-employee director first commences services on the board of directors, serves on a special committee of the board of directors or serves as lead director or chairperson of the board of directors, this limit is $1,000,000). This limit does not apply to awards settled in cash.

Types of Awards

Options. We may grant options to eligible persons, except that ISOs may only be granted to persons who are our employees or employees of one of our parents or subsidiaries, in accordance with Section 422 of the Code. The exercise price of an option cannot be less than 100% of the fair market value of an ordinary

share on the date on which the option is granted and the option must not be exercisable for longer than ten years following the date of grant. However, in the case of an incentive option granted to an individual who owns (or is deemed to own) at least 10% of the total combined voting power of all classes of our equity securities, the exercise price of the option must be at least 110% of the fair market value of an ordinary share on the date of grant and the option must not be exercisable more than five years from the date of grant.

SARs. A SAR is the right to receive an amount equal to the excess of the fair market value of one ordinary share on the date of exercise over the grant price of the SAR. The grant price of a SAR cannot be less than 100% of the fair market value of an ordinary share on the date on which the SAR is granted. The term of a SAR may not exceed ten years. SARs may be granted in connection with, or independent of, other awards. The Committee has the discretion to determine other terms and conditions of an SAR award.

Restricted Share Awards. A restricted share award is a grant of ordinary shares subject to the restrictions on transferability and risk of forfeiture imposed by the Committee. Unless otherwise determined by the Committee and specified in the applicable award agreement, the holder of a restricted share award has rights as a shareholder, including the right to vote the ordinary shares subject to the restricted share award or to receive dividends on the ordinary shares subject to the restricted share award during the restriction period. The Committee may determine on what terms and conditions the participant will be entitled to dividends payable on the restricted shares.

Restricted Share Units. A RSU is a right to receive cash, ordinary shares or a combination of cash and ordinary shares at the end of a specified period equal to the fair market value of one ordinary share on the date of vesting. RSUs may be subject to the restrictions, including a risk of forfeiture, imposed by the Committee. The Committee may determine that a grant of RSUs will provide a participant a right to receive dividend equivalents, which entitles the participant to receive the equivalent value (in cash or ordinary shares) of dividends paid on the underlying ordinary shares. Dividend equivalents may be paid currently or credited to an account, settled in cash or shares, and may be subject to the same restrictions as the RSUs with respect to which the dividend equivalents are granted.

Performance Awards. A performance award is an award that vests and/or becomes exercisable or distributable subject to the achievement of certain performance goals during a specified performance period, as established by the Committee. Performance awards may be granted alone or in addition to other awards under the Equity Plan, and may be paid in cash, ordinary shares, other property or any combination thereof, in the sole discretion of the Committee.

Other Share-Based Awards. Other share-based awards are awards denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, the value of our ordinary shares.

Cash Awards. Cash awards may be granted on a free-standing basis or as an element of, a supplement to, or in lieu of any other award.

Substitute Awards. Awards may be granted under the Equity Plan in substitution for similar awards held for individuals who become participants as a result of a merger, consolidation or acquisition of another entity by or with the Company or one of our affiliates.

Certain Transactions

If any change is made to our capitalization, such as a share split, share combination, share dividend, exchange of shares or other recapitalization, merger or otherwise, which results in an increase or decrease in the number of outstanding ordinary shares, appropriate adjustments will be made by the Committee in the shares subject to an award under the Equity Plan. The Committee also has the discretion to make certain adjustments to awards in the event of a change in control of the Company, such as the assumption or substitution of outstanding awards, the purchase of any outstanding awards in cash based on the applicable

change in control price, the ability for participants to exercise any outstanding share options, SARs or other share-based awards upon the change in control (and if not exercised such awards will be terminated) and the acceleration of vesting or exercisability of any outstanding awards.

Clawback

All awards granted under the Equity Plan are subject to reduction, cancelation or recoupment under our clawback policy or any other written clawback policy that we may adopt, as well as any applicable law related to clawback, cancellation, recoupment, rescission, payback reduction or other similar actions.

Plan Amendment and Termination

The board of directors or the Committee may amend or terminate any award, award agreement or the Equity Plan at any time, provided that the rights of a participant granted an award prior to such amendment or termination may not be impaired without such participant's consent. In addition, shareholder approval will be required for any amendment to the extent necessary to comply with applicable law or exchange listing standards. The Committee will not have the authority, without the approval of shareholders, to amend any outstanding option or share appreciation right to reduce its exercise price per share. The Equity Plan will remain in effect for a period of ten years (unless earlier terminated by our board of directors).

Non-U.S. Participants

The Committee may modify award terms, establish subplans and/or adjust other terms and conditions of awards, subject to the share limits described above, in order to facilitate grants of awards subject to the laws and/or stock exchange rules of countries outside of the United States.

Employee Share Purchase Plan

The Company adopted the 2023 Employee Share Purchase Plan (the "Employee Share Purchase Plan"). The following is a summary of the material features of the Employee Share Purchase Plan.

Purpose of the Employee Share Purchase Plan

The purpose of the Employee Share Purchase Plan is to provide employees of the Company and its participating subsidiaries with the opportunity to purchase ordinary shares of the Company at a discount through accumulated payroll deductions during successive offering periods. We believe that the Employee Share Purchase Plan enhances such employees' sense of participation in our performance, aligns their interests with those of our shareholders, and is a powerful incentive and retention tool that would benefit our shareholders. The summary below, including the section titled "*—Material U.S. Federal Income Tax Consequences*" describes the component of the plan that is intended to qualify under the provisions of Section 423 of the Code, and the administrator is authorized to provide separate offerings that are not intended to be qualified under Section 423 of the Code, which will be set forth in any supplements to or sub-plans of the Employee Share Purchase Plan to be adopted by the administrator and designed to comply with tax and securities laws and achieve other objectives for participants whose rights to make purchases under the Employee Share Purchase Plan are not intended to be qualified under Section 423 of the Code.

Eligibility and Administration

The board of directors, as the administrator of the Employee Share Purchase Plan, administers and has authority to interpret the terms of the Employee Share Purchase Plan and determine eligibility of participants. The Company's board of directors may designate certain of the Company's subsidiaries as participating "designated subsidiaries" in the Employee Share Purchase Plan and may change these designations from time to time. Employees of the Company and its participating designated subsidiaries are eligible to participate in the Employee Share Purchase Plan if they meet the eligibility requirements under the Employee Share Purchase Plan established from time to time by the administrator. However, an

employee may not be granted rights to purchase shares under the Employee Share Purchase Plan if such employee, immediately after the grant, would own (directly or through attribution) shares possessing 5% or more of the total combined voting power or value of all classes of shares of the Company or any of its subsidiaries.

Eligible employees become participants in the Employee Share Purchase Plan by enrolling and authorizing payroll deductions by the deadline established by the administrator prior to the first day of the applicable offering period. Non-employee directors and consultants are not eligible to participate in the Employee Share Purchase Plan. Employees who choose not to participate, or are not eligible to participate at the start of an offering period but who become eligible thereafter, may enroll in any subsequent offering period.

Shares Available for Awards

A total of 3,756,511 ordinary shares are reserved for issuance under the Employee Share Purchase Plan. The number of shares subject to the Employee Share Purchase Plan may be adjusted for changes in our capitalization and certain corporate transactions, as described below under the heading "—*Adjustments*." We cannot precisely predict the Company's share usage under the Employee Share Purchase Plan as it will depend on a range of factors including the level of the Company's employee participation, the contribution rates of participants, the trading price of ordinary shares and future hiring activity by the Company.

Participating in an Offering

Offering Periods and Purchase Periods. Ordinary shares would be offered to eligible employees under the Employee Share Purchase Plan during offering periods. Offering periods under the Employee Share Purchase Plan commence when determined by the administrator. The length of an offering period under the Employee Share Purchase Plan is determined by the administrator and may be up to 27 months long. Employee payroll deductions are used to purchase ordinary shares on the exercise date of an offering period. The exercise date for each offering period is the final trading day in the offering period. The administrator may, in its discretion, modify the terms of future offering periods.

Enrollment and Contributions. The Employee Share Purchase Plan permits participants to purchase ordinary shares through payroll deductions. The administrator will establish for each offering period the maximum percentage of each participant's eligible compensation as of each payroll date that may be deducted for purchase of ordinary shares under the Employee Share Purchase Plan. The administrator will establish the maximum number of shares that may be purchased by a participant during any offering period. In addition, no employee is permitted to accrue the right to purchase shares at a rate in excess of $25,000 worth of ordinary shares during any calendar year.

Purchase Rights. On the first trading day of each offering period, each participant is automatically granted an option to purchase ordinary shares. The option expires on the last trading day of the applicable offering period and is exercised at that time to the extent of the payroll deductions accumulated during the offering period. Any remaining balance is carried forward to the next offering period unless the participant has elected to withdraw from the Employee Share Purchase Plan, as described below, or has ceased to be an eligible employee.

Purchase Price. The purchase price of the ordinary shares under the Employee Share Purchase Plan, in the absence of a contrary designation by the administrator, is 85% of the lower of the fair market value of ordinary shares on the first trading day of the offering period or on the final trading day of the offering period. The fair market value per ordinary share under the Employee Share Purchase Plan generally is the closing sales price of an ordinary share on the date for which fair market value is being determined, or if there is no closing sales price for an ordinary share on the date in question, the closing sales price for an ordinary share on the last preceding date for which such quotation exists.

Withdrawal and Termination of Employment. Participants may voluntarily end their participation in the Employee Share Purchase Plan at any time during an offering period prior to the end of the offering period by delivering written notice to the Company, and can elect to either (i) be paid their accrued payroll deductions that have not yet been used to purchase ordinary shares or (ii) exercise their option at the end of the applicable offering period, and then be paid any remaining accrued payroll deductions. Participation in the Employee Share Purchase Plan ends automatically upon a participant's termination of employment and any remaining accrued payroll deductions in the participant's account will be paid to such participant following such termination.

Adjustments

In the event of certain transactions or events affecting the ordinary shares, such as any share split, reverse share split, share dividend, combination or reclassification of the ordinary shares, or any other increase or decrease in the number of ordinary shares effected without receipt of consideration by the Company, the administrator will make equitable adjustments to the Employee Share Purchase Plan and outstanding rights under the Employee Share Purchase Plan. In addition, in the event of a proposed sale of all or substantially all of the assets of the Company, the merger of the Company with or into another company, or other transaction as set forth by the administrator in an offering document, each outstanding option will be assumed or an equivalent option will be substituted by the successor entity or a parent or subsidiary of the successor entity. If the successor entity or a parent or subsidiary of the successor entity refuses to assume or substitute outstanding options, any offering periods then in progress will be shortened with a new exercise date prior to the proposed sale or merger. The administrator will notify each participant in writing at least 10 business days prior to such new exercise date that the exercise date has been changed and the participant's option will be automatically exercised on such new exercise date. Further, in the event of a proposed dissolution or liquidation of the Company, any offering periods then in progress will be shortened with a new exercise date prior to the proposed dissolution or liquidation, and the administrator will notify each participant in writing in a similar manner as described above.

Foreign Participants

As noted above, the administrator may provide special terms, establish supplements to, or amendments, restatements or alternative versions of the Employee Share Purchase Plan that are not intended to qualify under the provisions of Section 423 of the Code, subject to the share limits described above, in order to facilitate grants of awards subject to the laws and/or share exchange rules of countries outside of the United States.

Transferability

A participant may not transfer rights granted under the Employee Share Purchase Plan other than by will or the laws of descent and distribution, and such rights are generally exercisable only by the participant.

Plan Amendment and Termination

Our board of directors may amend, suspend or terminate the Employee Share Purchase Plan at any time and from time to time. However, shareholder approval must be obtained for any amendment that increases the aggregate number or changes the type of shares that may be sold pursuant to rights under the Employee Share Purchase Plan, changes the designation or class of employees who are eligible to participate in the Employee Share Purchase Plan or changes the Employee Share Purchase Plan in any way that would cause the Employee Share Purchase Plan to no longer be an "employee stock purchase plan" under Section 423(b) of the Code.

Benefits

For our directors' and senior management's benefits refer to "*Note 29—Related Party Disclosures*" of the consolidated financial statements included elsewhere in this Annual Report.

C. Board Practices

Board of Directors

Our board of directors is composed of seven members. The authorized number of directors may be changed by resolution of our board of directors, subject to the terms of the shareholders' agreement described in "*Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions—Shareholders' Agreement.*" In accordance with our Articles of Association, our directors are divided into three classes serving staggered three-year terms. At each annual meeting of shareholders, directors are elected to succeed the class of directors whose terms have expired. Our directors are divided among the three classes as follows:

- the Class I directors consist of J. Michael Chu and Anne Pitcher, and, following the expiration of their initial terms, they were reelected for a three-year term at the annual meeting of shareholders on May 15, 2024;

- the Class II directors consist of Nisha Kumar and Nikhil Thukral, and, following the expiration of their initial terms, they were reelected for a three-year term at the annual meeting of shareholders on April 29, 2025; and

- the Class III directors consist of Alexandre Arnault, Ruth Kennedy and Oliver Reichert, and their initial terms will expire at the third annual meeting of shareholders occurring after our IPO.

Directors in a particular class will be elected for three-year terms at the annual meeting of shareholders in the year in which their terms expire. As a result, only one class of directors will be elected at each annual meeting of our shareholders, with the other classes continuing for the remainder of their respective three-year terms. Each director's term continues until the election and qualification of their successor, or their earlier death, resignation, retirement, disqualification or removal.

Audit Committee

Our audit committee is responsible for, among other matters: (1) appointing, compensating, retaining, evaluating, terminating and overseeing our independent registered public accounting firm; (2) discussing with our independent registered public accounting firm its independence from us; (3) reviewing with our independent registered public accounting firm the matters required to be reviewed by applicable auditing requirements; (4) approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm; (5) overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC; (6) reviewing and monitoring our internal controls, disclosure controls and procedures and compliance with legal and regulatory requirements; (7) designing and implementing our internal audit function and overseeing the internal audit function after its establishment; (8) discussing our policies with respect to risk assessment and risk management (including regarding cybersecurity compliance, risk and mitigation strategies); and (9) establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls, auditing and federal securities law matters.

Our audit committee consists of Ruth Kennedy, Nisha Kumar and Anne Pitcher, with Nisha Kumar serving as chairperson. Our board of directors has determined that each of Ruth Kennedy, Nisha Kumar and Anne Pitcher is an "audit committee financial expert" as defined by applicable SEC rules. Our board of directors has adopted a written charter for the audit committee, which is available on our website. Each quarter at least one audit committee meeting takes place. For fiscal 2025, all audit committee members attended each of the meetings.

Remuneration Committee

Not applicable.

D. Employees

We look for talented people who share our values of accountability, responsiveness, excellence, teamwork, respect and integrity. We are proud of our unique company culture, where ideas, innovation, collaboration and personal development are essential. We believe our brand, culture and employees are central to our success and our ability to attract, develop, motivate and retain highly skilled talent.

As of September 30, 2025, we employed approximately 8,400 individuals including approximately 6,800 full-time equivalent employees worldwide and approximately 1,200 contingent workers, primarily at our production sites in Germany. Of the 6,800 full-time employees, approximately 510 were employed in our corporate-owned stores, 180 were employed in distribution (logistics), 4,500 were employed in production and the remaining approximate 1,610 performed selling, general, administrative and other functions. Our broad and diverse team was 55% female in total with more than 100 different nationalities represented as of September 30, 2025.

As of September 30, 2024, we employed approximately 7,400 individuals including approximately 6,200 full-time equivalent employees worldwide and approximately 930 contingent workers, primarily at our production sites in Germany. Of the 6,200 full-time employees, approximately 360 were employed in our corporate-owned stores, 190 were employed in distribution (logistics), 4,140 were employed in production and the remaining approximate 1,500 performed selling, general, administrative and other functions. Our broad and diverse team was 55% female in total with more than 95 different nationalities represented as of September 30, 2024.

As of September 30, 2023, we employed approximately 6,300 individuals including approximately 5,300 full-time equivalent employees worldwide and approximately 800 contingent workers, primarily at our production sites in Germany. Of the 5,300 full-time employees, approximately 270 were employed in our corporate-owned stores, 170 were employed in distribution (logistics), 3,600 were employed in production and the remaining approximate 1,300 performed selling, general, administrative and other functions. Our broad and diverse team was 55% female in total with more than 85 different nationalities represented as of September 30, 2023.

We are subject to, and comply with, local labor law requirements in all countries in which we operate. We have a group works council in the Birkenstock Group B.V. & Co. KG and six works councils established at productions sites in Germany. We do not have any labor unions in the U.S. We do not currently foresee a shortage in the number of qualified personnel needed to operate our business. For more information, see "*Item 3. Key Information—D. Risk Factors.*"

E. Share Ownership

Ownership of the Company's shares by its directors and executive officers as of November 30, 2025 is set forth in "*Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders*" of this Annual Report.

F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

Security Ownership

The following table presents information relating to the beneficial ownership of our ordinary shares by:

- each person, or group of affiliated persons, known by us to own beneficially 5% or more of our outstanding ordinary shares; and
- each of our executive officers and directors.

The number of ordinary shares beneficially owned by each entity, person, executive officer or director is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any ordinary shares over which the individual has sole or shared voting power or investment power as well as any such ordinary shares that the individual has the right to acquire within 60 days of November 30, 2025 through the exercise of any option or other right. Except as otherwise indicated, and subject to applicable community property laws, we believe that the persons named in the table have sole voting and investment power with respect to all ordinary shares held by that person based on information provided to us by such person.

The percentage of outstanding ordinary shares beneficially owned is based on 183,906,056 ordinary shares issued and outstanding as of November 30, 2025. Ordinary shares that a person has the right to acquire within 60 days of November 30, 2025 are deemed outstanding for purposes of computing the percentage ownership of the person holding such rights, but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all executive officers and directors as a group. Unless otherwise indicated below, the business address for each beneficial owner is 1-2 Berkeley Square, London W1J 6EA, UK.

	Shares Beneficially Owned	
Shareholder	**Ordinary Shares**	**% of Ordinary Shares**
5% or Greater Shareholders:		
Entities affiliated with L Catterton[1]	114,736,261	62.4%
T. Rowe Price Investment Management, Inc.[2]	10,631,251	5.8%
Financière Agache SA[3]	10,352,863	5.6%
Directors and Executive Officers:		
Alexandre Arnault	1,814	*
J. Michael Chu[1]	114,736,261	62.4%
Ruth Kennedy	2,005	*
Nisha Kumar	1,814	*
Anne Pitcher	2,175	*
Nikhil Thukral	—	—
Oliver Reichert	1,361,273 [4]	*
Markus Baum	180,000	*
Klaus Baumann	10,000	*
David Kahan	—	—
Mehdi Nico Bouyakhf	121,153	*
Jochen Gutzy	39,066	*
Christian Heesch	9,533	*
Ivica Krolo	—	—

* Indicates holdings of less than 1%.

(1) Consists of 114,736,261 ordinary shares held by BK LC Lux MidCo S.*à* r.l., a *société à responsabilité limitée* incorporated under the laws of the Grand Duchy of Luxembourg ("MidCo"), with (A) voting and dispositive power as to 113,374,988 ordinary shares, and (B) shared voting and dispositive power with the executive officers and certain other employees of the BIRKENSTOCK Group who are partners of ManCo as to 1,361,273 ordinary shares in accordance with the management investment plan. Refer to "*Item 6. Directors, Senior Management and Employees—B. Compensation*" in this Annual Report. The management of MidCo is controlled by BK LC Lux SCA. BK LC Lux GP S.*à* r.l. is the general partner of BK LC Lux SCA. The management of BK LC Lux GP S.*à* r.l. is controlled by LC9 Caledonia AIV GP, LLP. LC9 Caledonia AIV GP, LLP is managed by its members, Catterton Caledonia 1 Limited and Catterton Caledonia 2 Limited. The management of each of Catterton Caledonia 1 Limited and Catterton Caledonia 2 Limited is controlled by its directors, J. Michael Chu and Scott A. Dahnke. As such, Messrs. Chu and Dahnke could be deemed to share voting and dispositive power with respect to the shares held by MidCo Messrs. Chu and Dahnke each disclaim beneficial ownership of such shares. The address of the entities and individuals mentioned in this footnote (other than ManCo) is 599 West Putnam Avenue, Greenwich, CT 06830.

(2) Consists of ordinary shares held by T. Rowe Price Investment Management, Inc., a company incorporated in Maryland ("T. Rowe Price"). The principal executive office of T. Rowe Price is 1307 Point Street, Baltimore, MD 21231. This information is based on a Schedule 13G filed with the SEC on November 14, 2025.

(3) Consists of ordinary shares held by Financière Agache SA, a company organized in France as a *société anonyme* ("Financière Agache"). Financière Agache is controlled by Agache SCA, a company organized in France as a s*ociété en commandite par actions* with Bernard Arnault and Agache Commandité SAS as its *associés commandités* (similar to General Partners) ("Agache"). Bernard Arnault, an individual ("Mr. Arnault"), is the *gérant* (similar to a Managing General Partner) of Agache. Agache is controlled by Agache Commandité SAS, a company organized in France as a *société par actions simplifiée* ("Agache Commandité"). The principal executive office of Financière Agache is 11, rue François 1er, 75008 Paris, France. The principal executive office of Agache, Mr. Arnault and Agache Commandité is 41, avenue Montaigne, 75008 Paris, France. This information is based on a Schedule 13G filed with the SEC on October 18, 2023.

(4) Consists of ordinary shares over which the executive officer has shared voting and dispositive power with the entities affiliated with L Catterton.

The shareholders known by us to own beneficially 5% or more of our outstanding ordinary shares do not have different voting rights. We are controlled by our Principal Shareholder and are not aware of any arrangements, which, if exercised, may at a subsequent date result in a change of control of the Company.

Significant Changes in Ownership

On October 1, 2025, the Company granted RSUs to certain of our non-employee directors with a grant date value of $75,000 for their service on our board of directors. These RSUs will vest 100% on the earlier of (i) October 1, 2026 and (ii) the date of the next annual shareholder meeting, so long as the RSU grantees provide services to the Company or an affiliate of ours through the vesting date. Refer to "*Item 6. Directors, Senior Management and Employees—B. Compensation.*"

On May 30, 2025, the Company completed a secondary offering of ordinary shares on behalf of MidCo and MidCo sold 20,027,344 ordinary shares (the "May 2025 Secondary Offering"). In connection with the May 2025 Secondary Offering, the Company repurchased by way of redemption from the underwriters 3,927,344 ordinary shares that were subject to the May 2025 Secondary Offering (the "Share Redemption"). The ordinary shares redeemed by the Company pursuant to the Share Redemption were cancelled and are no longer outstanding.

On October 1, 2024, the Company granted RSUs to certain of our non-employee directors with a grant date value of $75,000 for their service on our board of directors. These RSUs vested on April 29, 2025. Refer to "*Item 6. Directors, Senior Management and Employees—B. Compensation.*"

On June 28, 2024, the Company completed a secondary offering of ordinary shares on behalf of MidCo and MidCo sold 14,000,000 ordinary shares (the "June 2024 Secondary Offering"). On July 3, 2024, as part of the June 2024 Secondary Offering, the underwriters exercised their option to purchase an additional 2,100,000 ordinary shares from MidCo.

On October 13, 2023, the Company completed an IPO on the New York Stock Exchange. In connection with the IPO, the Company issued and sold 10,752,688 ordinary shares, and MidCo sold 21,505,376 ordinary shares.

On October 13, 2023, the Company granted RSUs to certain of our non-employee directors with a grant date value of $75,000 for their service on our board of directors. These RSUs vested on May 15, 2024. Refer to "I*tem 6. Directors, Senior Management and Employees—B. Compensation.*"

On October 10, 2023, the Company entered into a tax receivable agreement with MidCo in consideration for the repurchase of 5,648,465 ordinary shares of the Company from MidCo.

To our knowledge, and based on Section 13 filings with the SEC, other than as disclosed in the table above, our other filings with the SEC and this Annual Report, there have been no other significant changes in the percentage ownership held by any major shareholder during the past three years.

Holders

As of November 30, 2025, we had 28 shareholders of record. We estimate that as of November 30, 2025, approximately 98% of our outstanding ordinary shares were held by 19 U.S shareholders of record.

B. Related Party Transactions

For information regarding related party transactions, including certain related party transactions we have entered into since October 1, 2024 with any of our executive officers, directors or their affiliates and holders of more than 5% of our ordinary shares in the aggregate, which we refer to as related parties, other than compensation arrangements which are described under *"Item 6. Directors, Senior Management and Employees—B. Compensation"* refer to "*Note 29—Related Party Disclosures*" of the financial statements included as part of this Annual Report.

Related Party Transaction Policy

Under our related party transaction policy, our audit committee is responsible for reviewing and approving related party transactions. In the course of its review and approval of related party transactions, our audit committee will consider all relevant facts and circumstances to decide whether to approve such transactions. In particular, our policy requires our audit committee to take the following considerations into account, among other factors it deems appropriate: whether the transaction was undertaken in the ordinary course of business of the Company; whether the related party transaction was initiated by the Company or the related party; the availability of other sources of comparable products or services; whether the transaction with the related party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third-party or with employees generally; the purpose of, and the potential benefits to the Company of, the related party transaction; the impact on a director's independence in the event that the related party is a director, a close family member of a director or an entity in which a director is a partner, shareholder (or equivalent) or member of senior management; if there was a competitive bidding process and the results thereof; the approximate dollar value of the amount involved in the related party transaction, particularly its significance to the related party; the importance, nature and extent of the interest (financial or otherwise) and involvement of the related party in the related party transaction and any other information regarding the related party transaction or the related party that would be material to investors in light of the circumstances of the particular transaction.

The audit committee may only approve those transactions that are in, or are not inconsistent with, our best interests and those of our shareholders, as the audit committee determines in good faith.

Tax Receivable Agreement

We expect to be able to utilize certain tax attributes that were created by the prior acquisition of the BIRKENSTOCK Group in 2021 by our pre-IPO owner, MidCo. These tax attributes would not be available to us in the absence of our pre-IPO owner's prior acquisition of the BIRKENSTOCK Group and will reduce the amount of tax that we would otherwise be required to pay in the future. In connection with the IPO, we entered into the TRA with the TRA Participants (who initially has been, and currently is, solely MidCo) in respect of those anticipated tax savings in consideration for the repurchase of certain shares of the Company from MidCo. The TRA liability is measured at amortized cost taking into consideration the current expected cash flows and the original effective interest rate. The total balance of the TRA liability as of September 30, 2025 amounted to €356.8 million. For further information see also "*Note 16—Tax Receivable Agreement*" to the consolidated financial statements included elsewhere in this Annual Report. The following discussion describes the material terms of the TRA and is qualified in its entirety by the full text of the TRA, a copy of which is incorporated by reference as an exhibit to this Annual Report.

In general, we are required to pay to the TRA Participants (who initially has been, and currently is, solely MidCo) in respect of MidCo's stock ownership of Birkenstock prior to the IPO payments equal to 85% of the savings, if any, in (a) U.S. federal, state or local income tax, and (b) German income tax and trade tax, in each case, that we actually realize (or are deemed to realize in certain circumstances, including as a result of certain assumptions) as a result of (i) certain U.S. tax attributes, principally including amortization and depreciation deductions (and the reduction of taxable gain attributable to tax basis in certain assets) and carryforwards of disallowed interest expense under Section 163(j) of the Code, and (ii) certain German tax attributes, principally including amortization deductions (and the reduction of taxable gain attributable to tax basis in certain assets), in the case of clause (i) and (ii), available to the Company, including to its subsidiaries, on the IPO Date (calculated by assuming that the taxable year of the relevant member of the BIRKENSTOCK Group ended at the end of the IPO Date) (such tax attributes, collectively, the "TRA Tax Attributes"). Under the TRA, generally, we retain the benefit of the remaining 15% of the applicable tax savings.

Our actual utilization of the TRA Tax Attributes, as well as the timing of any payments under the TRA, varies depending upon a number of factors, including the amount, character and timing of our and our subsidiaries' taxable income in the future. Payments under the TRA are not conditioned on the TRA Participants' ownership or continued ownership of ordinary shares (other than the initial TRA Participant's ownership of ordinary shares prior to our IPO). In addition, the TRA provides for interest, at a rate equal to SOFR plus 3.00% per annum, accrued from the due date (without extensions) of the IRS Form 1120 or applicable German income tax return or trade tax return for the applicable taxable year until the date of payment specified by the TRA. Payments under the TRA are based on the tax reporting positions that we determine, consistent with the terms of the TRA. No TRA Participant is required under any circumstances to make a payment or return a payment to Birkenstock in respect of any portion of any payments previously made to such TRA Participant under the TRA; if it is determined that excess payments have been made under the TRA, certain future payments, if any, otherwise to be made under the TRA will be reduced. As a result, in certain circumstances, including, for example, if a previously claimed deduction is subsequently disallowed, payments could be made under the TRA in excess of the benefits that we actually realize in respect of the TRA Tax Attributes. During fiscal 2025 we made no payments under the TRA to the TRA Participants.

The terms of the TRA, in certain circumstances, including an early termination, certain changes of control, or breaches of any material obligations under it (such as a failure to make any payment when due, subject to a specified cure period), provide for our obligations under the TRA to accelerate and become payable in a lump sum amount equal to the present value of the anticipated future tax benefits calculated based on certain assumptions, including that we would have at such time sufficient taxable income to fully utilize the TRA Tax Attributes. Additionally, if we or any of our subsidiaries transfers any asset to a corporation with which we do not file a consolidated or combined tax return for applicable tax purposes, we will be treated as having sold that asset in a taxable transaction for purposes of determining certain

amounts payable pursuant to the TRA. Similarly, in the event of a divestiture of any of our subsidiaries directly or indirectly resulting in a transfer of TRA Tax Attributes, the terms of the TRA provide for obligations under the TRA in respect of such transferred TRA Tax Attributes to accelerate and become payable in a lump sum amount equal to the present value of the anticipated future tax benefits with respect to such TRA Tax Attributes calculated based on the same assumptions applicable to the calculation of accelerated payment obligations in the circumstances described above (e.g., in the case of an early termination, certain changes of control, or breaches of any of our material obligations under the TRA). Further, although we do not believe that payments to MidCo under the TRA are subject to withholding tax, in case any such withholding tax were determined to apply, the Company could be liable for the taxes which should have been withheld, plus any applicable interest and penalties. As a result of the foregoing, (a) we could be required to make payments under the TRA that are greater than or less than the specified percentage of the actual tax savings we realize in respect of the TRA Tax Attributes and (b) we may be required to make an immediate lump sum payment equal to the present value of the anticipated future tax savings, which payment may be made years in advance of the actual realization of such future benefits, if any such benefits are ever realized. In these situations, our obligations under the TRA could have a substantial negative impact on our liquidity and could have the effect of adversely affecting our working capital and growth, and of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control.

Because we are a holding company with no operations of our own, our ability to make payments under the TRA is dependent on the ability of our subsidiaries to make distributions to us. The TRA may in certain cases restrict our and our subsidiaries' ability to enter into any agreement or indenture that would restrict or encumber our ability to make payments under the TRA. Such restrictions could create significant restrictions on our subsidiaries in obtaining financing. To the extent that we are unable to make payments under the TRA, and such inability is a result of the terms of debt documents, such payments will be deferred and will accrue interest at a rate of SOFR plus 3.00% per annum until paid. There can be no assurance that we will be able to finance our obligations under the TRA in a manner that does not adversely affect our working capital and growth requirements.

Employment Agreements

We have entered into employment agreements with all of our executive officers. For more information, see "*Item 6. Directors, Senior Management and Employees—B. Compensation—Senior Management Service and Employment Agreements.*"

Indemnification Agreements

We have entered into indemnification agreements with our executive officers and directors. The indemnification agreements and our Articles of Association require us to indemnify our executive officers and directors to the fullest extent permitted by law.

Registration Rights Agreement

We have entered into a Registration Rights Agreement with MidCo, which is controlled by our Principal Shareholder, in connection with our IPO, pursuant to which we granted it and its affiliates the right, under certain circumstances and subject to certain restrictions, to require us to register our ordinary shares under the Securities Act. All of the ordinary shares owned by MidCo will be subject to the Registration Rights Agreement. Under the Registration Rights Agreement, MidCo will be able to require us to file a registration statement under the Securities Act. MidCo may issue an unlimited number of demand registration requests. Additionally, MidCo will be able to require us to pursue an underwritten offering, block trade or bought deal pursuant to a shelf registration to sell our equity securities. Under the Registration Rights Agreement, if at any time we propose or will be required to register any of our equity securities under the Securities Act, we will be required to notify each eligible holder of its right to participate in such registration. We will use best efforts to cause all eligible securities requested to be included in the registration in accordance with the Registration Rights Agreement to be so included. The Registration Rights Agreement also provides that we

will pay certain expenses relating to such registrations and indemnify certain parties against certain liabilities that may arise under the Securities Act. All fees, costs and expenses of registrations, other than underwriting discounts and commissions, are expected to be borne by us. This summary describes the material terms of the Registration Rights Agreement and is qualified in its entirety by the provisions of the Registration Rights Agreement, a copy of which is filed as an exhibit to this Annual Report.

Shareholders' Agreement

We have entered into a Shareholders' Agreement with MidCo, which is controlled by our Principal Shareholder, in connection with our IPO. The Shareholders' Agreement provides MidCo with certain rights with respect to the designation of directors to serve on our board of directors. As set forth in the Shareholders' Agreement, for so long as MidCo beneficially owns at least a majority of our ordinary shares, it will be entitled to designate for nomination a majority of our board of directors. When MidCo beneficially owns less than a majority but at least 5% of our ordinary shares, it will be entitled to designate for nomination a number of directors in proportion to its ownership of our ordinary shares, rounded up to the nearest whole person. No board member designated in connection with the Shareholders' Agreement will be required to immediately tender their resignation upon the loss of the right to designate members by MidCo, and each such director may continue to serve until the end of their then current term. The board member designation rights pursuant to the Shareholders' Agreement will have the effect of making it more difficult for shareholders to change the composition of our board of directors. Under the Shareholders' Agreement, we have agreed, subject to certain exceptions, to indemnify MidCo, and various affiliated persons and their respective equityholders from certain losses arising out of any threatened or actual litigation by reason of the fact that the indemnified person is or was a holder of our ordinary shares. This summary describes the material terms of the Shareholders' Agreement and is qualified in its entirety by the provisions of the Shareholders' Agreement, a copy of which is filed as an exhibit to this Annual Report.

Commercial Transactions with L Catterton and Portfolio Companies of L Catterton

L Catterton and its affiliates have ownership interests in a broad range of companies. We have entered and may in the future enter into commercial transactions in the ordinary course of our business with some of these companies, including the purchase of goods and services. None of these transactions or arrangements has been or is expected to be material to us.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

See "*Item 18—Financial Statements.*"

Legal Proceedings

We are subject to litigation from time to time in the ordinary course of business. The results of litigation and claims cannot be predicted with certainty. We are not currently involved in any legal proceedings that, either individually or in the aggregate, are expected to have a material adverse effect on our business or financial position. Furthermore, during fiscal years 2025, 2024, and 2023, we have not incurred any fines related to data breaches, marketing or product labeling requirements, nor have we been subject to regulatory fines in connection with such matters. See "*Item 3. Key Information—D. Risk Factors—Risks Related to Legal, Regulatory and Taxation Matters—We are subject to the risk of litigation and other claims.*"

Dividends and Dividend Policy

We have never declared or paid cash dividends on our ordinary shares. We currently intend to retain all available funds and future earnings, if any, to fund the development and expansion of our business, reduce existing indebtedness and make share repurchases, and we do not anticipate paying any cash dividends in the foreseeable future. Any future decisions regarding the declaration and payment of dividends will be at the discretion of our board of directors and will depend on then-existing conditions, including our financial condition, results of operation, contractual restrictions, capital requirements, business prospects and other factors our board of directors may deem relevant.

B. Significant Changes

No significant changes, other than as otherwise described in this Annual Report, including in "*Note 31—Subsequent Events*" to the consolidated financial statements included elsewhere in this Annual Report, have occurred in our operations since the date of our financial statements included in this Annual Report.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Birkenstock Holding plc's ordinary shares have been listed on the NYSE under the symbol "BIRK" since October 11, 2023. Prior to that date, there was no public trading market for our ordinary shares.

B. Plan of Distribution

Not applicable.

C. Markets

See "*Item 9. The Offer and Listing—A. Offer and Listing Details*" above.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

When we refer to our articles of association in this Annual Report, we refer to our amended and restated memorandum of association and amended and restated articles of association dated as of May 15, 2024, a copy of which is incorporated by reference as Exhibit 1.1 to this Annual Report. The information required by this Item is set forth in Exhibit 2.1 to this Annual Report and is incorporated by reference into this Annual Report.

Comparison of Delaware Corporate Law and Jersey Corporate Law

Jersey companies are governed by the Jersey Companies Law. The Jersey Companies Law differs from laws applicable to Delaware corporations and their shareholders. For comparison purposes, set forth below is a summary of some significant differences between the laws applicable to companies incorporated in the State of Delaware and the provisions of the Jersey Companies Law applicable to the Company.

DELAWARE CORPORATE LAW	JERSEY CORPORATE LAW
Mergers and similar arrangements; Appraisal rights	
Under the Delaware General Corporation Law, with certain exceptions, a merger, consolidation, sale, lease or transfer of all or substantially all of the assets of a corporation must be approved by the board of directors and a majority of the outstanding shares entitled to vote thereon. A shareholder of a Delaware corporation participating in certain major corporate transactions may, under certain circumstances, be entitled to appraisal rights pursuant to which such shareholder may receive cash in the amount of the fair value of the shares held by such shareholder (as determined by a court) in lieu of the consideration such shareholder would otherwise receive in the transaction. The Delaware General Corporation Law also provides that a parent corporation, by resolution of its board of directors, may merge with any subsidiary, of which it owns at least 90.0% of each class of capital stock, without a vote by the shareholders of such subsidiary. Upon any such merger, dissenting shareholders of the subsidiary would have appraisal rights.	A sale or disposal of all or substantially all the assets of a Jersey company must be approved by the board of directors and, only if the articles of association of the company require, by the shareholders in a general meeting. A merger involving a Jersey company must be generally documented in a merger agreement which must be approved by special resolution (being a two-thirds majority, if the articles of association of the company do not specify a greater majority) of shareholders of that company. There are no appraisal rights under the Jersey Companies Law.
Shareholders' suits	
Class actions and derivative actions generally are available to shareholders of a Delaware corporation for, among other things, breach of fiduciary duty, corporate waste and actions not taken in accordance	Under Article 141 of the Jersey Companies Law, a shareholder may apply to court for relief on the ground that the conduct of a company's affairs, including a proposed or actual act or omission by a

DELAWARE CORPORATE LAW	JERSEY CORPORATE LAW
with applicable law. In such actions, the court has discretion to permit the winning party to recover attorneys' fees incurred in connection with such action.	company, is "unfairly prejudicial" to the interests of shareholders generally or of some part of shareholders, including at least the shareholder making the application. There may also be customary law personal actions available to shareholders. Under Article 143 of the Jersey Companies Law (which sets out the types of relief a court may grant in relation to an action brought under Article 141 of the Jersey Companies Law), the court may make an order regulating the affairs of a company, requiring a company to refrain from doing or continuing to do an act complained of, authorizing civil proceedings and providing for the purchase of shares by a company or by any of its other shareholders.
Shareholder vote on board and management compensation	
Under the Delaware General Corporation Law, the board of directors has the authority to fix the compensation of directors, unless otherwise restricted by the certificate of incorporation or bylaws.	Subject to restrictions in the Company's Articles of Association, the board of directors may set the compensation of directors and members of management.
Annual vote on board renewal	
Unless directors are elected by written consent in lieu of an annual meeting, directors are elected in an annual meeting of shareholders on a date and at a time designated by or in the manner provided in the bylaws. Re-election is possible. Classified boards are permitted.	Unless otherwise stated in the Company's Articles of Association, directors of Jersey companies may be elected at any meeting of shareholders including the annual general meeting. Re-election is possible. Classified boards are permitted.
Indemnification of directors and executive officers and limitation of liability	
The Delaware General Corporation Law provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of directors and officers of the corporation for monetary damages for breach of a fiduciary duty as a director or officer, except no provision in the certificate of incorporation may eliminate or limit the liability of a director or officer for: • any breach of the duty of loyalty to the corporation or its shareholders; • acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; • statutory liability for unlawful payment of dividends or unlawful share purchase or redemption; or • any transaction from which the director or officer derived an improper personal benefit.	The Jersey Companies Law does not contain any provision permitting Jersey companies to limit the liabilities of directors for breach of fiduciary duty. However, a Jersey company may exempt from liability, and indemnify directors and officers, for liabilities: • incurred in defending any civil or criminal legal proceedings where: • judgment is given in the person's favor or the person is acquitted; • the proceedings are discontinued other than by reason of such person (or someone on their behalf) giving some benefit or suffering some detriment; or • the proceedings are settled on terms that such person (or someone on their behalf) gives some benefit or suffers some detriment but in the opinion of a majority of the disinterested

A Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding, other than an action by or on behalf of the corporation, because the person is or was a director or officer, against liability incurred in connection with the proceeding if the director or officer acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation; and the director or officer, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Unless ordered by a court, any foregoing indemnification is subject to a determination that the director or officer has met the applicable standard of conduct:

- by a majority vote of the directors who are not parties to the proceeding, even though less than a quorum;
- by a committee of directors designated by a majority vote of the eligible directors, even though less than a quorum;
- by independent legal counsel in a written opinion if there are no eligible directors, or if the eligible directors so direct; or
- by the shareholders.

Moreover, a Delaware corporation may not indemnify a director or officer in connection with any proceeding in which the director or officer has been adjudged to be liable to the corporation unless and only to the extent that the court determines that, despite the adjudication of liability but in view of all the circumstances of the case, the director or officer is fairly and reasonably entitled to indemnity for those expenses which the court deems proper.

directors, the person was substantially successful on the merits in the person's resistance to the proceedings;

- incurred to anyone other than to the company if the person acted in good faith with a view to the best interests of the company;
- incurred in connection with an application made to the court for relief from liability for negligence, default, breach of duty or breach of trust under Article 212 of the Jersey Companies Law in which relief is granted to the person by the court; or
- incurred in a case in which the company normally maintains insurance for persons other than directors.

Directors' fiduciary duties

A director of a Delaware corporation has a fiduciary duty to the corporation and its shareholders. This duty has two components:

- the duty of care; and
- the duty of loyalty.

The duty of care requires that a director act in good faith, with the care that an ordinarily prudent person would exercise under similar circumstances. Under this duty, a director must inform himself or herself of, and make informed decisions based on, all material information reasonably available.

Under the Jersey Companies Law, a director of a Jersey company, in exercising the director's powers and discharging the director's duties, has a duty to

- act honestly and in good faith with a view to the best interests of the company; and
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Customary law is also an important source of law in the area of directors' duties in Jersey as it expands upon and provides a more detailed understanding of

DELAWARE CORPORATE LAW	JERSEY CORPORATE LAW
The duty of loyalty requires that a director act in a manner he or she reasonably believes to be in the best interests of the corporation. He or she must not use his or her corporate position for personal gain or advantage. This duty prohibits self-dealing by a director and mandates that the best interest of the corporation and its shareholders take precedence over any interest possessed by a director, officer or controlling shareholder and not shared by the shareholders generally. In general, actions of a director are presumed to have been made on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the corporation. However, this presumption may be rebutted by evidence of a breach of one of the fiduciary duties. Should such evidence be presented concerning a transaction by a director, a director must prove the procedural fairness of the transaction, and that the transaction was of fair value to the corporation.	the general duties and obligations of directors. The Jersey courts view English common law as highly persuasive in this area. In summary, the following duties will apply as manifestations of the general fiduciary duty under the Jersey Companies Law: a duty to act in good faith and in what he or she bona fide considers to be the best interests of the company; a duty to exercise powers for a proper purpose; a duty to avoid any actual or potential conflict between his or her own and the company's interests; and a duty to account for profits and not take personal profit from any opportunities arising from his or her directorship, even if he or she is acting honestly and for the good of the company. However, the articles of association of a company may permit the director to be personally interested in arrangements involving the company (subject to the requirement to have disclosed such interest).
Shareholder action by written consent	
A Delaware corporation may, in its certificate of incorporation, eliminate the right of shareholders to act by written consent.	If permitted by the articles of association of a company, a written consent signed and passed by the specified majority of members may affect any matter that otherwise may be brought before a shareholders' meeting, except for the removal of a company's auditors. Such consent shall be deemed effective when the instrument, or the last of several instruments, is signed by the specified majority of members or on such later date as is specified in the resolution. The Company's Articles of Association state that at any time that our Principal Shareholder owns at least 40% of the Company's voting power, shareholders are permitted to take action by written consent if approved by a majority of the voting power of the Company, or two-thirds of the voting power of the Company, when required by Jersey law. At any time that our Principal Shareholder owns less than 40%, shareholder action by written consent is not permitted and shareholder approval may only occur at an annual or special meeting of shareholders.
Shareholder proposals; Special meetings of shareholders	
A shareholder of a Delaware corporation has the right to put any proposal before the annual meeting of shareholders, provided it complies with the notice provisions in the governing documents. A special meeting may be called by the board of directors or any other person authorized to do so in	The Jersey Companies Law does not provide for a shareholder right to put a proposal before the shareholders at the annual general meeting. Shareholders holding 10% or more of a Jersey company's voting rights and entitled to vote at the relevant meeting may legally require such

DELAWARE CORPORATE LAW	JERSEY CORPORATE LAW
the governing documents, but shareholders may be precluded from calling special meetings.	company's directors to call a meeting of shareholders. The JFSC may, at the request of any officer, secretary or shareholder, call or direct the calling of an annual general meeting. Failure to call an annual general meeting in accordance with the requirements of the Jersey Companies Law is a criminal offence on the part of a Jersey company and its directors and secretary.
Cumulative voting	
Under the Delaware General Corporation Law, cumulative voting for elections of directors may be permitted in the corporation's certificate of incorporation.	There are no provisions in the Jersey Companies Law relating to cumulative voting.
Removal of directors	
A director of a Delaware corporation with a classified board may be removed only for cause with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise.	There is no statutory right under Jersey Companies Law for shareholders to nominate, appoint or remove directors of a company. If provided for in the articles of association, a director may be removed from office by the holders of ordinary shares by special resolution or other threshold only for "cause" (as defined in the articles of association). In addition, a director may be removed from office by the board of directors by resolution made by the board of directors for "cause" if the articles of association provide for such a right. The Company's articles of association do not permit removal of a director by the other directors.
Transactions with interested directors	
Interested director transactions are permissible and may not be legally voided if: • either a majority of disinterested directors, or a majority of holders of shares of the corporation's capital stock entitled to vote upon the matter, approves the transaction in good faith upon disclosure or knowledge of all material facts as to the interested directors' relationship or interest as to the contract or transaction; or • the transaction is determined to have been fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof or the shareholders.	An interested director must disclose to the company the nature and extent of any interest in a transaction with the company, or one of its subsidiaries, which to a material extent conflicts or may conflict with the interests of the company and of which the director is aware. Failure to disclose an interest entitles the company or a shareholder to apply to the court for an order setting aside the transaction concerned and directing that the director account to the company for any profit. A transaction is not voidable and a director is not accountable notwithstanding a failure to disclose an interest if the transaction is confirmed by special resolution of shareholders and the nature and extent of the director's interest in the transaction are disclosed in reasonable detail in the notice calling the meeting at which the resolution is passed.

DELAWARE CORPORATE LAW	JERSEY CORPORATE LAW
	Although it may still order that a director account for any profit, a court will not set aside a transaction unless it is satisfied that the interests of third parties who have acted in good faith would not thereby be unfairly prejudiced and the transaction was not reasonable and fair in the interests of the company at the time it was entered into.
Transactions with interested shareholders	
The Delaware General Corporation Law generally prohibits a Delaware corporation from engaging in certain business combinations with an "interested shareholder" for three years following the date that such person becomes an interested shareholder. An interested shareholder generally is a person or group who or which owns or owned 15.0% or more of the corporation's outstanding voting shares within the past three years. This has the effect of limiting the ability of a potential acquirer to make a two-tiered bid for the target in which all shareholders would not be treated equally. The statute does not apply if, among other things, prior to the date on which such shareholder becomes an interested shareholder, the board of directors approves either the business combination or the transaction which resulted in the person becoming an interested shareholder. This encourages any potential acquirer of a Delaware corporation to negotiate the terms of any acquisition transaction with the target's board of directors.	The Jersey Companies Law has no comparable provision. As a result, a Jersey company cannot avail itself of the types of protections afforded by the Delaware business combination statute. However, although Jersey law does not regulate transactions between a company and its significant shareholders, as a general matter, such transactions must be entered into bona fide in the best interests of the company and not with the effect of constituting a fraud on the minority shareholders.
Dissolution; Winding up	
Unless the board of directors of a Delaware corporation approves the proposal to dissolve, dissolution must be approved in writing by shareholders holding 100.0% of the total voting power of the corporation. Only if the dissolution is initiated by the board of directors may it be approved by a simple majority of the corporation's outstanding shares. Delaware law allows a Delaware corporation to include in its certificate of incorporation a supermajority voting requirement in connection with dissolutions initiated by the board of directors.	Under the Jersey Companies Law, a Jersey company may be voluntarily dissolved, liquidated or wound up by a special resolution of the shareholders. In addition, a company may be wound up by the courts of Jersey if the court is of the opinion that it is just and equitable to do so or that it is expedient in the public interest to do so. Alternatively, a creditor with a claim against a Jersey company of not less than £3,000 may apply to the Royal Court of Jersey for the property of that company to be declared *en désastre* (being the Jersey law equivalent of a declaration of bankruptcy). Such an application may also be made by the Jersey company itself without having to obtain any shareholder approval.
Variation of rights of shares	
A Delaware corporation may vary the rights of a class of shares with the approval of a majority of the	Under Jersey law, the rights attached to any class of shares may only be varied (unless otherwise provided in the articles of association or by the

DELAWARE CORPORATE LAW	JERSEY CORPORATE LAW
outstanding shares of such class, unless the certificate of incorporation provides otherwise.	terms of issue of that class) with the written consent of the holders of two-thirds of the shares of such class or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class. Our Articles of Association state that the rights attached to any class (unless otherwise provided by the terms of issue of that class), such as voting, dividends and the like, may be varied with the sanction of an ordinary resolution passed at a separate general meeting of the holders of the shares of that class.
Amendment of governing documents	
A Delaware corporation's governing documents may be amended with the approval of a majority of the outstanding shares entitled to vote, unless the certificate of incorporation provides otherwise.	The memorandum of association and the articles of association of a Jersey company may only be amended by special resolution (being a two-thirds majority if the articles of association of the company do not specify a greater majority) passed by shareholders in general meeting or by written resolution (if not prohibited by the articles of association) signed by either all the shareholders entitled to vote or, if authorized by the articles of association, the specified majority (being a two-thirds majority if the articles of association of the company do not specify a greater majority).
Blank check preferred stock/shares	
A Delaware corporation's certificate of incorporation may give the board of directors the right to issue new classes of preferred shares with voting, conversion dividend distribution, and other rights to be determined by the board of directors at the time of issuance, which could prevent a takeover attempt and thereby preclude shareholders from realizing a potential premium over the market value of their shares. In addition, Delaware law does not prohibit a corporation from adopting a shareholder rights plan, or "poison pill," which could prevent a takeover attempt and also preclude shareholders from realizing a potential premium over the market value of their shares.	Subject to the restrictions in our Articles of Association, our Articles of Association give the board of directors the right to provide for other classes of shares, including series of preferred shares, out of the authorized but unissued share capital, which could be utilized for a variety of corporate purposes, including future offerings to raise capital for corporate purposes or for use in employee benefit plans. Where the United Kingdom City Code on Takeovers and Mergers does not apply to a company, Jersey law does not prohibit a company from adopting a shareholder rights plan, or "poison pill," which could prevent a takeover attempt and also preclude shareholders from realizing a potential premium over the market value of their shares.
Inspection of books and records	
Shareholders of a Delaware corporation, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose, and to obtain copies of list(s) of shareholders and other books and records of the corporation and its	The register of shareholders and books containing the minutes of general meetings or of meetings of any class of shareholders of a Jersey company must during business hours be open to the inspection of a shareholder of the company without charge.

DELAWARE CORPORATE LAW	JERSEY CORPORATE LAW
subsidiaries, if any, to the extent the books and records of such subsidiaries are available to the corporation.	The register of directors and secretaries must during business hours (subject to such reasonable restrictions as the company may by its articles of association or in general meeting impose, but so that not less than two hours in each business day be allowed for inspection) be open to the inspection of a shareholder or director of the company without charge.
Payment of dividends	
The board of directors may approve a dividend without shareholder approval. Subject to any restrictions contained in its certificate of incorporation, the board of directors may declare and pay dividends upon the shares of its capital stock either: • out of its surplus; or • in case there is no such surplus, out of its net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. Shareholder approval is required to authorize capital stock in excess of that provided in the charter. Directors may issue authorized shares without shareholder approval.	Subject to restrictions in the Company's Articles of Association, under Jersey Companies Law, a Jersey company may make a distribution at any time and out of any source (other than the nominal capital account or capital redemption reserve) provided that the directors of the company who authorize the distribution make a solvency statement in the prescribed form confirming that they have formed the opinion that immediately following the date on which the distribution is proposed and for a 12 month period thereafter the company will be able to discharge its liabilities as they fall due. Likewise, authorizing directors must also make a statutory solvency statement in the event of redeeming or purchasing the company's shares.
Creation and issuance of new shares	
All creation of shares requires the board of directors to adopt a resolution or resolutions, pursuant to authority expressly vested in the board of directors by the provisions of the company's certificate of incorporation or shall be stated and expressed in the certificate of incorporation.	Pursuant to authority vested in the board of directors under the memorandum and articles of association, the board of directors may authorize the issuance of new shares through a resolution.

C. Material Contracts

Neither the Company nor its subsidiaries has been a party, within the two years immediately preceding this Form 20-F, to a contract that is material to the Company, other than material contracts entered into in the ordinary course of business or as otherwise described in this Annual Report (including the exhibits hereto).

D. Exchange Controls

There is no exchange control legislation or regulation in Jersey except freezing of funds of, and/or prohibition of new investments in, certain jurisdictions subject to international sanction.

E. Taxation

The following summary contains a description of certain Jersey, UK and U.S. federal income tax consequences of the acquisition, ownership and disposition of ordinary shares, but it does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase ordinary shares. The summary is based upon the tax laws of and regulations thereunder and on the tax laws of Jersey, the UK and the United States and regulations thereunder as of the date hereof, which are subject to change.

Material Jersey Tax Considerations

This summary of material Jersey taxation issues can only provide a general overview of this area and it is not a description of all the tax considerations that may be relevant to a decision to invest in the Company.

The following summary of the anticipated treatment of the Company and holders of ordinary shares (other than residents of Jersey) is based on Jersey taxation law and practice as it is understood to apply at the date of this document and may be subject to any changes in Jersey law occurring after such date. It does not constitute legal or tax advice and does not address all aspects of Jersey tax law and practice (including such tax law and practice as it applies to any land or building situate in Jersey). Legal advice should be taken with regard to individual circumstances. Prospective investors in the ordinary shares should consult their professional advisers on the implications of acquiring, buying, selling or otherwise disposing of ordinary shares in the Company under the laws of any jurisdiction in which they may be liable to taxation.

Shareholders should note that tax law and interpretation can change and that, in particular, the levels and basis of, and reliefs from, taxation may change and may alter the benefits, if any, of investment in the Company.

Any person who is in any doubt about their tax position or who is subject to taxation in a jurisdiction other than Jersey should consult their own professional adviser.

Company Residence

Under the Tax Law, a company shall be regarded as resident in Jersey if it is incorporated under the Jersey Companies Law unless:

- its business is centrally managed and controlled outside Jersey in a country or territory where the highest rate at which any company may be charged to tax on any part of its income is 10% or higher; and

- the company is resident for tax purposes in that country or territory.

The Company is not considered as resident for tax purposes in Jersey and not subject to any rate of tax in Jersey as it will instead be resident in the UK where the tax rate is in excess of 10%.

Summary

Under current Jersey law, there are no capital gains, capital transfer, gift, wealth or inheritance taxes, or any death or estate duties. No capital or stamp duty is levied in Jersey on the issue, conversion, redemption, or transfer of ordinary shares. On the death of an individual holder of ordinary shares (whether or not such individual was domiciled in Jersey), duty at rates of up to 0.75% of the value of the relevant ordinary shares may be payable on the registration of any Jersey probate or letters of administration which may be required in order to transfer, convert, redeem, or make payments in respect of, ordinary shares held by a deceased individual sole shareholder, subject to a cap of £100,000.

Income Tax

The general rate of income tax under the Tax Law on the profits of companies regarded as resident in Jersey or having a permanent establishment in Jersey is 0% ("zero tax rating") though certain exceptions from zero tax rating might apply.

Withholding Tax

For so long as the Company is subject to a zero tax rating, or is not deemed to be resident for tax purposes in Jersey, no withholding in respect of Jersey taxation will be required on payments in respect of the ordinary shares to any holder of the ordinary shares not resident in Jersey.

Stamp Duty

In Jersey, no stamp duty is levied on the issue or transfer of the ordinary shares except that stamp duty is payable on Jersey grants of probate and letters of administration, which will generally be required to transfer ordinary shares on the death of a holder of such ordinary shares if such holder was entered as the holder of the shares on the register maintained in Jersey. In the case of a grant of probate or letters of administration, stamp duty is levied according to the size of the estate (wherever situated in respect of a holder of ordinary shares domiciled in Jersey, or situated in Jersey in respect of a holder of ordinary shares domiciled outside Jersey) and is payable on a sliding scale at a rate of up to 0.75% on the value of an estate up to a maximum stamp duty charge of £100,000. The rules for joint holders through a nominee are different and advice relating to this form of holding should be obtained from a professional adviser.

Jersey does not otherwise levy taxes upon capital, inheritances, capital gains or gifts nor are there otherwise estate duties.

Substance Legislation

With effect from January 1, 2019, Jersey has implemented legislation designed to ensure that companies carrying on certain activities have adequate substance on the island. Broadly, the legislation applies to holding companies which are resident for tax purposes on the island. As discussed above at "Company Residence," it is intended that the company is tax resident in the UK and, if and for so long as this is the case, the legislation will not apply to the Company.

Material UK Tax Considerations

The summary below provides a general overview of certain UK tax considerations relating to the holding of ordinary shares issued by the Company. It does not address any other matter. The summary below is of a general nature and is not intended to be an exhaustive summary of all UK tax considerations relating to an investment in the ordinary shares.

The summary below is based on current UK tax law and HMRC published practice as at the date of this Annual Report (which may not be binding on HMRC) relating only to certain aspects of UK tax, both of which may be subject to change, possibly with retrospective effect. It does not necessarily apply where any income from the ordinary shares is deemed for tax purposes to be the income of any other person.

The UK tax treatment of prospective holders of ordinary shares depends on their individual circumstances and may be subject to change in the future. The summary below relates only to the position of persons who are the absolute beneficial owners of ordinary shares (and any dividends payable on their ordinary shares) and who hold ordinary shares as a capital investment. Certain classes of persons (such as charities, trustees, brokers, dealers, market makers, depositaries, clearance services, certain professional investors, persons connected with the Company or persons who acquire (or are deemed to acquire) shares by reason of an office or employment) may be subject to special rules and the summary below does not apply to such holders.

The summary below does not purport to constitute legal or tax advice. Any holder or prospective holder of ordinary shares who is in doubt as to their own tax position, who is resident or domiciled in the UK or who may be subject to tax in a jurisdiction other than the UK should consult their professional advisers.

Tax Residency of the Company

The Company should be treated as resident in the UK for UK tax purposes provided that the central management and control of its business is carried on in the UK and that it is not treated as solely tax resident in another jurisdiction pursuant to the provisions of an applicable double taxation treaty. The summary below assumes that the Company is resident solely in the UK for UK tax purposes.

Withholding Tax on Dividends

Payments of dividends on the ordinary shares may be made by the Company without withholding or deduction for or on account of UK income tax.

Taxation of Dividends

Dividends paid by the Company should not be chargeable to UK tax in the hands of shareholders (other than certain trustees) who are not resident for tax purposes in the UK, except where the shareholder carries on a trade, profession or vocation in the UK through a branch or agency, or in the case of a corporate shareholder, carries on a trade through a permanent establishment in the UK, in connection with which the dividend is received or to which the ordinary shares are attributable.

Taxation of Capital Gains

Capital gains on the disposal (or deemed disposal) of the ordinary shares should not be chargeable to UK tax in the hands of holders of ordinary shares (other than certain trustees) who are not resident for tax purposes in the UK, except where the holder carries on a trade, profession or vocation in the UK through a branch or agency, or in the case of a corporate holder, carries on a trade through a permanent establishment in the UK, in connection with which the capital gain is realized or to which the ordinary shares are attributable.

A holder of ordinary shares who is an individual and who is temporarily resident for tax purposes outside the UK at the date of disposal (or deemed disposal) of the ordinary shares may also be liable, on their return to the UK, to UK tax on chargeable gains (subject to any available exemption or relief).

The summary above is based on the assumption that the Company does not derive 75% or more of its value from UK land.

UK Stamp Duty and Stamp Duty Reserve Tax

The summary below provides an overview of certain current law and is intended as a general guide only to UK stamp duty and SDRT. Special rules apply to agreements made by broker dealers and market makers in the ordinary course of their business and to transfers, agreements to transfer or issues to certain categories of person (such as depositaries and clearance services) which may be liable to UK stamp duty or SDRT at a higher rate.

No UK stamp duty or SDRT should be payable on the issue of ordinary shares in registered form by the Company.

As the Company is not incorporated in the UK, no SDRT should be payable on the transfer of, or an agreement to transfer, ordinary shares provided that the ordinary shares are not registered in a register kept in the UK by or on behalf of the Company. It is not intended that such a register will be kept in the UK.

No UK stamp duty should be payable on the transfer of ordinary shares provided that this does not involve a written instrument of transfer. If the transfer is effected by a written instrument of transfer then, provided the instrument is executed and retained outside the UK and does not relate to any property situated in the UK or to any matter or thing done or to be done in the UK, no UK stamp duty should be chargeable on such instrument of transfer.

THE UK TAX CONSIDERATIONS RELATING TO THE ORDINARY SHARES ARE COMPLEX. THE FOREGOING SUMMARY DOES NOT ADDRESS ALL ASPECTS OF THE UK TAX THAT MAY BE RELEVANT TO A PARTICULAR HOLDER OF ORDINARY SHARES. ALL HOLDERS AND PROSPECTIVE HOLDERS ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISER.

Material U.S. Federal Income Tax Considerations for U.S. Holders

The following section describes the material U.S. federal income tax consequences to U.S. Holders, as defined below, of owning and disposing of ordinary shares. It does not set forth all tax considerations that may be relevant to a particular person's ownership of ordinary shares.

This section applies only to a U.S. Holder that holds ordinary shares as capital assets for U.S. federal income tax purposes (generally, property held for investment). This section does not include a description of any state, local or non-U.S. tax consequences that may be relevant to U.S. Holders, nor does it address U.S. federal tax consequences (such as gift and estate taxes) other than income taxes. In addition, it does not set forth all of the U.S. federal income tax consequences that may be relevant in light of the U.S. Holder's particular circumstances, including any minimum tax consequences, the potential application of the provisions of the Code known as the Medicare contribution tax and tax consequences applicable to U.S. Holders subject to special rules under U.S. federal income tax laws, including:

- certain financial institutions;
- dealers or traders in securities who use a mark-to-market method of tax accounting;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. Dollar;
- entities classified as partnerships or S corporations for U.S. federal income tax purposes, and their partners or shareholders;
- persons who acquire our ordinary shares through the exercise of an option or otherwise as compensation;
- tax-exempt entities, "individual retirement accounts" or "Roth IRAs";
- real estate investment trusts or regulated investment companies;
- qualified foreign pension funds;
- expatriates or certain former long-term residents of the United States;
- persons that hold our securities as part of a straddle, constructive sale, hedging, conversion or other integrated or similar transaction;
- persons that own or are deemed to own 10% or more of our shares (by vote or value); or
- persons holding ordinary shares in connection with a trade or business conducted outside of the United States or in connection with a permanent establishment or other fixed place of business outside of the United States.

If an entity or arrangement that is classified as a partnership for U.S. federal income tax purposes holds ordinary shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner, the activities of the partnership and certain determinations made at the partner level. Partnerships holding ordinary shares and partners in such partnerships should consult their tax advisers as to the particular U.S. federal income tax consequences of owning and disposing of the ordinary shares.

This section is based on the current provisions of the Code, administrative pronouncements, judicial decisions and final, temporary and proposed Treasury regulations, all as of the date hereof, any of which is subject to change or differing interpretations, possibly with retroactive effect. Any change or different interpretation could alter the tax consequences to U.S. Holders described in this section. In addition, there can be no assurance that the Internal Revenue Service (the "IRS") will not challenge one or more of the tax consequences described in this section. We have not sought, and do not expect to seek, a ruling from the IRS as to any U.S. federal income tax consequence described herein. The IRS may disagree with any discussion herein, and its determination may be upheld by a court.

A "U.S. Holder" is a person who is, for U.S. federal income tax purposes, a beneficial owner of ordinary shares and:

- an individual who is a citizen or resident of the United States;
- a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia;
- a trust if (a) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust; or (b) it has in effect under applicable U.S. Treasury regulations a valid election to be treated as a U.S. person; or
- an estate the income of which is subject to U.S. federal income taxation regardless of its source.

U.S. Holders should consult their tax advisers concerning the U.S. federal, state, local and non-U.S. tax consequences of owning and disposing of ordinary shares in their particular circumstances.

Taxation of Distributions

We do not currently expect to make distributions on our ordinary shares. In the event that we do make distributions of cash or other property, subject to the passive foreign investment company ("PFIC") rules described below, distributions paid on ordinary shares, other than certain *pro rata* distributions of ordinary shares, will be treated as dividends to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). To the extent that the amount of the distribution exceeds our current and accumulated earnings and profits (as determined under U.S. federal income tax principles), such excess amount will be treated first as a tax-free return of a U.S. Holder's tax basis in the ordinary shares, and then, to the extent such excess amount exceeds such holder's tax basis in the ordinary shares, as capital gain. Because we may not calculate our earnings and profits under U.S. federal income tax principles, a U.S. Holder should expect that any distribution may be reported as a dividend for U.S. federal income tax purposes even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

Subject to certain holding-period and other requirements and the passive foreign investment company rules described below, for so long as our ordinary shares are listed on the NYSE or another established securities market in the United States, dividends paid to certain non-corporate U.S. Holders will generally be eligible for taxation as "qualified dividend income," which, subject to applicable limitations, is taxable at a lower rate applicable to long-term capital gains. Non-corporate U.S. Holders should consult their tax advisers regarding the availability of the reduced tax rate on dividends in their particular circumstances. Dividends that we pay to certain corporate U.S. Holders will be taxed at regular tax rates and will not qualify for the dividends received deduction generally allowed to domestic corporations in respect of dividends received from other domestic corporations.

The amount of a dividend will include any amounts withheld by us or an applicable withholding agent. Dividends will be included in a U.S. Holder's income on the date of the U.S. Holder's actual or constructive receipt of the dividend. The amount of any dividend income paid in foreign currency will be the

U.S. Dollar amount calculated by reference to the exchange rate in effect on the date of actual or constructive receipt, regardless of whether the payment is in fact converted into U.S. Dollars at that time. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. Dollars after the date of receipt. U.S. Holders should consult their tax advisers regarding the treatment of any foreign currency gain or loss.

Dividends paid by a non-U.S. corporation are generally treated as foreign-source income for foreign tax credit purposes. However, if we are a "United States-owned foreign corporation" for purposes of Section 904(h) of the Code, a portion of the dividends paid on the ordinary shares may be treated as U.S. source income (rather than foreign source income) for foreign tax credit purposes if more than 10% of the earnings and profits out of which the dividends are paid is attributable to sources within the United States. A United States-owned foreign corporation is generally a non-U.S. corporation if 50% or more of the stock of which, by vote and value, is owned directly, indirectly or constructively under applicable attribution rules, by United States persons. This rule, to the extent applicable, could result in a lower amount of foreign taxes being potentially creditable by a U.S. Holder than would be the case if such dividends were treated as foreign source income.

Subject to applicable limitations, some of which vary depending upon the U.S. Holder's particular circumstances, and subject to the discussion in the preceding paragraph regarding the possible application of Section 904(h) of the Code, non-U.S. income taxes withheld from dividends on ordinary shares may be creditable against the U.S. Holder's U.S. federal income tax liability. The limitation on non-U.S. income taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by the Company with respect to ordinary shares will generally constitute "passive category income."

The rules governing foreign tax credits are complex and U.S. Holders should consult their tax advisers regarding the creditability of foreign taxes in their particular circumstances. In lieu of claiming a foreign tax credit for non-U.S. income taxes withheld from dividends on ordinary shares, U.S. Holders may be able to elect to deduct the foreign taxes, or reduce them from the amount realized, in computing their taxable income, subject to generally applicable limitations under U.S. law. An election to deduct foreign taxes instead of claiming foreign tax credits applies to all non-U.S. taxes paid or accrued in the taxable year.

Sale or Other Disposition of Ordinary Shares

Subject to the PFIC rules described below, gain or loss realized on the sale, exchange or other taxable disposition of ordinary shares will be capital gain or loss, and will be long-term capital gain or loss if the U.S. Holder held the ordinary shares for more than one year. The amount of the gain or loss generally will equal the difference between the U.S. Holder's tax basis in the ordinary shares disposed of and the amount realized on the disposition, in each case as determined in U.S. Dollars. This gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes. The deductibility of capital losses is subject to various limitations. U.S. Holders should consult their tax advisers regarding the treatment of gain or loss in their particular circumstances, including the effects of any applicable income tax treaties.

Passive Foreign Investment Company Rules

In general, a non-U.S. corporation will be a PFIC for U.S. federal income tax purposes for any taxable year in which, after the application of certain "look-through" rules with respect to subsidiaries, either (a) 75% or more of its gross income consists of "passive income," or (b) 50% or more of the average quarterly value of its assets consist of assets that produce, or are held for the production of, "passive income" (including cash). For purposes of the above calculations, a non-U.S. corporation generally will be treated as if it holds its proportionate share of the assets of, and receives directly its proportionate share of the income of, any other corporation in which it directly or indirectly owns at least 25%, by value, of the shares of such corporation. Passive income generally includes, among other things, interest, dividends, rents, certain non-active royalties and capital gains.

We do not believe that we were a PFIC for our most recently ended taxable year. However, the determination of whether or not we are a PFIC in respect of any of our taxable years is a factual determination that cannot be made until the close of the applicable tax year and that is based on the types of income we earn and the value and composition of our assets from time to time (including the value of our goodwill and certain other intangible assets, which may be determined, in part, by reference to our market capitalization), all of which are subject to change. Therefore, we can give no assurances that we will not be a PFIC in respect of our current taxable year or in the future. Even if we have expressed a belief that we are not a PFIC for a particular taxable year, there can be no assurance that the IRS will agree or that the IRS would not successfully challenge our conclusion.

If we are a PFIC for any taxable year during a U.S. Holder's holding period of ordinary shares, we will generally continue to be treated as a PFIC with respect to that U.S. Holder, even if we cease to be a PFIC in subsequent taxable years, unless the U.S. Holder makes a "deemed sale" election. If we are a PFIC for any taxable year during a U.S. Holder's holding period in our ordinary shares, the U.S. Holder generally will be subject to increased tax liability and an interest charge in respect of any gain realized on the sale or other disposition of our ordinary shares and on the receipt of certain "excess distributions" from us. Other adverse U.S. tax consequences may also apply. The adverse consequences resulting from our being a PFIC can be different in some cases if a U.S. Holder is eligible for and timely makes, for any year in which our ordinary shares qualify as "marketable stock" for purposes of these rules, a mark-to-market election to include in income each year as ordinary income an amount equal to the increase in value of the ordinary shares for that year or a deduction for any decrease in value (but only to the extent of previous mark-to-market gains). The PFIC consequences may also be different if a U.S. Holder could make a "qualified electing fund" election (a "QEF Election"). However, in order for a U.S. Holder to be able to make a QEF Election, we would have to provide the U.S. Holder with certain information that we do not expect to provide. Furthermore, if we are a PFIC (or are treated as a PFIC with respect to a U.S. Holder) for any taxable year in which we pay a dividend or the preceding taxable year, any preferential tax described above under "—*Taxation of Distributions*" that may have otherwise applied in the case of a non-corporate U.S. Holder will not be available. U.S. Holders should consult their tax advisers regarding the adverse consequences of owning ordinary shares if we are or were to become a PFIC, and the availability and consequences of making a mark-to-market election (or in some cases a "deemed sale" election) in such circumstances. Furthermore, if we are considered a PFIC, a U.S. Holder of ordinary shares generally will be required to file an IRS Form 8621 on an annual basis.

Information Reporting and Backup Withholding

Payments of distributions and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries are subject to information reporting, and may be subject to backup withholding, unless (i) the U.S. Holder is a corporation or other exempt recipient (and establishes that status if required to do so), or (ii) in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that it is not subject to backup withholding. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the holder's U.S. federal income tax liability and may entitle it to a refund, provided that the required information is timely furnished to the IRS.

Reporting with Respect to Foreign Financial Assets

Certain U.S. Holders who are individuals and certain entities may be required to report information relating to an interest in our ordinary shares by filing a Form 8938 with their U.S. federal income tax return, subject to certain exceptions (including an exception for ordinary shares held in accounts maintained by certain U.S. financial institutions). Failure to file a Form 8938 where required can result in monetary penalties and the extension of the relevant statute of limitations with respect to all or a part of the relevant U.S. tax return. U.S. Holders should consult their tax advisers regarding this reporting requirement.

THE U.S. FEDERAL INCOME TAX DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATION ONLY AND MAY NOT BE APPLICABLE TO A PARTICULAR U.S. HOLDER DEPENDING UPON ITS PARTICULAR SITUATION. PROSPECTIVE INVESTORS IN OUR ORDINARY SHARES ARE URGED TO CONSULT

THEIR TAX ADVISERS WITH RESPECT TO THE TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF OUR ORDINARY SHARES, INCLUDING THE TAX CONSEQUENCES UNDER U.S. STATE, LOCAL, ESTATE, NON-U.S. AND OTHER TAX LAWS AND TAX TREATIES AND THE POSSIBLE EFFECTS OF CHANGES IN U.S. OR OTHER TAX LAWS.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are required to file or furnish reports and other information with the SEC under the Exchange Act and regulations under that Act. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the form and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short swing profit recovery provisions contained in Section 16 of the Exchange Act.

Our website is www.birkenstock-holding.com. We make available, free of charge, on our website our Annual Reports on Form 20-F, Reports on Form 6-K and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. No information contained on our website is intended to be included as part of, or incorporated by reference into, this Annual Report on Form 20-F.

In addition, the SEC maintains an internet site at http://www.sec.gov that contains reports and other information regarding issuers that file electronically with the SEC.

I. Subsidiary Information

Not applicable.

J. Annual Report to Security Holders

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks arising from transactions in the normal course of business. Such risk is principally associated with foreign currency exchange rates. See further discussion in "*Item 5. Operating and Financial Review and Prospects—B. Liquidity and Capital Resources—Quantitative and Qualitative Disclosures about Market Risk*" and "*Note 6—Financial Risk Management Objectives and Policies*" to the audited consolidated financial statements appearing elsewhere in this Annual Report.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

Use of Proceeds

Not applicable.

ITEM 15. CONTROLS AND PROCEDURES

A. Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) designed to ensure that information required to be disclosed in the Company's reports filed under the Exchange Act is recorded, processed, authorized, summarized and reported within the time period 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.

In connection with the preparation of our IFRS financial statements, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2025. Based on such evaluation, management, including our Chief Executive Officer and Chief Financial Officer, has concluded that, as a result of the material weaknesses described below, our disclosure controls and procedures were not effective as of September 30, 2025.

A material weakness is defined as a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls.

B. Management's Annual Report on Internal Controls over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS and 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 IFRS, and that receipts and expenditures of the Company are being made only in accordance with the necessary authorizations; 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 or any evaluation or effectiveness for 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.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria for effective control over financial reporting described in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that, as of September 30, 2025, our internal control over financial reporting was ineffective due to the following material weaknesses in both design and operation:

(i) IT general controls for IT applications that are relevant for the preparation of financial statements were not sufficiently designed and/or operating effectively and the dependent business process controls (automated and IT-dependent manual) were also ineffective because they could have been adversely impacted and

(ii) entity-wide and business level transactional controls, including IT application controls, were not sufficiently designed, implemented, executed, or monitored which could adversely affect completeness and accuracy of the financial statements.

We have identified and begun implementing remediation measures, including enhancing and formalizing IT, entity-wide, and business level transactional controls to remediate the material weaknesses. For ineffective applications, entity-wide, and business level transactional controls, including IT application controls, we are developing specific, actionable remediation plans to strengthen controls, improve documentation of control procedures, and enhance oversight and review of the controls by management. The successful remediation of the deficiencies in IT general controls will enable us to effectively execute the dependent business process controls.

Notwithstanding the identified material weaknesses, our management believes that the financial statements and related notes thereto included in this Annual Report fairly present, in all material respects, our financial condition, results of operations and cash flows as of and for the periods presented in accordance with IFRS.

C. Attestation Report of the Registered Independent Public Accounting Firm

The effectiveness of our internal control over financial reporting as of September 30, 2025 has been audited by EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, the Company's independent registered accounting firm. Their report is included beginning on page F-2 of this Annual Report.

D. Changes in Internal Control over Financial Reporting

As previously disclosed in our Form 20-F for the year ended September 30, 2024, we had identified two material weaknesses related to:

(i) a lack of formalized internal controls over accounting for the Tax Receivable Agreement and

(ii) ineffective IT general controls for IT processes and applications that are relevant for the preparation of our financial statements.

These deficiencies represented material weaknesses in our internal control over financial reporting in both design and operation.

We implemented review controls to remediate the Tax Receivable Agreement material weakness, which was remediated as of September 30, 2025.

To address the IT general control material weakness, we redesigned and implemented certain user access and change management controls. While deficiencies remain in other IT applications, management's efforts resulted in effective IT general controls for one of our primary ERP systems.

We are actively remediating the remaining deficiencies and monitoring the effectiveness of our controls. A material weakness is not considered remediated until improved controls operate effectively for a sufficient period.

See also "*Item 3. Key Information—D. Risk Factors—General Risk Factors—We have identified, and may in the future identify, material weaknesses in our internal control over financial reporting. If we fail to remediate our material weaknesses or if we otherwise fail to establish and maintain an effective system of internal control over financial reporting, we may not be able to report our financial results accurately and timely, meet our reporting obligations or prevent fraud. Any inability to report and file our financial results accurately and timely could harm our business and adversely impact investor confidence and the trading price of our securities.*"

ITEM 16 [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Audit Committee

Our board of directors has determined that each of Ruth Kennedy, Nisha Kumar and Anne Pitcher is an "audit committee financial expert" as defined by applicable SEC rules. Our board of directors has also determined that each of Ruth Kennedy, Nisha Kumar and Anne Pitcher, and thereby each of our audit committee members, satisfies the "independence" requirements set forth in Rule 10A-3 of the Exchange Act and the NYSE listing standards. We have a fully independent audit committee and do not rely on any exemption from Rule 10A-3 of the Exchange Act and the related NYSE listing standards. For other exemptions from certain corporate governance requirements of the NYSE, see "*Item 16G. Corporate Governance.*"

For information relating to qualifications and experience of each audit committee member, see "*Item 6. Directors, Senior Management and Employees.*"

ITEM 16B. CODE OF ETHICS

We have adopted a Code of Ethics (the "Code of Ethics") that is applicable to all of our employees (including our executive officers) and our directors. The Code of Ethics is available to the general public on our website www.birkenstock-holding.com. Our board of directors is responsible for overseeing the Code of Ethics and is required to approve any waivers of the Code of Ethics applicable to any director or executive officer.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

For the fiscal years ended September 30, 2025 and 2024, EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft ("EY") was the Company's auditor for the IFRS and statutory accounts.

The following table sets forth the amount of fees, by type of service category, charged by EY to our company during fiscal 2025 and fiscal 2024.

(Euros in millions)	Year ended September 30, 2025	2024
Audit fees [(1)]	6.6	3.7
Audit related fees [(2)]	0.1	0.6
Tax fees [(3)]	—	—
All other fees [(4)]	0.0	—
Total	**6.7**	**4.3**

(1) "Audit fees" means the aggregate fees billed for each of the fiscal years for professional services rendered by EY for the audit of our annual financial statements and review of our interim financial statements.
(2) "Audit related fees" means the aggregate fees billed in each of the fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of the registrant's financial statements and are not reported under audit fees.
(3) "Tax fees" means the aggregate fees billed in each of the fiscal years for professional services rendered by EY for tax compliance, tax advice and tax planning.
(4) "All other fees" includes the aggregate fees billed in each of the fiscal years for non-audit services rendered which were not listed above.

Audit Committee Pre-Approval Policies and Procedures

In accordance with the requirements of the Sarbanes-Oxley Act of 2002 and rules issued by the SEC, our audit committee reviews and pre-approves all audit services and permissible non-audit services provided to us that are performed by EY. All of the above-listed services related to our Company and provided by EY have been pre-approved by the audit committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Our board of directors has determined that each of Ruth Kennedy, Nisha Kumar and Anne Pitcher is considered an "audit committee financial expert" as defined by the SEC. Our board of directors has determined that each of Ruth Kennedy, Nisha Kumar and Anne Pitcher satisfies the "independence" requirements set forth in Rule 10A-3 under the Exchange Act and the NYSE listing standards. We have a fully independent audit committee and do not rely on any exemption from Rule 10A-3 of the Exchange Act and the related NYSE listing standards. For other exemptions from certain corporate governance requirements of the NYSE, see "*Item 16G. Corporate Governance.*"

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

During the fiscal year ended September 30, 2025, we purchased 3,927,344 of our ordinary shares. Apart from these, no purchases of our equity securities were made by or on behalf of the Company or any affiliated purchaser during the fiscal year ended September 30, 2025.

	Total number of ordinary shares purchased	Average price paid per ordinary share	Total number of ordinary shares purchased as part of publicly announced plans or programs	Maximum number of ordinary shares that may yet be purchased under the plans or programs
From May 1, 2025 until May 31, 2025[(1)]	3,927,344[(1)]	€44.911[(2)]	—	N/A

(1) In connection with the May 2025 Secondary Offering, the Company repurchased by way of redemption from the underwriters 3,927,344 ordinary shares that were subject to the May 2025 Secondary Offering. The ordinary shares redeemed by the Company pursuant to the Share Redemption were cancelled and are no longer outstanding. See "*Item 7 Major Shareholders and Related Party Transactions—A. Major Shareholders—Significant Changes in Ownership*" and "*Note*

14—Equity—Share Redemption" to our audited consolidated financial statements appearing elsewhere in this Annual Report.

(2) Equivalent to $50.925 (based on an exchange rate of $1.1339 per €1 as of May 30, 2025), which equals the price per share that was paid by the underwriters to MidCo in the May 2025 Secondary Offering.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

Corporate Governance Practices

As a "foreign private issuer," we are entitled to rely on exemptions from certain corporate governance requirements of the NYSE. Accordingly, we follow Jersey corporate governance rules in lieu of certain of the corporate governance requirements of the NYSE. Among other things, we take or intend to take advantage of the following exemptions from the corporate governance requirements of the NYSE:

- Exemption from the requirement that a majority of the board of directors be comprised of independent directors and that there be regularly scheduled meetings with only the independent directors present;
- Exemption from the requirement that the Company have a compensation committee and a corporate governance and nominating committee that is composed entirely of independent directors with a written charter addressing each committee's purpose and responsibilities;
- Exemption from the requirement to disclose within four business days any determination to grant a waiver of the Code of Ethics to directors and executive officers. Although we will require approval by our board of directors for any such waiver, we may choose not to disclose the waiver in the manner set forth in the NYSE listing standards;
- Exemption from quorum requirements applicable to meetings of shareholders; and
- Exemption from the requirement to obtain shareholder approval for certain issuances of securities, including shareholder approval of share option plans.

We may in the future decide to use the foreign private issuer exemption with respect to some or all of the other NYSE corporate governance rules.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16J. INSIDER TRADING POLICIES

We have adopted an Insider Trading Policy (the "Insider Trading Policy"), which, among other things, governs the purchase, sale and other dispositions of Birkenstock securities by our directors, executive officers and employees. Our Insider Trading Policy aims to promote compliance with applicable insider trading laws, rules and regulations, and the NYSE listing standards. A copy of our Insider Trading Policy is incorporated by reference as Exhibit 11.1 to this Annual Report.

ITEM 16K. CYBERSECURITY

Cybersecurity risk management is an important part of our overall risk management efforts. We maintain certain cybersecurity processes, technologies and controls to aid in our efforts to assess, identify and manage material risks and seek to continuously develop such processes, technologies and controls further. We assess cybersecurity risk at both the management and board levels.

Management's Role and the Process of Managing Risk

Our Chief Information Officer ("CIO") has primary responsibility for implementing and overseeing our enterprise-wide cybersecurity strategy, policy, architecture and processes. Our CIO reports to our Chief Executive Officer and our CIO has significant experience leading technology teams at large companies, including in the footwear industry, and managing and transforming complex business and IT organizations into unified transparent operations.

At the management level, the primary responsibility for assessing and managing material risks from cybersecurity threats rests with our Director IT Security & Compliance ("DISC"), who has more than a decade of experience in information technology and cybersecurity. He has a longstanding background within network and cloud security, application security and security operations. In addition, he holds globally recognized certifications within cybersecurity, including CISSP (Certified Information Systems Security Professional) and CCSP (Certified Cloud Security Professional) under ISO/IEC17024. The DISC leads our cybersecurity team and monitors the prevention, detection, mitigation, and remediation of cybersecurity incidents, and reports to our CIO.

We use various tools and methodologies to identify and manage cybersecurity risk, including risk assessments and a vulnerability management program that includes periodic penetration testing. We have a third-party cyber risk management program that conducts assessments on third parties who integrate with our data, network, systems and applications. These tools and methodologies inform our remediation activities, which are tracked and reported to senior management. In addition, we engage third parties to assess our cybersecurity program maturity and to perform audits of portions of our cybersecurity control environment based on risk or where necessary to ensure regulatory compliance. We use security tools for prevention, detection and response and engage third parties to assess and consult on our approaches and to stay in line with our IT policies. External suppliers and service providers are assessed on cybersecurity during the procurement process and protocols are established regarding incident reporting and communication of other relevant matters between such third parties and the Company.

Our management team works closely with the CIO, ensuring that our cybersecurity efforts align with our business objectives and operational needs. Key components of our cybersecurity approach include, among other things:

Measures implemented

- established a dedicated action team, led by our CIO and DISC, to oversee and manage cybersecurity risks;
- industry-standard technologies, processes and external Security Operations center (SOC) services to protect our systems and data and to help detect and mitigate potential suspicious activity. The SOC services have been implemented for the Microsoft environment with Ontinue and are being further expanded across the broader infrastructure;
- access controls to safeguard data and systems;
- periodic review and update of our relevant policies/procedures;

- implemented a process to conduct penetration tests and assessments throughout the year. Ionix has been implemented successfully; and
- implemented an awareness- and training platform for end users in the US, including periodic phishing simulations for our employees. KnowB4 has been implemented where we conducted phishing simulations and the first batch of training modules have been provided to our employees.

Measures planned to be implemented

- implement an awareness- and training platform for all end users in Europe and APAC including phishing simulations for employees with a go-live date of October 1, 2025;
- commence the certification process for ISO27001 with target date for the certification being Q3 2026;
- implement a risk management platform for cybersecurity and other IT general risks named Drata. This is an information security management software specialized in maintaining the Company's risks, ISO certifications and SOX relevant protocols, which started in November 2024 with a full Go-Live scheduled for January 2026; and
- continue the gradual implementation of artificial intelligence ("AI") technology during 2026 tailored to achieve measurable results, including the adoption of an AI policy as a governance foundation; any generic AI driven technology directly using internal data or other confidential information is blocked and can only be granted access following a comprehensive legal, IT and business review and approval process.

The DISC manages a cybersecurity team that meets regularly to monitor the prevention, detection, mitigation and remediation of cybersecurity threats and incidents. In the event of a cybersecurity incident, we have an incident response plan and a crisis escalation process that govern our immediate response including detection, escalation, assessment, management and remediation. As part of incident response, the cybersecurity team may also engage with external advisers and other key stakeholders as needed. Based on the materiality assessment the Board of Directors and the Audit Committee are informed and, if material, escalation and communication protocols are taken. Such protocols are established as part of the Company's information security policy.

Board Oversight

As part of its risk management oversight responsibilities, our board of directors has ultimate oversight over the key risk decisions taken by management, including with respect to cybersecurity risk priorities, resource allocation and oversight structures. The board of directors receives an update on our cybersecurity program as determined to be necessary or advisable. The board of directors has delegated parts of its risk management oversight responsibility for information security and data protection to our audit committee, which regularly reviews our cybersecurity program and related matters with management, including the steps management has taken to monitor and control such risk exposures, and reports to the board of directors. Our escalation process is designed to ensure that potentially material cybersecurity incidents are appropriately assessed and reported, if determined to be material.

Risks from Cybersecurity Threats

Even though, to date, cybersecurity risks have not materially affected our business strategy, results of operations or financial condition, we face numerous and evolving cybersecurity threats. There can be no assurance that we, or the third parties with which we interact, will not face a cybersecurity incident in the

future that will materially affect us. For more information about the cybersecurity risks we face, see "*Item 3. Key Information—D. Risk Factors—Our operations, products, systems and services rely on complex IT systems and networks that are subject to the risk of disruption and security breaches.*"

PART III

ITEM 17. FINANCIAL STATEMENTS

We have elected to provide financial statements and related information pursuant to Item 18.

ITEM 18. FINANCIAL STATEMENTS

The consolidated financial statements and the related notes required by Item 18 are included in this Annual Report, beginning on page F-1. The reports of EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, the Company's independent registered accounting firm, with respect to the referenced financial statements and the effectiveness of the Company's internal control over financial reporting, are included beginning on page F-2.

ITEM 19. EXHIBITS

Exhibit No.	Description	Schedule/ Form	File Number	Exhibit	File Date
1.1	Amended and Restated Memorandum of Association and Amended and Restated Articles of Association**	Form 6-K	001-41836	3.1	May 15, 2024
2.1	Description of Securities*				
4.1	Senior Notes Indenture, dated April 29, 2021, among Birkenstock Financing S.à r.l., as issuer, BK LC Lux Finco 2 S.à r.l., as parent, the guarantors party thereto, GLAS Trust Company LLC, as trustee, principal paying agent, transfer agent and registrar and Goldman Sachs Bank USA, as security agent**	Form F-1/A	333-274483	10.1	September 15, 2023
4.2	Birkenstock Holding plc 2023 Equity Incentive Plan†**	Form F-1/A	333-274483	10.5	October 2, 2023
4.3	Birkenstock Holding plc Employee Share Purchase Plan†**	Form F-1/A	333-274483	10.6	October 2, 2023
4.4	Tax Receivable Agreement, dated October 10, 2023, among Birkenstock Holding plc and BK LC Lux MidCo S.à r.l.**	Form 20-F	001-41836	4.7	January 18, 2024
4.5	Registration Rights Agreement, dated October 13, 2023, between Birkenstock Holding plc and BK LC Lux MidCo S.à r.l.**	Form 20-F	001-41836	4.8	January 18, 2024
4.6	Shareholders' Agreement, dated October 13, 2023, between Birkenstock Holding plc and BK LC Lux MidCo S.à r.l.**	Form 20-F	001-41836	4.9	January 18, 2024
4.7	Form of Indemnification Agreement**	Form F-1/A	333-274483	10.10	October 2, 2023
4.8	Term and Revolving Facilities Agreement, dated May 28, 2024, among Birkenstock Limited Partner S.à r.l., as company, Birkenstock Group B.V. & Co. KG and Birkenstock US BidCo Inc., as borrowers, the other loan parties thereto, Goldman Sachs Bank USA, as agent and security agent, and the lenders party thereto**	Form 6-K	001-41836	10.1	May 30, 2024
8.1	List of Significant Subsidiaries*				
11.1	Insider Trading Policy**	Form 20-F	001-41836	11.1	December 18, 2024
12.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*				
12.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*				

13.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*				
13.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*				
15.1	Consent of EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft *				
97.1	Clawback Policy**	Form 20-F	001-41836	97.1	December 18, 2024
101.INS	Inline XBRL Instance Document-the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document				
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents				
104	Cover page formatted as Inline XBRL and contained in exhibit 101				

* Filed herewith.

** Incorporated by reference.

† Indicates a compensatory plan or arrangement.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on Form 20-F filed on its behalf.

Birkenstock Holding plc

Dated: December 18, 2025

By: /s/ Ruth Kennedy
Name: Ruth Kennedy
Title: Director

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Audited Consolidated Financial Statements of Birkenstock Holding plc as of September 30, 2025 and 2024 and for the fiscal years ended September 30, 2025, 2024 and 2023

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Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Birkenstock Holding plc

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Birkenstock Holding plc (the Company) as of September 30, 2025 and 2024, the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended September 30, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at September 30, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2025, in conformity with IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 September 30, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated December 18, 2025 expressed an adverse opinion thereon.

Basis for Opinion

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

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

Critical Audit Matter

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

Revenue Recognition

Description of the Matter

As more fully described in Note 3(o) and 22 to the consolidated financial statements, the Company reported revenue of €2,097 million for the year ended September 30, 2025. Management records revenue according to the principles of IFRS 15, Revenue from Contracts with Customers, when the Company satisfies its performance obligations by transferring control of promised goods to the customer, which generally occurs at a point in time.

Auditing the Company's revenue was complex, due to the use of multiple IT applications and interfaces supporting different revenue streams, including reliance on a distribution network managed by third parties with geographically dispersed warehouses. Additionally, as disclosed in management's report on internal control over financial reporting, the Company identified a material weakness as of September 30, 2025 related to IT general controls ("ITGCs") for IT applications that are relevant for the preparation of financial statements were not sufficiently designed and/or operating effectively and the dependent business process controls (automated and IT-dependent manual) are also ineffective because they could have been adversely impacted. Together, these circumstances required complex auditor judgment to determine the audit approach for the Company's revenue and the incremental procedures to identify, test and evaluate the relevant data captured and aggregated in the IT applications, and to assess the sufficiency of audit evidence obtained, given the large volume of transactions and the impact of the ineffective ITGCs.

How We Addressed the Matter in Our Audit

To determine the audit approach for the Company's revenue, we used significant judgment to determine the nature, timing and extent of our procedures performed on revenue amounts that are reliant on the IT applications impacted by the ineffective ITGCs.

The incremental procedures we determined to be necessary included, among others, extended data analytics and testing of individual transactions that occurred throughout the Company's fiscal year, using lower testing thresholds and increased sample sizes. Depending on the type of revenue, our extended data analytics included performing analyses to evaluate the relationship between price and quantity, or the correlation between revenue, receivables, and cash receipts, to identify and investigate unusual or unexpected relationships and transactions. We performed audit procedures to test the completeness and accuracy of the data used in these analytics. These procedures included agreeing an extended sample of revenue transactions from the Company's accounting records through the distribution network, as applicable, and to external evidence of delivery and payment.

/s/ EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft

We have served as the Company's auditor since 2022.

Cologne, Germany

December 18, 2025

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Birkenstock Holding plc

Opinion on Internal Control Over Financial Reporting

We have audited Birkenstock Holding plc's internal control over financial reporting as of September 30, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, because of the effect of the material weakness described below on the achievement of the objectives of the control criteria, Birkenstock Holding plc (the Company) has not maintained effective internal control over financial reporting as of September 30, 2025, based on the COSO criteria.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been identified and included in management's assessment: (i) IT general controls for IT applications that are relevant for the preparation of financial statements were not sufficiently designed and/or operating effectively and the dependent business process controls (automated and IT-dependent manual) are also ineffective because they could have been adversely impacted, and (ii) entity-wide and business level transactional controls, including IT application controls, were not sufficiently designed, implemented, executed, or monitored which could adversely affect completeness and accuracy of the financial statements. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of September 30, 2025 and 2024, the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for each of the three years in the period ended September 30, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). The material weaknesses were considered in determining the nature, timing and extent of audit tests applied in our audit of the 2025 consolidated financial statements, and this report does not affect our report dated December 18, 2025, which expressed an unqualified opinion thereon.

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 Management's Annual Report on Internal Control over Financial Reporting appearing under Item 15(b) of the Company's Annual Report for the year ended September 30, 2025. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over

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

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

/s/ EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft

Cologne, Germany

December 18, 2025

Birkenstock Holding plc

Financial Statements as of September 30, 2025 and 2024 and for the years ended September 30, 2025, 2024 and 2023

Birkenstock Holding plc
Consolidated Statements of Financial Position
(*In thousands of Euros)*

	Notes	September 30, 2025	September 30, 2024
Assets			
Non-current assets			
Goodwill	7	1,512,270	1,554,621
Intangible assets (other than goodwill)	8	1,577,248	1,639,393
Property, plant and equipment	9	357,496	318,843
Right-of-use assets	10	179,762	171,334
Deferred tax assets	17	11,556	117
Other assets	4, 13	28,425	37,351
Total non-current assets		**3,666,757**	**3,721,659**
Current assets			
Inventories	11	704,417	624,807
Trade and other receivables	12	160,245	114,302
Current tax assets	17	6,544	11,263
Other current assets	4, 13	75,090	57,065
Cash and cash equivalents		329,067	355,843
Total current assets		**1,275,363**	**1,163,280**
Total assets		**4,942,120**	**4,884,939**
Shareholders' equity and liabilities			
Shareholders' equity			
Share premium	14	1,992,302	2,168,495
Other capital reserve	14, 27	68,920	68,920
Retained earnings	14	765,905	417,578
Accumulated other comprehensive loss	14	(104,401)	(29,974)
Total shareholders' equity		**2,722,726**	**2,625,019**
Non-current liabilities			
Loans and borrowings	15	1,128,010	1,169,965
Tax receivable agreement liability	16	302,400	344,590
Lease liabilities	10	149,338	143,199
Provisions	19	4,413	4,867
Deferred tax liabilities	17	163,429	131,003
Deferred income	20	13,657	13,737
Other liabilities		4,477	4,666
Total non-current liabilities		**1,765,724**	**1,812,027**
Current liabilities			
Loans and borrowings	15	17,133	24,670
Tax receivable agreement liability	16	54,364	15,300
Lease liabilities	10	43,581	40,874
Trade and other payables	18	136,003	136,280
Accrued liabilities	18	32,222	29,411
Other financial liabilities		4,202	3,971
Provisions	19	36,338	31,164
Contract liabilities	22	6,195	7,999
Current tax liabilities	17	106,958	144,730
Other current liabilities	21	16,674	13,494
Total current liabilities		**453,670**	**447,893**
Total liabilities		**2,219,394**	**2,259,920**
Total shareholders' equity and liabilities		**4,942,120**	**4,884,939**

Birkenstock Holding plc
Consolidated Statements of Comprehensive Income
(In thousands of Euros)

	Notes	Year ended September 30, 2025	2024	2023
Revenue	22	2,097,429	1,804,690	1,491,911
Cost of sales	11, 23	(857,723)	(744,013)	(566,118)
Gross profit		**1,239,706**	**1,060,677**	**925,793**
Operating expenses				
Selling and distribution expenses	23	(563,666)	(507,122)	(455,851)
General and administrative expenses	23	(125,159)	(113,444)	(171,388)
Foreign exchange loss	24	(1,953)	(19,641)	(36,056)
Other income (expense), net		616	612	(1,810)
Profit from operations		**549,544**	**421,082**	**260,688**
Finance cost, net	25	(79,564)	(127,300)	(107,036)
Profit before tax		**469,980**	**293,782**	**153,652**
Income tax expense	17	(121,653)	(102,180)	(78,630)
Net profit		**348,327**	**191,602**	**75,022**
Items that will be reclassified to profit (loss) if certain conditions are met:				
Cumulative translation adjustment loss		(74,427)	(62,432)	(97,301)
Items that are reclassified to profit (loss):				
Net position of fair value changes of the cash flow hedge	4	—	345	(345)
Other comprehensive loss, net of tax		**(74,427)**	**(62,087)**	**(97,646)**
Total comprehensive income (loss)		**273,900**	**129,515**	**(22,624)**
Earnings per share				
Basic	26	1.87	1.02	0.41
Diluted	26	1.87	1.02	0.41

Birkenstock Holding plc

Consolidated Statements of Changes in Shareholders' Equity

(In thousands of Euros, except unit and share information)

		Ordinary shares					Accumulated other comprehensive loss		
	Notes	Number of shares	Amount	Share Premium	Other Capital Reserve	Retained Earnings	Cumulative translation adjustment	Cash flow hedge reserve	Shareholders' equity
Balance at September 30, 2022		**182,721,369**	**182,721**	**1,894,384**	**—**	**150,954**	**129,759**	**—**	**2,357,818**
Net profit		—	—	—	—	75,022	—	—	75,022
Other comprehensive loss		—	—	—	—	—	(97,301)	(345)	(97,646)
Total comprehensive income (loss)		—	—	—	—	75,022	(97,301)	(345)	(22,624)
Equity-settled share-based compensation expense		—	—	—	65,394				65,394
Balance at September 30, 2023		**182,721,369**	**182,721**	**1,894,384**	**65,394**	**225,976**	**32,458**	**(345)**	**2,400,588**
Net profit		—	—	—	—	191,602	—	—	191,602
Other comprehensive income (loss)		—	—	—	—	—	(62,432)	345	(62,087)
Total comprehensive income (loss)		—	—	—	—	191,602	(62,432)	345	129,515
Equity-settled share-based compensation expense	27	—	—	—	3,647	—	—	—	3,647
Conversion to no par value ordinary shares	14	—	(182,721)	182,721	—	—	—	—	—
Shares repurchased in consideration of TRA	3, 14, 16	(5,648,465)	—	(355,775)	—	—	—	—	(355,775)
Issuance of share capital, net (of total transaction costs €22.7 million)	14	10,752,688	—	447,044	—	—	—	—	447,044
Issuance of ordinary shares related to vesting of RSUs	29	3,610	—	121	(121)	—	—	—	—
Balance at September 30, 2024		**187,829,202**	**—**	**2,168,495**	**68,920**	**417,578**	**(29,974)**	**—**	**2,625,019**
Net profit		—	—	—	—	348,327	—	—	348,327
Other comprehensive loss		—	—	—	—	—	(74,427)	—	(74,427)
Total comprehensive income (loss)		—	—	—	—	348,327	(74,427)	—	273,900
Equity-settled share-based compensation expense	29	—	—	—	189	—	—	—	189
Issuance of ordinary shares related to vesting of RSUs	29	4,198	—	189	(189)	—	—	—	—
Shares repurchased in connection with Secondary offering	14	(3,927,344)	—	(176,382)	—	—	—	—	(176,382)
Balance at September 30, 2025		**183,906,056**	**—**	**1,992,302**	**68,920**	**765,905**	**(104,401)**	**—**	**2,722,726**

Birkenstock Holding plc
Consolidated Statements of Cash Flows
(In thousands of Euros)

	Notes	Year ended September 30, 2025	2024	2023
Cash flows from operating activities				
Net profit		348,327	191,602	75,022
Adjustments to reconcile net profit to net cash flows from operating activities:				
Depreciation and amortization	23	113,539	101,291	83,413
Loss on disposal of property, plant and equipment		413	229	—
Change in expected credit loss	6	1,720	(839)	—
Finance cost, net	25	79,564	127,300	107,036
Net exchange differences	24	5,352	7,170	36,056
Non-cash operating items		189	2,813	65,726
Income tax expense	17	121,653	102,180	78,630
Income tax paid		(132,828)	(14,960)	(6,698)
MIP personal income tax paid	29	—	(11,426)	—
Reimbursment MIP personal income tax paid	29	—	11,587	—
Changes in working capital:				
- Inventories		(89,076)	(47,959)	(95,620)
- Right to return assets		(24)	(335)	1,327
- Trade and other receivables		(58,331)	(27,451)	(26,663)
- Trade and other payables		(576)	12,506	10,648
- Accrued liabilities		3,138	(8,366)	18,870
- Other current financial liabilities		567	1,962	(3,775)
- Other current provision		5,569	(4,902)	2,427
- Contract liabilities		(1,822)	1,157	5,085
- Prepayments		(4,068)	(8,389)	(565)
- Other current financial assets		—	(4,553)	—
- Other		(9,006)	(1,916)	7,814
Net cash flows provided by operating activities		**384,300**	**428,701**	**358,733**
Cash flows from investing activities				
Interest received, net of taxes withheld		5,445	6,347	1,846
Purchases of property, plant and equipment	9	(76,727)	(65,434)	(102,152)
Proceeds from sale of property, plant and equipment		92	18	339
Purchases of intangible assets	8	(8,228)	(8,466)	(795)
Proceeds from sale of intangible assets		—	—	29
Initial direct costs of right-of-use assets		(1,430)	—	—
Receipt of government grant	20	1,888	8,739	—
Net cash flows (used in) investing activities		**(78,960)**	**(58,796)**	**(100,733)**
Cash flows from financing activities				
IPO Proceeds, net of transaction costs	14	—	449,214	—
Repurchase of ordinary shares	14	(176,382)	—	—
Proceeds from loans and borrowings	15	—	634,524	—
Repayment of loans and borrowings	15	(50,137)	(1,296,032)	(52,782)
Payment of transaction costs related to refinancing	15	(250)	(5,463)	—
Interest paid	15	(51,668)	(90,093)	(111,986)
Payments of lease liabilities	10	(42,719)	(37,793)	(28,796)
Interest of lease liabilities	10	(8,996)	(9,402)	(5,721)
Net cash flows (used in) financing activities		**(330,152)**	**(355,045)**	**(199,285)**
Net increase (decrease) in cash and cash equivalents		**(24,812)**	**14,860**	**58,715**
Cash and cash equivalents at beginning of period		355,843	344,407	307,078
Net foreign exchange difference		(1,964)	(3,424)	(21,386)
Cash and cash equivalents at end of period		**329,067**	**355,843**	**344,407**

1. GENERAL INFORMATION

Organization and principal activities

Birkenstock Holding plc (as a standalone entity, the "Holding" and, together with its subsidiaries, referred to herein as the "Company" or "Birkenstock") was formed under the name of BK LC Lux Finco 2 S.*à* r.l. on February 19, 2021, as a limited liability company organized under Luxembourg law. On April 25, 2023, the Holding changed its name to Birkenstock Group Limited and converted (by way of domiciliation) to a Jersey private company. On July 12, 2023, Birkenstock Group Limited changed its name to Birkenstock Holding Limited. On October 4, 2023, the Holding converted to a public limited company organized under the laws of the bailiwick of Jersey and changed its name to Birkenstock Holding plc. The Holding's current business address is 1-2 Berkeley Square, London W1J 6EA, UK. The Holding is registered at the Jersey Financial Services Commission under number 148522.

The Company's immediate parent is BK LC Lux MidCo S.*à* r.l. ("MidCo") and the Company's ultimate controlling shareholder is LC9 Caledonia AIV GP, LLP ("*L* Catterton").

The Company manufactures and sells footbed-based products, including sandals and closed-toe shoes, and other products, such as skincare and accessories, for everyday leisure and work.

The Company operates in three operating segments based on its regional hubs: (1) Americas, (2) Europe, Middle East and Africa ("EMEA"), and (3) Asia-Pacific ("APAC") (see Note 5 – *Segment information* for further details). The Company sells its products through two main channels: business-to-business ("B2B") (comprising sales made to established third-party store networks), and direct-to-consumer ("DTC") (comprising sales made on globally owned online stores via the Birkenstock.com domain and sales made in Birkenstock retail stores).

Seasonality

Revenues of our products are affected by a seasonal pattern that is driven in large part by the weather given the nature of our product mix. The seasonal nature of our business is similar across geographies and sales channels with B2B seeing an increase in revenues in the spring months, while revenues in the DTC channel increase in the summer. Between October and March, we manufacture our products for the B2B channel, and during the beginning of the calendar year, we rely on our built-up inventory for our revenues to B2B partners. Starting in April demand for our products from the DTC channel increases. While these consumer buying patterns lead to a natural seasonality in revenues, unseasonable weather could significantly affect revenues and profitability. Our geographical breadth, customer diversity and our strategic focus on expanding certain product categories and entering new territory helps to mitigate part of the effect of seasonality on results of operations.

2. BASIS OF PRESENTATION

Basis of preparation and consolidation

These consolidated financial statements were authorized for issuance on December 18, 2025 by the Company's board of directors.

These consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS").

These consolidated financial statements have been prepared on a historical cost basis except for derivative financial instruments and the initial recognition of assets acquired and liabilities assumed in a business combination which are recorded at fair value.

The consolidated financial statements comprise the financial statements of Birkenstock Holding plc and its subsidiaries. All intercompany transactions and balances have been eliminated.

All amounts have been rounded to the nearest thousand, except when otherwise indicated. Due to rounding, differences may arise when individual amounts or percentages are added together. Certain amounts in prior years have been reclassified to conform with the current year presentation.

The fiscal year of the Company ends on September 30.

See Note 5 - *Segment information* for details about the Company's change in segments.

Functional and presentation currency

The functional currency of each of the Company's subsidiaries is the currency of the primary economic environment in which each entity operates. The reporting currency of the Company is the Euro.

3. ACCOUNTING POLICIES

(a) Consolidation of subsidiaries

Subsidiaries are entities over which the Company has control. Control is achieved when the Company has the power over the investee, it is exposed to or has rights to variable returns from its involvement with the investee, and has the ability to use its power to affect its returns. Subsidiaries are consolidated from the date on which the Company obtains control. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Subsidiaries are deconsolidated from the date when control ceases. When the Company ceases to have control over a subsidiary, it derecognizes the assets (including any goodwill) and liabilities of the subsidiaries at their carrying amounts, derecognizes the carrying amount of non-controlling interests in the former subsidiary and recognizes the fair value of any consideration received from the transaction. Any retained interest in the former subsidiary is then re-measured to its fair value.

The Company recognizes any non-controlling interests in an acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interests' share of the acquiree's identifiable net assets. Net profit or loss and each component of other comprehensive income/(loss) are attributed to the owners of the parent and to the non-controlling interests. For all periods presented, all subsidiaries were wholly owned.

(b) Foreign currencies

Foreign currency transactions are translated into the respective functional currency using the exchange rate at the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the respective entity using the exchange rate at the reporting date. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the historical exchange rate. The resulting exchange differences are recorded in the local income statements of the entity and included in the profit from operations.

On consolidation, the assets and liabilities of foreign operations are translated into Euro, the reporting currency of the Company, at the rate of exchange prevailing at the reporting date and their statements of comprehensive income (loss) are translated at the average exchange rate for the period. Equity balances are translated at historical rates. The exchange differences arising from translation for consolidation are recognized in other comprehensive income (loss).

(c) Current vs non-current classification

The Company presents assets and liabilities in the consolidated statements of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle.
- Expected to be realized within twelve months after the reporting period; or
- A cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle; or
- It is due to be settled within twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(d) Fair value measurement

Fair value is 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Company uses valuation techniques that it believes are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

The Company recognizes transfers between levels of the fair value hierarchy at the end of reporting during which the change has occurred.

For the purpose of fair value disclosures in Note 4 - *Fair Value Measurement*, the Company determines classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.
There was no change in the valuation techniques applied to financial instruments during all periods presented. The following table describes the valuation techniques used in the determination of the fair values of financial instruments:

Type	Valuation approach
Cash, trade and other receivables, trade and other payables, and accrued liabilities	The carrying amount approximates fair value due to the short-term maturity of these instruments.
Derivative financial instruments	Specific valuation techniques used to value derivative financial instruments include: - quoted market prices or dealer quotes for similar instruments; - observable market information as well as valuations determined by external valuators with experience in the financial markets.
Loans and borrowings	The fair value is based on the present value of contractual cash flows, discounted at the Company's current incremental borrowing rate for similar types of borrowing arrangements or, where applicable, market rates.
Tax receivable agreement liability	The fair value is based on the present value of expected cash flows, discounted at the Company's current incremental borrowing rate for similar types of borrowing arrangements or, where applicable, market rates.

(e) Business combinations and goodwill

Acquisitions of businesses are accounted for using the acquisition method as of the acquisition date, which is the date when control is transferred to the Company. The consideration transferred in a business combination is measured at fair value, calculated as the sum of the acquisition date fair values of the identifiable assets transferred, liabilities incurred by the Company, and the equity interests issued by the Company in exchange for control of the acquiree. Contingent consideration is recognized at fair value as of the date of the business combination and subsequently remeasured at each reporting date. The acquisition method provides an exception for acquired leases, which are not measured at fair value. Rather, acquired leases are measured at an amount equal to the lease liability and adjusted for favorable or unfavorable terms. Transaction costs that the Company incurs in connection with a business combination are recognized in the consolidated statements of comprehensive income as incurred.

Goodwill is measured as the excess of the sum of the fair value of the consideration transferred over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Refer to the accounting policies in Note 3 – *Accounting Policies – Impairment of non-current assets*.

If the fair value of the identifiable net assets acquired is in excess of the consideration transferred, the Company reassesses whether it has correctly identified all assets acquired and liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of the identifiable assets acquired and liabilities assumed over the aggregate consideration transferred, then the resulting gain on bargain purchase is recognized as "Other income (expenses), net" in profit or loss on the acquisition date.

When the consideration transferred in a business combination includes contingent consideration, the contingent consideration is measured at its acquisition date fair value. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 - *Financial Instruments* ("IFRS 9") is measured at fair value with the changes in fair value recognized in the consolidated statements of comprehensive income.

(f) Intangible assets

Intangible assets acquired separately are initially recognized at cost. The cost of an intangible asset acquired in a business combination is its fair value as of the date of acquisition. Following initial recognition, intangible assets with finite lives are carried at cost less any accumulated amortization and any accumulated impairment losses.
Estimated useful lives are as follows:

Asset Category	Estimated Useful Lives
Brand name "Birkenstock"	Indefinite
Customer relationships	8-15 years
Purchased licenses and other intangible assets	3-5 years

Intangible assets with finite lives are amortized over the estimated useful lives on a straight-line basis. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and treated as changes in accounting estimates. Amortization expense from intangible assets is recorded in the consolidated statements of comprehensive income in "Cost of sales, "Selling and distribution expenses" and "General administration expenses." Please refer to Note 23 - *Operating expenses.*

Intangible assets are reviewed at least at the end of each reporting period for changes in the expected useful lives or expected pattern of consumption of future economic benefits embodied in the asset.

As there is no foreseeable limit to the period over which the brand is expected to generate net cash inflows for the Company, the brand is considered to have an indefinite life.

Intangible assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. Refer to the accounting policies in Note 3 – *Accounting Policies – Impairment of non-current assets*.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use. Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are included in the consolidated statements of comprehensive income when the asset is derecognized.

(g) Property, plant, and equipment

Property, plant and equipment and construction in progress are stated at cost, net of accumulated depreciation and any accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset, including costs incurred to prepare the asset for its intended use and capitalized borrowing costs, when the recognition criteria are met. The commencement date for capitalization of costs occurs when the Company first incurs expenditures for the qualifying assets and undertakes the required activities to prepare the assets for their intended use.

Property, plant and equipment assets are depreciated on a straight-line basis over their estimated useful lives when the assets are available for use. When significant parts of a fixed asset have different useful lives, they are accounted for as separate components and depreciated separately. Depreciation methods and useful lives are reviewed annually and are adjusted for prospectively, if appropriate. Estimated useful lives are as follows:

Asset Category	Estimated Useful Lives
Buildings and improvements	10-50 years
Technical equipment and machinery	5-18 years
Factory and office equipment	4-14 years

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset, calculated as the difference between the net disposal proceeds and the carrying amount of the asset, is included in the consolidated statements of comprehensive income when the asset is derecognized.

The cost of repairs and maintenance of property, plant and equipment is expensed as incurred and recognized in the consolidated statements of comprehensive income.

Land has an indefinite life.

Property, plant and equipment are reviewed at the end of each reporting period to determine whether there is any indication of impairment. Refer to the accounting policies in Note 3 – *Accounting Policies – Impairment of non-current assets*.

(h) Leases

As a lessee, the Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets which are immaterial. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and asset retirement obligation. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 3 – *Accounting Policies – Impairment of non-current assets*.

Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease term includes periods covered by renewal or termination options only if the Company is reasonably certain to exercise that option and if the Company has enforceable rights, i.e., the Company does not take any extension option into consideration if both parties have a right to decide until the notice period has elapsed and there is no economic incentive for either party to renew. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of office equipment and storage facilities (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). The Company also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

The Company does not have any lease agreements where it acts as a lessor.

(i) Impairment of non-current assets

Further disclosures relating to impairment of non-current assets are also provided in the following notes:

- Goodwill — Note 7
- Intangible assets — Note 8
- Property, plant, and equipment — Note 9

The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit ("CGU") group's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU group exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The Company's CGU groups are aligned to the three operating segments that the Company operates in, i.e., Americas, EMEA and APAC. Impairment tests for property, plant and equipment are performed at the individual CGU level. Impairment tests of goodwill and indefinite lived intangible assets, which are assigned to the CGU groups as they do not generate independent cash flows, are performed at the CGU group level.

The Company bases its value in use calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGU groups to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

In assessing value in use, the Company uses assumptions that include estimates regarding the projected revenue growth rates, EBITDA margins, costs, capital investment, working capital requirements, discount rates, and terminal growth rates. The estimated future cash flows expected to be generated by the CGU are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or group of assets. Discount rates used in the impairment test for goodwill and indefinite lived intangible assets are estimated in nominal terms on the weighted average cost of capital basis. The terminal growth rates are based on the Company's growth forecasts, which are largely in line with industry trends. Changes in selling prices and direct costs are based on historical experience and expectations of future changes in the market.

In determining fair value less costs of disposal, the Company uses recent market transactions data and best information available to reflect the amount that it could obtain from the disposal of the asset in an arm's length transaction (e.g., offers obtained from potential buyers).

Impairment losses are recognized in the consolidated statements of comprehensive income.

Goodwill and indefinite lived intangible assets are tested for impairment annually as of September 30 and when circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of each CGU group to which the goodwill and indefinite lived intangible assets relate. When the recoverable amount of the CGU group is less than its carrying amount, an impairment loss is recognized. The impairment loss is recorded against goodwill, and if goodwill has been fully impaired, against other assets assigned to the CGU group on a pro rata basis. Impairment losses recognized in prior periods for assets other than goodwill are reversed in subsequent periods if there are changes in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. Impairment losses recognized for goodwill cannot be reversed in subsequent periods.

(j) Financial instruments

Non-derivative financial assets

Non-derivative financial assets include cash, prepayments, and trade receivables which are measured at amortized cost. The Company initially recognizes receivables and deposits on the date that they are originated. The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or the Company transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Cash and cash equivalents

Cash and cash equivalents in the consolidated statements of financial position comprise of deposits in banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. The Company does not have restricted cash.

Trade and other receivables

Trade and other receivables consist of amounts owing on product revenue where the Company has extended credit to customers and credit card receivables, and are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less expected credit loss and sales allowances. The allowance for expected credit losses is recorded against trade receivables and is based on historical experience.

Non-derivative financial liabilities

Non-derivative financial liabilities include accounts payable, accrued liabilities, and loans and borrowings. The Company initially recognizes debt instruments (i.e., loans and borrowings) on the date that they are originated. All other financial liabilities are recognized initially on the trade date on which the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

Derivative financial instruments

As described in Note 6 – *Financial risk management objectives and policies*, given the Company's international operations, the Company is exposed to the risk of currency fluctuations and has entered into currency derivative contracts to mitigate its exposure on the basis of planned transactions. These derivative contracts are measured at fair value with the changes in fair value recognized immediately in the consolidated statements of comprehensive income.

The Company does not use derivatives for trading or speculative purposes.

Hybrid financial instruments

Hybrid financial instruments are separated into the host liability and embedded derivative components based on the terms of the agreement. On issuance, the liability component of the hybrid financial instrument is initially recognized at the fair value of a similar liability that does not have a conversion option. The embedded derivative component is initially

recognized at fair value and changes in the fair value are recorded in profit or loss. The host debt is carried at amortized cost using the effective interest method until maturity or redemption. Any directly attributable transaction costs are allocated to the liability and embedded derivative components in proportion to their initial carrying amount.

Hedge accounting

From time to time, the Company uses derivative financial instruments to hedge future cash flows. The criteria for applying hedge accounting are that the hedging relationship between the hedged item and the hedging instrument is documented and that the hedge is highly effective. Hedge effectiveness is measured using the critical term matches method. The Company uses derivative financial instruments such as options as hedging instruments. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value.

When the option is accounted for as part of a cash flow hedge, changes in the time value of the option are recorded in a separate component of equity (accumulated other comprehensive income). Changes in the time value of the option in the accumulated other comprehensive income are reclassified to profit or loss when the hedged cash flows actually occur. At that time, the accumulated changes in the time value of the option in accumulated other comprehensive income are reclassified to the statement of profit or loss.

Please refer to Note 6 – *Financial risk management objectives and policies* for further information on the hedge accounting.

Effective interest rate method

After initial determination, the effective interest rate for the Term Loan is adjusted for changes in variable interest, changes in margin resulting from initially agreed adjustments in credit margin as a function of company leverage as well as the spread that covers the change to correct for Euro Interbank Offered Rate ("EURIBOR")/Secured Overnight Financing Rate ("SOFR") differences.

Please refer to Note 15 - *Loans and borrowings* for further information on the Term Loan.

(k) Inventories

Raw materials, work in progress, and finished goods are valued at the lower of cost and net realizable value. Cost is determined using the standard cost method. The cost of work in progress and finished goods inventories include the cost of raw materials and an applicable share of the cost of labor and fixed and variable production overhead costs, including the depreciation of property, plant and equipment used in the production of finished goods and design costs, and other costs incurred to bring the inventories to their present location and condition.

The Company estimates net realizable value as the amount at which inventories are expected to be sold, taking into consideration fluctuations in selling prices due to seasonality, less estimated costs necessary to complete the sale. Inventories are written down to net realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage, or declining selling prices.

Storage costs, indirect administrative overhead and certain selling costs related to inventories are expensed in the period that these costs are incurred. Shipping and handling costs which are incurred before the customer obtains control of the related goods are capitalized in the finished goods.

(l) Provisions

Provisions are recognized when the Company has a present obligation, legal or constructive, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is recognized in the consolidated statements of profit or loss net of any reimbursement.

(m) Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. The Company has elected to present government grants as deferred income in the

statement of financial position. The government grants are recognized in the consolidated statements of comprehensive income as other income on a systematic basis over the useful life of the related asset.

(n) Income taxes

Income taxes are comprised of current income tax and deferred income tax. Income taxes are recognized in the consolidated statements of profit or loss, with the exception of items that are recognized in correlation to the underlying transaction either in other comprehensive income (loss) or directly in equity.

Current income tax

Current income tax is the expected income tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to income tax payable in respect of previous years.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate (see *Uncertain Tax Positions*).

Deferred income tax

Deferred income tax is provided using the liability method for temporary differences between the income tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Whenever a business is acquired (the assets acquired and liabilities assumed as part of the business combination is accounted for at fair value by the acquirer), deferred taxes are recognized on the step-up in fair value.

Deferred income tax is measured using enacted or substantively enacted income tax rates expected to apply in the years in which the asset is realized or the liability is settled. A deferred tax asset is recognized for unused income tax losses and credits, to the extent that it is probable that future taxable income will be available against which they can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets and the timing of the reversal of deferred tax liabilities, the Company utilizes forecast assumptions which are consistent with those used by management in other areas of assessing asset recovery (e.g., impairment testing, see (i) Impairment of non-current assets, above) to derive a future taxable income.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the income tax relates to the same taxable entity and the same taxation authority.

Deferred tax assets are recognized for deductible temporary differences arising from investments in subsidiaries, to the extent that it is probable that the temporary difference will reverse in the foreseeable future and that taxable profits will be available against which the temporary difference will be utilized.

Deferred tax liabilities are provided for on taxable temporary differences arising from investments in subsidiaries unless the Company is able to control the timing of the reversal of the temporary difference and it is probable that the reversal will not occur in the foreseeable future.

Uncertain Tax Positions

Tax positions are calculated taking into account the respective local tax laws, relevant court decisions and applicable tax authorities' views. Tax regulations can be complex and possibly subject to different interpretations by taxpayers and tax authorities. Different interpretations of existing or new tax laws as a result of tax reforms or other tax legislative procedures may result in additional tax payments for prior years and are taken into account based on management's considerations. IFRIC 23 *Uncertainty over Income Tax Treatments* ("IFRIC 23") clarifies the application of the recognition and measurement requirements of IAS 12 *Income Taxes* ("IAS 12") when there is uncertainty about the income tax treatment. For recognition and measurement, it is necessary to make estimates and assumptions. To do this, decisions

must be made regarding whether a probable or expected value is used for the uncertainty and whether changes have occurred compared to the previous period. The accounting is based on the assumption that the tax authorities are investigating the matter in question and that they have all the relevant information.

(o) Revenue from contracts with customers

Generally, the Company has only one performance obligation to deliver goods to the customer. Revenues are recognized when control of the products transfers to customers. The consideration recognized is the amount the Company expects to be entitled to at such point in time. For B2B channel revenues, control transfers according to the terms of the agreement with the customer either upon shipment or delivery. For DTC channel revenues, control transfers, either upon delivery to e-commerce consumers or at the point of sale in retail stores. Revenues are presented net of sales tax, estimated returns, sales allowances, and discounts.

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. Some contracts with customers provide a right to return, trade discounts or volume rebates.

Right to return

When a contract provides a customer with a right to return, the consideration is variable because the contract allows the customer to return the product. The Company uses the expected value method to estimate the goods that will be returned and recognizes a refund liability and an asset for the goods to be recovered. Estimates of sales returns are based on (1) accumulated historical experience within the respective geographical markets and channels, and (2) identification of sales subject to the right of return. The Company reviews and refines these estimates on an annual basis.

Actual returns in any future period are inherently uncertain and thus may differ from estimates recorded. If actual or expected future returns were significantly different than the refund liability established, the change to revenues would be recorded in the period in which such determination was made.

Volume rebates

When estimating the transaction price of variable consideration from rebates, the Company applies the most likely amount method, as this best predicts the variable consideration to which the Company will be entitled to. A refund liability is recognized for the expected future rebates (i.e., the amount not included in the transaction price).

Significant financing component

The Company has applied the practical expedient provided in IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15") and does not adjust the promised amount of consideration for the effects of a significant financing component in the contracts where the Company expects, at contract inception, that the period between the Company's transfer of a promised good to a customer and the payment will be one year or less.

Warranty obligations

The Company provides warranties to its customers. These warranties represent assurance type warranties and do not require providing any additional service to the Company's customers. These types of warranties are accounted for under IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* ("IAS 37").

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Note 3 – *Accounting Policies – Financial instruments*.

Contract liabilities

Contract liabilities are the short-term advances received from customers. A contract liability is recognized if a payment is received, or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods

or services. Contract liabilities are recognized as revenue when the Company performs under the contract (i.e., transfers control of the related goods to the customer).

(p) Cost of sales

Cost of sales is comprised of raw materials, consumables and supplies, purchased merchandise, personnel costs, internal handling costs, and overhead costs for the production sites.

The Company distributes its footwear produced predominantly in Germany and Portugal to its own (distribution) subsidiaries around the world with an intercompany margin, which is eliminated on consolidation. Commencing with the fiscal year ended September 30, 2024, the Company refined its calculation of this intercompany profit elimination ("ICP") to more precisely reflect the turnover of inventory. The refined calculation includes a more precise elimination of the foreign currency impact from the ICP. If the prior ICP model computation had still been applied in fiscal 2024, the Company would have recorded an incremental expense of €11.7 million to Cost of sales during the year ended September 30, 2024.

(q) Selling and distribution expenses

Selling and distribution expenses are comprised of selling, marketing, product innovation, outbound shipping and handling costs (all transportation and freight costs incurred after the respective point of sale), supply chain costs, sales representative salaries, leasing expenses related to logistical and selling properties, and amortization of customer relationships.

(r) General administration expenses

General administration expenses consist of corporate costs such as finance, controlling and tax expenses, legal and consulting fees, HR and IT expenses and global strategic project costs. Additionally, it includes personnel costs (including salaries, variable incentive compensation, benefits), other professional service cost and rental and leasing expenses other than selling and production (e.g., offices).

(s) Earnings per share

Basic and diluted earnings per share is calculated by dividing net profit (loss) attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

(t) Share-based Compensation

IFRS 2 *Share-based Payment* ("IFRS 2") is applied in accounting for share-based compensation plans involving senior executives who render the respective services. The Company has only equity-settled share-based plans.

The cost of equity-settled transactions are determined by the number of awards expected to vest and their respective fair value at grant date using an appropriate valuation model. The cost is then recognized as personnel expense (e.g. General and administrative expenses or Selling and distribution expenses), together with a corresponding increase in equity (i.e. Other capital reserve), over the period in which the service and, where applicable, the vesting conditions are fulfilled (vesting period). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and Birkenstock's best estimate of the number of awards that will ultimately vest.

Please refer to Note 27 – *Share-based compensation* and Note 29 - *Related party disclosures* for further information on the Company's share-based compensation plans.

(u) Commitments and contingencies

The Company recognizes legal expense in connection with loss contingencies as incurred.

The Company has contingencies primarily relating to claims and legal proceedings, onerous contracts, product warranties and employee-related provisions. The status of each significant claim and legal proceeding in which the Company is involved is reviewed by management at the end of each reporting period and the Company's potential financial exposure is assessed. If the potential loss from any claim or legal proceeding is considered probable, and the amount can be reliably estimated, a liability is recognized for the estimated loss. Because of the uncertainties inherent in such matters, the related provisions are based on the best information available at the time. With respect to legal

contingencies, management considers the status of settlement negotiations, interpretations of contractual obligations, prior experience with similar contingencies/claims, and advice obtained from legal counsel and other third parties. The Company expects the majority of these provisions will be utilized within one to three years of the balance sheet date; however due to the nature of the legal provisions there is a level of uncertainty in the timing of utilization as the Company generally cannot determine the extent and duration of the legal process.

(v) Change in accounting policy

During the year ended September 30, 2025, the Company elected to change its accounting policy for the accounting of the cancellation of ordinary shares, which was previously recognized as a reduction to Shareholder's equity in the Treasury shares component of equity. The Company believes that recognizing the cancellation of shares as a reduction to the Share premium component of equity better reflects the economics of the share repurchase transaction (see Note 14 - *Equity*) as it offsets the initial proceeds. As a result, the Company retrospectively applied the change in accounting policy and reclassified €355.8 million from Treasury shares to Share premium for the year ended September 30, 2024 in these consolidated financial statements. As this only results in a change in presentation, there is no impact to the Company's profit/loss or its basic and diluted earnings per share for any period presented.

(w) Significant accounting estimates, assumptions, and judgments

The preparation of Birkenstock's consolidated financial statements in accordance with IFRS requires management to make estimates and judgments in applying the Company's accounting policies that affect the reported amounts and disclosures made in the consolidated financial statements and accompanying notes. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and underlying assumptions are subject to continuous review.

Estimates and assumptions are used mainly in determining the measurement of balances recognized or disclosed in the consolidated financial statements and are based on a set of underlying data that may include management's historical experience, knowledge of current events and conditions and other factors that are believed to be reasonable under the circumstances. Management continually evaluates the estimates and judgments it uses. These estimates and judgments can change with trends, commitments, events or uncertainties that may materially affect the methodology or assumptions utilized in making these estimates and judgments in these financial statements.

The following are the accounting policies subject to judgments and key sources of estimation uncertainty that the Company believes could have the most significant impact on the amounts recognized in the consolidated financial statements.

Leases

Judgments Made in Relation to Accounting Policies Applied: Judgment is required in determining the appropriate lease term on a lease-by-lease basis. The Company considers all facts and circumstances that create an economic incentive to exercise a renewal option or to not exercise a termination option at inception and over the term of the lease, including investments in major leaseholds, operating performance, and changed circumstances. The periods covered by renewal or termination options are only included in the lease term if the Company is reasonably certain to exercise that option and if the Company has enforceable rights, i.e., the Company does not take any extension option into consideration if both parties have a right to decide until the notice period has elapsed and there is no economic incentive for either party to renew. Changes in the economic environment or changes in the retail industry may impact the assessment of the lease term and any changes in the estimate of lease terms may have a material impact on the Company's consolidated statements of financial position.

Key Sources of Estimation: The critical assumptions and estimates used in determining the present value of future lease payments require the Company to estimate the incremental borrowing rate specific to each leased asset or portfolio of leased assets. Management determines the incremental borrowing rate of each leased asset or portfolio of leased assets by incorporating the Company's creditworthiness, the security, term, and value of the underlying leased asset, and the economic environment in which the leased asset operates. The incremental borrowing rates are subject to change mainly due to macroeconomic changes in the environment. See Note 10 – *Leases* for further information regarding the estimates and judgments related to leases.

Impairment of non-financial assets (goodwill, intangible assets, property, plant & equipment, and right-of-use assets)

Judgments Made in Relation to Accounting Policies Applied: Management is required to use judgment in determining the grouping of assets to identify their CGUs for the purposes of testing non-financial assets for impairment. Judgment is further required to determine appropriate groupings of CGUs for the level at which goodwill and indefinite lived intangible assets are tested for impairment. Goodwill and indefinite lived intangible assets are tested for impairment at

the operating segment level. Judgment is also applied in allocating the carrying amount of assets to CGUs. In addition, judgment is used to determine whether a triggering event has occurred requiring an impairment test to be completed. The Company has concluded that is has three groups of CGUs, being the three operating segments, for the purpose of testing goodwill and indefinite lived intangibles for impairment. Intangible assets with indefinite useful lives are not amortized and the useful life of these intangibles is reviewed each reporting period to determine whether indefinite life assessment continues to be supportable.

Key Sources of Estimation: In determining the recoverable amount of a group of CGUs, various estimates are employed. The Company determines value-in-use by using estimates including projected revenue growth rates, EBITDA margins, costs, capital investment and working capital requirements consistent with strategic plans presented to the Company's board of directors. Fair value less costs of disposal are estimated with reference to observable market transactions. Discount rates are consistent with external industry information reflecting the risk associated with the Company and its cash flows. Please refer to Note 7, Note 8, Note 9 and Note 10 for further information on goodwill, intangible assets, property, plant and equipment and right-of-use assets.

Share-based Compensation

Birkenstock measures the cost of equity-settled transactions by reference to the fair value of the awards at the date when they are granted and respective investments by the participants. Estimating fair value for share-based compensation transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected timing of the incurrence of an exit, the equity value of the Company (calculated by discounted cash-flow model using estimates consistent with the determination of the recoverable amount of our groups of CGUs as discussed above), volatility, and other respective assumptions. In addition, the Company is required to determine the probability of the respective vesting conditions. That determination includes making estimates about specific non-market vesting conditions of the Company, like exit events. Additionally, management makes judgments and estimates in determining the amount of compensation to be recorded each period which is dependent upon the forfeiture rate and the expected timing of the incurrence of an exit. Please refer to Note 27 – *Share-based compensation* for further information.

Embedded derivative

Judgments Made in Relation to Accounting Policies Applied: Management is required to use judgment in determining whether the hybrid instrument is a debt or equity host contract for the purposes of analyzing whether the feature is or is not closely related to the host contract and would require bifurcation. The determination of whether the hybrid instrument is a debt or equity host contract may differ from the legal form of the instrument and will instead depend on the economic characteristics and risks of the entire hybrid financial instrument. Please refer to Note 4 – *Fair value measurement* for further information on the derivative financial instruments.

Income taxes

Key Sources of Estimation: In determining the amount of the deferred tax asset that can be recognized, the Company forecasts future taxable income by legal entity and the period in which the income occurs to ensure that sufficient taxable income exists to utilize the attributes. Inputs to those projections are financial forecasts approved by the board of directors and statutory tax rates.

Judgments Made in Relation to Accounting Policies Applied: The calculation of current and deferred income taxes requires management to make certain judgments regarding the tax rules in jurisdictions where the Company performs activities. Application of judgments is required regarding the classification of transactions and in assessing probable outcomes of claimed deductions including expectations about future operating results, the timing and reversal of temporary differences and possible audits of income tax and other tax filings by the tax authorities. See Note 17 – *Income tax* for the estimates and judgments related to uncertain tax positions.

Inventories

Key Sources of Estimation: Inventories are carried at the lower of cost and net realizable value. In estimating net realizable value, the Company uses estimates related to fluctuations in inventory levels, planned production, customer behavior, obsolescence, future selling prices, seasonality, and costs necessary to sell the inventory. Inventory is adjusted to reflect shrinkage encountered as a result of the last inventory count. Please refer to Note 11 – *Inventories* for further information.

Financial instruments

Key Sources of Estimation: The critical assumptions and estimates used in determining the fair value of financial instruments are equity prices, future interest rates, the relative creditworthiness of the Company to its counterparties, estimated future cash flows, discount rates and volatility utilized in option valuations. Please refer to Note 4 – *Fair value measurement* for further information on financial instruments.

Tax Receivable Agreement ("TRA")

Judgments Made in Relation to Accounting Policies Applied: Management applied judgment in determining the appropriate accounting policy to apply to the initial recognition and subsequent measurement of the TRA liability. The TRA liability has characteristics of a financial liability and characteristics of a provision. Management considered that the terms of the agreement represent a contractual obligation to deliver cash to the TRA participants and therefore accounted for the obligation as a financial liability. Please refer to Note 16 – *Tax Receivable Agreement* for further information.

(x) New and amended standards and interpretations adopted by the Company

The following amended standards became effective for the Company's fiscal year ended September 30, 2025, but did not have a material impact on the consolidated financial statements of the Company:

- Amendments to IAS 1 – *Non-current liabilities with Covenants* (effective for annual periods beginning on or after January 1, 2024).
- Amendments to IAS 1 – *Classification of Liabilities as current or non-current* (effective for annual periods beginning on or after January 1, 2024).
- Amendments to IFRS 16 – *Lease liability in a sale and lease back* (effective for annual periods beginning on or after January 1, 2024).
- Amendments to IAS 7 and IFRS 7 – *Supplier Finance Arrangements* (effective for annual periods beginning on or after January 1, 2024).

(y) New and amended standards and interpretations issued but not yet effective

The standards and interpretations applicable to the Company that are issued, but not yet effective, up to the date of issuance of the Company's consolidated financial statements are discussed below. The Company has not early adopted these standards and amendments and intends to adopt them, if applicable, when they become effective.

The following standard amendments will be effective for the Company's fiscal year beginning on October 1, 2025, or thereafter and are not expected to have a material impact on the consolidated financial statements of the Company:

- Amendments to IAS 21 – *Lack of Exchangeability* (effective for annual periods beginning on or after January 1, 2025).
- Amendments to IFRS 9 and IFRS 7 – *Classification and Measurement of Financial Instruments* (effective for annual periods beginning on or after January 1, 2026).
- Annual Improvements to IFRS Accounting Standards – *Volume 11* (effective for annual periods beginning on or after January 1, 2026)
- IFRS 19 – *Subsidiaries without Public Accountability: Disclosures* (effective for reporting periods beginning on or after January 1, 2027).
- Amendments to IFRS 19 – *Subsidiaries without Public Accountability* (effective for reporting periods beginning on or after January 1, 2027).
- Amendments to IAS 21 – *The Effects of Changes in Foreign Exchange Rates* (effective for reporting periods beginning on or after January 1, 2027).

The Company is currently assessing the potential impact of the following standards:

- Amendments to IFRS 9 and IFRS 7 – *Contracts Referencing Nature-dependent Electricity* (effective for annual periods beginning on or after January 1, 2026).
- IFRS 18 – *Presentation and Disclosure in Financial Statements* (effective for annual periods beginning on or after January 1, 2027).

4. FAIR VALUE MEASUREMENT

The following table presents the fair values and fair value hierarchy of the Company’s financial instruments that are carried at fair value on recurring basis in the consolidated statements of financial position:

	Level	Measurement	Fair value	
			September 30, 2025	September 30, 2024
Other assets				
Senior Note - embedded derivative	3	FVtPL	*22,796*	*32,609*
Other current assets				
Currency derivative	2	FVtPL	*16,851*	*8,104*
Other financial liabilities				
Currency derivative	2	FVtPL	*347*	*625*

Changes in fair value of derivative assets and liabilities are recognized within the consolidated statements of profit or loss except for changes in the fair value of derivative financial instruments designated as hedging instruments which are recognized within other comprehensive income.

During the year ended September 30, 2024, the interest cap associated with the Original EUR Term Loan no longer qualified for hedge accounting and was terminated along with the signing of the Term and Revolving Facilities Agreement. As such, the Company reclassified the cash flow hedge reserve of a cumulative loss of €0.3 million reflected in the accumulated other comprehensive income (loss) in equity through "Finance cost, net."Please refer to Note 15 - *Loans and Borrowings* for further details.

The Company does not carry any other financial instruments at fair value either on a recurring or non-recurring basis. The derivative assets and liabilities are reflected in the statements of financial position within other assets, other current assets and other financial liabilities.

The fair value of the redemption feature embedded in the Senior Notes is calculated using a "with-and-without" approach. The "with-scenario" refers to the fair value of the Senior Notes inclusive of the redemption feature and is estimated using a binomial lattice model in a risk-neutral framework and specifically, a Black-Derman-Toy ("BDT") model, whereas the "without-scenario" refers to the fair value exclusive of the redemption feature which is estimated through the use of a discounted cash-flow analysis ("DCF"). Both BDT and DCF models fall under the income approach. The yield volatility and credit spread are both unobservable inputs to the model. Since the note value is an observable input, the credit spread is assumed to be back solved after changing the yield volatility to match the note value. During the year ended September 30, 2025, a €9.8 million decrease in fair value was recorded through "Finance cost, net", using 35% yield volatility and 1.24% credit spread. A 2.5% increase/decrease in yield volatility would result in a €0.9 million increase/decrease in fair value. During the year ended September 30, 2024, a €3.8 million increase in fair value was recorded through "Finance cost, net", using 40% yield volatility and 1.13% credit spread. A 2.5% increase/decrease in yield volatility would result in a €1.2 million increase/decrease in fair value.

The following table presents the fair value and fair value hierarchy of the Company’s loans and borrowings carried at amortized cost:

(EUR in thousands)	Level	Nominal value	Carrying value	Fair value
September 30, 2025				
EUR Term Loan	2	375,000	375,112	387,500
USD Term Loan	2	103,731	103,677	107,246
Vendor Loan	2	217,408	221,391	230,176
Senior Notes	2	428,500	444,963	450,961
September 30, 2024				
EUR Term Loan	2	375,000	375,905	396,560
USD Term Loan	2	160,772	159,870	169,363
Vendor Loan	2	208,305	212,121	216,322
Senior Notes	2	428,500	446,739	449,533

The following table presents the fair value and fair value hierarchy of the Company's Tax receivable agreement liability carried at amortized cost:

	Level	Carrying value	Fair value
September 30, 2025			
Tax receivable agreement liability	3	356,764	370,080
September 30, 2024			
Tax receivable agreement liability	3	359,890	382,619

There were no transfers between levels during the reporting period.

See Note 3 – *Accounting Policies – Fair value measurement* for the valuation processes, valuation techniques and types of inputs used in the fair value measurements of the Company's financial instruments. There were no changes during the reporting period.

5. SEGMENT INFORMATION

The Company's operating segments are reported in a manner consistent with the internal reporting provided to and regularly reviewed by the chief operating decision maker ("CODM"), the Chief Executive Officer ("CEO"), and are aligned to the geographical hubs that the Company operates in: Americas; Europe, Middle East, and Africa ("EMEA"); and Asia Pacific ("APAC").

Prior to fiscal year 2025, the Company's four operating segments were Americas, Europe, ASPA, and MEAI, which were reported as three reportable segments - Americas, Europe and APMA. During the first quarter of the fiscal year 2025, the Company changed the structure of its internal organization to merge the Middle East and Africa regions with the Europe operating segment to create a new operating segment, EMEA, while India was merged with the ASPA operating segment to create the new operating segment, APAC, and therefore the MEAI operating segment ceased to exist. The change was due to the operational advantages and complementary benefits between the regions. No changes were made to the composition of the Americas operating segment. As a result, starting with fiscal year 2025, the Company has three operating as well as reportable segments - Americas, EMEA and APAC. Segment information for the years ended September 30, 2024 and 2023 have been conformed to the current period presentation.

The Company continues to have Corporate / Other revenue and expenses, which primarily consists of non-core activities as well as other administrative costs that are not charged to the operating segments and foreign exchange gains and losses.

The CODM uses the measure of Adjusted EBITDA to assess operating segments' performance to make decisions regarding the allocation of resources. The adjustments to EBITDA relate to foreign exchange gains and losses, initial public offering ("IPO")-related costs, secondary offering related costs, share-based compensation and other non-recurring expenses.

As a result of the July 2024 IFRS Interpretations Committee ("IFRIC") agenda decision that clarified certain IFRS 8 – *Operating Segments* disclosure requirements, the Company has additionally disclosed Cost of sales by segment starting with the year ended September 30, 2025. The Segment information for the years ended September 30, 2024 and 2023 have been conformed to the current period presentation.

Assets and liabilities are neither reported nor reviewed by the CODM at the operating segment level.

Transfer prices between reportable segments are on an arm's length basis in a manner similar to transactions with third parties.

				Year ended September 30, 2025
	Americas	**EMEA**	**APAC**	**Total**
Revenue*	1,085,672	785,230	221,828	2,092,730
Cost of sales	(452,646)	(307,918)	(95,263)	(855,827)
Reportable Segments Adjusted EBITDA	**358,934**	**272,985**	**69,612**	**701,531**
Corporate/Other Adjusted EBITDA				(34,541)
Foreign exchange loss				(1,953)
Secondary offering related costs				(1,695)
Acquisition-related transaction costs				(259)
EBITDA				**663,083**
Depreciation and amortization				(113,539)
Finance cost, net				(79,564)
Profit before tax				**469,980**

				Year ended September 30, 2024
	Americas	**EMEA**	**APAC**	**Total Reportable Segments**
Revenue*	943,710	687,891	168,807	1,800,408
Cost of sales	(388,860)	(279,557)	(75,084)	(743,501)
Reportable Segments Adjusted EBITDA	**301,266**	**230,840**	**53,198**	**585,304**
Corporate/Other Adjusted EBITDA				(30,349)
Foreign exchange loss				(19,641)
IPO-related costs				(7,460)
Share-based compensation expenses				(3,591)
Secondary offering related costs				(1,890)
EBITDA				**522,373**
Depreciation and amortization				(101,291)
Finance cost, net				(127,300)
Profit before tax				**293,782**

				Year ended September 30, 2023
	Americas	**EMEA**	**APAC**	**Total Reportable Segments**
Revenue*	804,690	561,805	120,126	1,486,621
Cost of sales	(273,278)	(234,196)	(56,043)	(563,517)
Reportable Segments Adjusted EBITDA	**291,712**	**175,526**	**36,369**	**503,607**
Corporate/Other Adjusted EBITDA				(20,901)
Foreign exchange loss				(36,056)
IPO-related costs				(30,603)
Share-based compensation expenses				(65,393)
Other				(6,553)
EBITDA				**344,101**
Depreciation and amortization				(83,413)
Finance cost, net				(107,036)
Profit before tax				**153,652**

*The remainder of the Company's revenue relates to "Other", the Company's non-core activities. See Note 22 – *Revenue from contracts with customers*.

The Company determines the geographic location of revenue based on the location of its customers.

	Year ended September 30,		
	2025	**2024**	**2023**
Revenue:			
Germany	206,732	192,991	194,884
United States	962,284	830,094	712,069
Rest of world	928,413	781,605	584,958
Total revenue	**2,097,429**	**1,804,690**	**1,491,911**

During the periods presented in these consolidated financial statements, the Company did not have any customers with individual revenue of 10% or greater of total revenue.

The following table presents the carrying amount of the Company's non-current assets by geographic location.

	September 30, 2025	September 30, 2024
Non-current assets		
Germany	1,844,890	1,836,281
United States	1,432,566	1,526,573
Rest of world	354,949	326,079
Allocated non-current assets	**3,632,405**	**3,688,933**
Other non-current financial assets (unallocated)	22,796	32,609
Deferred tax assets (unallocated)	11,556	117
Total non-current assets	**3,666,757**	**3,721,659**

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management and Board of Directors oversee management of these risks, which are summarized below.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

Credit risk arises from the possibility that certain parties will default and be unable to discharge their obligations. The Company has a significant number of customers which minimizes the concentration of credit risk. As of September 30, 2025, the Company had one customer exceeding 10% of receivables. This accounts receivables balance relates to Birkenstock Australia Pty. Ltd. and represents 14% of the Company's consolidated accounts receivables balance. As the entity was acquired on October 23, 2025, the accounts receivable balance was effectively settled upon acquisition. See Note 31 – *Subsequent events* for further details on the acquisition. As of September 30, 2024, the Company had one customer exceeding 10% of receivables, also relating to Birkenstock Australia Pty. Ltd. This accounts receivables balance represented 13% of the Company's consolidated accounts receivables balance.

The Company routinely assesses the financial strength of its customers through a combination of third-party financial reports, credit monitoring, publicly available information, and direct communication with those customers. The Company establishes payment terms with customers to mitigate credit risk and continues to closely monitor its accounts receivables credit risk exposure. Additionally, the Company has insurance for the majority of its trade receivables to cover losses due to non-payment.

The Company measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses. The Company measures the loss allowances for other financial assets at an amount equal to 12-month expected credit losses. Loss allowances relating to financial assets are increased in the instance when credit risk increases.

These measures and other measures the Company may adopt to mitigate credit risk, however, may not be successful. In addition, retail consolidation could lead to fewer B2B partners, B2B partners seeking more favorable price, payment or other terms from the Company, and a decrease in the number of stores that carry the Company's products.

Further, trade and other receivables are categorized by aging as part of the Company's process of monitoring credit risk. The aging of each receivable is analyzed and considered when estimating the lifetime expected credit loss.

Credit risk exposure by risk rating grades for trade receivables is as follows:

	Expected Credit Loss Rate	Gross Carrying Amount	Loss Allowance
Current (not past due)	0.0%	121,375	—
1-30 days past due	0.0%	22,677	—
31-60 days past due	1.6%	8,966	(142)
61-90 days past due	100.0%	1,545	(1,545)
More than 90 days past due	100.0%	1,887	(1,887)
September 30, 2025		**156,450**	**(3,574)**
Current (not past due)	0.0%	88,436	—
1-30 days past due	0.0%	16,315	—
31-60 days past due	0.0%	673	—
61-90 days past due	94.1%	555	(522)
More than 90 days past due	100.0%	1,402	(1,402)
September 30, 2024		**107,381**	**(1,924)**

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to satisfy the requirements for business operations, capital expenditures, debt service and general corporate purposes, under normal and stressed conditions. The primary source of liquidity is funds generated by operating activities; the Company also has the option to draw on short-term borrowings and the Revolving Credit Facility (as defined below) as sources of funds for short-term working capital needs. The Company continuously reviews both actual and forecasted cash flows to ensure that the Company has appropriate capital capacity.

The following table summarizes the amount of contractual undiscounted future cash flow requirements as of September 30, 2025:

Contractual obligations by fiscal year	**On demand**	**2026**	**2027**	**2028**	**2029**	**2030**	**Thereafter**	**Total**
Interest-bearing loans and borrowings (excluding interest)	—	5,090	4,840	4,603	892,699	226,908	—	1,134,140
Tax receivable agreement liability *	416,441	55,929	—	—	—	—	—	472,370
Interest accrued on interest-bearing loan and borrowings **	—	42,652	51,922	52,643	43,500	4,972	—	195,689
Lease liabilities	—	51,481	37,120	24,011	20,483	17,447	80,256	230,798
Derivative liabilities	—	347	—	—	—	—	—	347
Trade and other payables	—	136,003	—	—	—	—	—	136,003
Accrued liabilities	—	32,222	—	—	—	—	—	32,222
Other financial liabilities	—	3,855	—	—	—	—	—	3,855
Total contractual obligations	**416,441**	**327,579**	**93,882**	**81,257**	**956,682**	**249,327**	**80,256**	**2,205,424**

* Non-current portion of the Tax receivable agreement liability is reflected as "On demand" as the Company has the option to terminate the agreement with early payment. See Note 16 - Tax Receivable Agreement.
** Interest on loans and borrowings is based on expected forward interest rates.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise foreign exchange risk and interest rate risk.

Foreign exchange risk

As we conduct business and operate internationally, we are exposed to the risk of foreign currency exchange rate fluctuations arising from transactions that are denominated in currencies other than the functional currency of the respective subsidiary. This foreign currency risk is primarily driven by intercompany receivables for inventory as Birkenstock Global Sales GmbH, a subsidiary of ours, transfers inventory from our production sites/logistics centers in

Germany to the third-party fulfillment centers of other subsidiaries, for which, in most cases, the intercompany invoices are denominated in the local currency of the receiving entity. We are particularly exposed to fluctuations in the exchange rate of the U.S. Dollar to the Euro because we have a significant presence in the United States.

To monitor and mitigate foreign currency risk, the Company enters into derivative arrangements with flexible currency forwards and currency swaps. The Company continuously monitors foreign currency exchange developments that are relevant to the Company's operations.

The Tax Receivable Agreement ("TRA") presents an additional foreign exchange risk. The TRA requires payments to be made in USD and for the EUR tranche to be translated to USD at a spot rate determinable on the date of filing the US tax return for the respective fiscal year. At the end of each reporting period, the TRA liability is remeasured to the Company's functional currency, EUR from USD, for both the USD cash flow tranche and any EUR cash flow tranche that has since been translated into USD under the terms of the agreement. The resulting foreign exchange gain or loss is recognized in the statements of comprehensive income (loss). See Note 16 – *Tax Receivable Agreement*.

Sensitivity analysis for foreign exchange risk

The USD was the most relevant currency during the periods presented in these consolidated financial statements:

	Exchange rates at		
Currency	**September 30, 2025**	**September 30, 2024**	**September 30, 2023**
US Dollar (USD)	1.17	1.12	1.06

A 10% change of the Euro against the USD would result in the following losses and gains being recognized in the consolidated statements of profit or loss, which would arise on the remeasurement of foreign currency denominated financial instruments.

	Year ended September 30,		
	2025	**2024**	**2023**
Change in EUR/USD + 10%	8,373	7,187	29,859
Change in EUR/USD - 10%	(10,233)	(8,784)	(36,495)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company had exposure to interest rate risk related to the Company's Senior Term Facilities Agreement (as defined below). Borrowings made pursuant to the Original Term Loan (as defined below) consisted of a Euro-denominated facility with an original aggregate principal amount of €375.0 million (the "Original EUR Term Loan") and a USD-denominated facility with an original aggregate principal amount of $850.0 million (the "Original USD Term Loan"). The Original EUR Term Loan bore interest based on the Euro Interbank Offered Rate ("EURIBOR"). The Original USD Term Loan bore interest originally based on the LIBOR and later based on the Term SOFR. The Original Term Loan had a maturity of April 30, 2028, but was extinguished and replaced by the term loans under the new Term and Revolving Facilities Agreement (as defined below) effective August 2, 2024. Borrowings under the Term and Revolving Facilities Agreement consist of a €375.0 million Euro-denominated term loan facility (the "EUR Term Loan") and a $280.0 million USD-denominated term loan facility (the "USD Term Loan") (collectively, the "Term Loan"). The EUR Term Loan and the USD Term Loan exposes the Company to interest rate risk as the interest is based on the EURIBOR and the Term SOFR, respectively. See Note 15 – *Loans and borrowings.*

The Company had exposure to interest rate risks related to the Company's Senior Term Facilities Agreement and to limit the interest rate risk on the Original EUR Term Loan, the Company entered into a derivative contract in the form of an interest cap. The interest cap was designated at inception as a hedging instrument on June 20, 2023. As a result of signing the new Term and Revolving Facilities Agreement in May 2024, the application of hedge accounting was terminated. As such, the Company reclassified the cash flow hedge reserve of a cumulative loss of €0.3 million reflected in the accumulated other comprehensive income (loss) in equity through "Finance cost, net." The interest cap was used to limit interest risk on the EUR Term Loan and was accounted for as a free-standing derivative in "Other assets" with the changes in fair value being accounted for in "Finance cost, net." The interest cap matured during the year ended September 30, 2025, and the Company concluded not to enter into a new derivative contract after taking into consideration the current interest environment. The Company continues to actively monitor and manage interest rate developments and the associated risk exposure.

The amounts related to the Original EUR Term Loan designated as the hedged item during the year ended September 30, 2024 were as follows:

Nominal value	Carrying value	Line item in the statement of financial position	Change in fair value used for measuring ineffectiveness for the period	Change in value of hedging instrument recognized in OCI	Hedge ineffectiveness recognized in profit or loss
—	—	Loans and borrowings	(1,469)	(1,469)	—

Gains and losses from cash flow hedges during the year ended September 30, 2024 were as follows:

	Cash flow hedge
Gains or losses from changes in fair value of hedging instruments	
Recognized in equity	345
Recognized in profit or loss	—
Reclassification from the cash flow hedge reserve to profit or loss	
Due to early discontinuation of the hedging relationship	549
Due to realization of the hedged item	1,224

Changes in the cash flow reserve during the year ended September 30, 2024 were as follows:

	Cash flow hedge reserve	
	Hedging reserve	Cost of hedging reserve
September 30, 2023	**1,611**	**(1,956)**
Effective portion of changes in fair value	(1,469)	41
Amount reclassified to profit or loss	(142)	1,915
Thereof due to early discontinuation of the hedging relationship	*(142)*	*691*
Thereof due to realization of the hedged item	—	*1,224*
September 30, 2024	**—**	**—**

For further information see Note 4 – *Fair value measurement*.

Sensitivity analysis for interest rate risk

A 100 basis points increase in market interest rates for all currencies in which the Company had cash and borrowings would have a negative effect on net profit (loss) in the amount of €5.4 million and €7.1 million for the years ended September 30, 2025, and 2024, respectively. A 100 basis points decrease in market interest rates would have an opposite effect of approximately the same amount. The interest rate sensitivity analysis uses nominal values and does not reflect the transaction costs.

Capital management

The Company manages its capital, which consists of equity, short-term borrowings, and long-term debt (the Term Loan, Revolving Credit Facility and Senior Notes (as defined below)), with the objectives of safeguarding sufficient net working capital over the annual operating cycle and providing sufficient financial resources to grow operations to meet long-term consumer demand. Management monitors its net leverage ratio, defined as net debt (sum of non-current loans and borrowings, current portion of USD Term Loan, current and non-current Lease liabilities, reduced by the amount of cash and cash equivalents) divided by adjusted EBITDA (net profit (loss) for the period before income tax expense / benefit, (finance cost (net), amortization of intangible assets and depreciation of tangible assets, adjusted for the effect of non-recurring items. Refer to Note 5 – *Segment information* for details on adjustments to EBITDA). The board of directors of the Company monitors the Company's capital management on a regular basis. The Company continually assesses the adequacy of the Company's capital structure and capacity and makes adjustments within the context of the Company's strategy, economic conditions, and risk characteristics of the business.

Please see Note 15 – *Loans and borrowings* for further information on covenant conditions.

7. GOODWILL

The goodwill has developed as follows:

	Goodwill
October 1, 2023	**1,593,917**
Impact of foreign currency translation	(39,296)
September 30, 2024	**1,554,621**
Impact of foreign currency translation	(42,351)
September 30, 2025	**1,512,270**

The change in operating segments discussed in Note 5 – *Segment information* also resulted in a change to the composition of the group of CGUs as each operating segment comprises a group of CGUs.

The following table presents the goodwill balance allocation into the current groups of CGUs as of September 30, 2025:

	Americas	EMEA	APAC	Total
September 30, 2025	552,947	792,723	166,600	**1,512,270**

The following table presents the goodwill balance allocation into the previous groups of CGUs as of September 30, 2024:

	Americas	Europe	ASPA	MEAI	Total
September 30, 2024	579,864	743,157	165,235	66,365	**1,554,621**

For each of the fiscal periods, the Company completed its annual impairment test and concluded that there was no impairment during the periods presented.

For purposes of impairment testing the carrying amounts of the groups of CGUs have been compared to their respective value in use as of September 30, 2025 and September 30, 2024. For all impairment tests, the value in use was determined using a discounted cash flow model.

The following key assumptions have been used for the impairment testing of the current groups of CGUs as of September 30, 2025:

	September 30, 2025		
	Americas	EMEA	APAC
Terminal Growth Rate	1.5%	1.5%	1.5%
Avg. EBITDA Margin rate (2026-2030)	28.6%	35.7%	31.0%
Pre-tax discount rate	12.9%	13.5%	20.6%
Avg. Revenue growth rate (2026-2030)	11.4%	15.7%	28.3%
Avg. CapEx investments (2026-2030)	47,358	43,680	13,608

The following key assumptions have been used for the impairment testing of the previous groups of CGUs as of September 30, 2024:

	September 30, 2024			
	Americas	Europe	ASPA	MEAI
Terminal Growth Rate	1.5%	1.5%	1.5%	1.5%
Avg. EBITDA Margin rate (2025-2029)	31.2%	34.8%	31.7%	23.2%
Pre-tax discount rate	13.9%	12.9%	19.6%	19.6%
Avg. Revenue growth rate (2025-2029)	15.0%	16.0%	30.0%	30.0%
Avg. CapEx investments (2025-2029)	41,868	33,296	9,605	5,097

The discount rate is based on a risk-free rate, an equity risk premium adjusted for betas of comparable publicly traded companies, a market risk premium, a country risk premium, and a cost of debt based on comparable corporate bond yields and the capital structure of the Company's peer group.

As of the years ended September 30, 2025 and 2024, the excess of value in use over carrying amount was sufficient to conclude there were no reasonably likely changes in the assumptions used that would lead to an impairment in any of the CGU groups.

8. INTANGIBLE ASSETS

	Brands and Trademarks	Customer relationships	Intangible assets under development and prepayments	Other intangible assets	Total
Cost					
September 30, 2023	**1,444,184**	**323,259**	**1,052**	**6,720**	**1,775,215**
Additions	—	—	10,457	425	10,882
Disposals	—	—	(4)	(938)	(942)
Transfers	—	—	(300)	300	—
Impact of foreign currency translation	(38,369)	(13,338)	(93)	457	(51,343)
September 30, 2024	**1,405,815**	**309,921**	**11,112**	**6,964**	**1,733,812**
Additions	—	—	2,288	3,947	6,235
Disposals	—	—	(8)	(15)	(23)
Transfers	—	—	(10,255)	10,530	275
Impact of foreign currency translation	(31,342)	(12,487)	(150)	(445)	(44,424)
September 30, 2025	**1,374,473**	**297,434**	**2,987**	**20,981**	**1,695,875**
Accumulated amortization					
September 30, 2023	**—**	**(65,472)**	**—**	**(4,007)**	**(69,479)**
Amortization	—	(26,662)	—	(1,577)	(28,239)
Disposals	—	—	—	938	938
Transfers	—	—	—	—	—
Impact of foreign currency translation	—	2,820	—	(459)	2,361
September 30, 2024	**—**	**(89,314)**	**—**	**(5,105)**	**(94,419)**
Amortization	—	(26,291)	—	(2,375)	(28,666)
Disposals	—	—	—	15	15
Transfers	—	—	—	—	—
Impact of foreign currency translation	—	4,462	—	(19)	4,443
September 30, 2025	**—**	**(111,143)**	**—**	**(7,484)**	**(118,627)**
Net book value					
September 30, 2024	**1,405,815**	**220,607**	**11,112**	**1,859**	**1,639,393**
September 30, 2025	**1,374,473**	**186,291**	**2,987**	**13,497**	**1,577,248**

Other intangibles are comprised primarily of acquired software licenses. The remaining amortization period for customer relationships amounts to 6-13 years.

Indefinite-life Intangibles

Indefinite-life intangibles relate to the Birkenstock brand. The Company tested the indefinite-life intangibles for impairment as part of the CGU impairment test and concluded that there was no impairment during the periods presented. See Note 7 - *Goodwill.*

The following table presents the carrying value of the indefinite-lived intangibles within the current groups of CGUs as of September 30, 2025:

	Americas	EMEA	APAC	Total
September 30, 2025	724,750	506,598	143,125	**1,374,473**

The following table presents the carrying value of the indefinite-lived intangibles within the previous groups of CGUs as of September 30, 2024:

	Americas	Europe	ASPA	MEAI	Total
September 30, 2024	760,768	485,557	108,786	50,704	**1,405,815**

9. PROPERTY, PLANT AND EQUIPMENT

	Lands, buildings and improvements	Technical equipment and machinery	Factory and office equipment	Construction in progress and prepayments	Total
Cost					
September 30, 2023	**165,561**	**79,634**	**42,162**	**40,798**	**328,155**
Additions	6,734	3,307	3,560	50,697	64,298
Disposals	(141)	(607)	(1,231)	(10)	(1,989)
Transfers	2,266	23,551	9,459	(35,276)	—
Impact of foreign currency translation	(317)	—	(215)	(74)	(606)
September 30, 2024	**174,103**	**105,885**	**53,735**	**56,135**	**389,858**
Additions	6,741	16,624	11,793	45,960	81,118
Disposals	(1,036)	(4,801)	(1,746)	(8)	(7,591)
Transfers	16,620	21,118	4,995	(44,510)	(1,777)
Impact of foreign currency translation	(1,155)	—	(429)	(39)	(1,623)
September 30, 2025	**195,273**	**138,826**	**68,348**	**57,538**	**459,985**
Accumulated depreciation					
September 30, 2023	**(7,250)**	**(21,267)**	**(13,585)**	**—**	**(42,102)**
Depreciation	(8,827)	(12,373)	(8,685)	—	(29,885)
Disposals	139	423	1,180	—	1,742
Impairment	—	(890)	—	—	(890)
Transfers	(9)	—	9	—	—
Impact of foreign currency translation	37	—	83	—	120
September 30, 2024	**(15,910)**	**(34,107)**	**(20,998)**	**—**	**(71,015)**
Depreciation	(9,746)	(17,665)	(9,873)	—	(37,284)
Disposals	1,005	4,556	1,525	—	7,086
Impairment	(835)	(967)	—	—	(1,802)
Transfers	—	—	—	—	—
Impact of foreign currency translation	358	—	168	—	526
September 30, 2025	**(25,128)**	**(48,183)**	**(29,178)**	**—**	**(102,489)**
Net book value					
September 30, 2024	**158,193**	**71,778**	**32,737**	**56,135**	**318,843**
September 30, 2025	**170,145**	**90,643**	**39,170**	**57,538**	**357,496**

The additions during the years ended September 30, 2025 and 2024, are mainly related to investments in the production facility in Pasewalk, Germany and the production facility in Arouca, Portugal.

10. LEASES

The Company, as a lessee, has lease contracts for various items of property and vehicles used in its operations. Certain leases include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs.

Right-of-use assets

	Buildings	Vehicles	Other	Total
Cost				
September 30, 2023	**177,139**	**5,432**	**—**	**182,571**
Additions	81,869	3,363	11,312	96,544
Derecognition on termination	(6,721)	(791)	—	(7,512)
Impact of foreign currency translation	(6,243)	5	(502)	(6,740)
September 30, 2024	**246,044**	**8,009**	**10,810**	**264,863**
Additions	64,289	2,650	2,559	69,498
Derecognition on termination	(23,199)	(1,075)	—	(24,274)
Impact of foreign currency translation	(8,591)	2	(576)	(9,165)
September 30, 2025	**278,543**	**9,586**	**12,793**	**300,922**
Accumulated depreciation				
September 30, 2023	**(57,736)**	**(1,851)**	**—**	**(59,587)**
Depreciation	(37,926)	(1,668)	(2,685)	(42,279)
Derecognition on termination	5,551	602	—	6,153
Impact of foreign currency translation	2,031	(4)	157	2,184
September 30, 2024	**(88,080)**	**(2,921)**	**(2,528)**	**(93,529)**
Depreciation	(40,433)	(2,114)	(3,241)	(45,788)
Derecognition on termination	13,671	1,018	—	14,689
Impact of foreign currency translation	3,178	—	290	3,468
September 30, 2025	**(111,664)**	**(4,017)**	**(5,479)**	**(121,160)**
Net book value				
September 30, 2024	**157,964**	**5,088**	**8,282**	**171,334**
September 30, 2025	**166,879**	**5,569**	**7,314**	**179,762**

Lease liabilities

	Buildings	Vehicles	Other	Total
September 30, 2023	**126,446**	**3,613**	**—**	**130,059**
Additions, net*	79,705	3,166	12,840	95,711
Lease payments	(41,323)	(1,783)	(4,090)	(47,196)
Interest	8,066	181	1,155	9,402
Impact of foreign currency translation	(3,909)	6	—	(3,903)
September 30, 2024	**168,985**	**5,183**	**9,905**	**184,073**
Additions, net*	52,755	2,583	2,572	57,910
Lease payments	(45,148)	(2,275)	(4,291)	(51,714)
Interest	8,163	218	615	8,996
Impact of foreign currency translation	(6,020)	2	(328)	(6,346)
September 30, 2025	**178,735**	**5,711**	**8,473**	**192,919**

*Additions, net consists of additions to lease liabilities, lease modifications, and derecognition on termination.

Ancillary expense related to variable lease payments not included within the measurement of lease liabilities on a monthly basis are immaterial, accounting for approximately 10% or less of total lease payments for buildings. Refer to Note 6 – *Financial risk management objectives and policies* for disclosure of lease liability maturities.

Variable lease payments, short term leases, and low value leases were not significant for the years ended September 30, 2025, 2024 and 2023.

For further detail with respect to the Company's leases, refer to Note 3 – A*ccounting Policies* and Note 29 – *Related party disclosures*.

11. INVENTORIES

	September 30, 2025	September 30, 2024
Raw materials	71,951	61,693
Work in progress	64,525	49,398
Finished goods	567,941	513,716
Inventories	**704,417**	**624,807**

During the years ended September 30, 2025, 2024, and 2023, inventories of €542.1 million, €452.9 million and €328.0 million, respectively, were recognized as an expense and included in cost of sales.

Write-downs of inventories amounted to €5.8 million and €15.6 million during the year ended September 30, 2025 and September 30, 2024, respectively. There were no write-downs of inventories during the year ended September 30, 2023.

12. TRADE AND OTHER RECEIVABLES

Current

	September 30, 2025	September 30, 2024
Trade receivables	156,450	107,381
Other receivables	7,369	8,845
	163,819	116,226
Less: Expected Credit Loss allowance	(3,574)	(1,924)
Trade and other receivables	**160,245**	**114,302**

The Company's allowance for expected credit losses was €3.6 million and €1.9 million as of September 30, 2025 and 2024, respectively, and the changes in allowance for charges and settlements during those periods were immaterial.

13. OTHER ASSETS

Current

	September 30, 2025	September 30, 2024
Other current financial assets		
Derivative financial instruments	16,851	8,104
Other financial assets	11,757	12,513
Total other current financial assets	**28,608**	**20,617**
Other current non-financial assets		
Prepayments	21,323	17,514
VAT receivable	22,587	16,696
Right to return assets	1,412	1,411
Other	1,160	827
Total other current non-financial assets	**46,482**	**36,448**
Other current assets	**75,090**	**57,065**

The main component of current "Other financial assets" as of September 30, 2025 and 2024 relates to €9.8 million due from Ockenfels Group GmbH & Co. KG. See Note 29 – *Related Party Disclosures*. The remainder mainly relates to the government grant for the new production facility in Pasewalk. See Note 20 – *Government Grant.*

Non-current "Other assets" predominantly consists of the embedded derivative related to the Senior Notes. See Note 4 – *Fair value measurement*.

14. EQUITY

As of September 30, 2025, the Company had 183,906,056 no par value ordinary shares outstanding. As of September 30, 2024, the Company had 187,829,202 no par value ordinary shares outstanding.

Capital Reorganization

Prior to the IPO, the Company completed a capital reorganization. On October 2, 2023, the Company converted its share capital, comprised of 182,721,369 ordinary shares of €1.00 par value into 182,721,369 no par value ordinary shares.

In addition, on October 10, 2023, the Company entered into the TRA with MidCo in consideration for the repurchase of 5,648,465 ordinary shares of the Company from MidCo, which were subsequently cancelled. Please refer to Note 16 – *Tax Receivable Agreement* for further details on the TRA.

Initial Public Offering

On October 13, 2023, the Company closed its IPO. Birkenstock issued and sold 10,752,688 ordinary shares at an initial public offering price of $46.00. The total proceeds from the IPO available to Birkenstock, net of underwriting discounts and commissions but before expenses, amounted to $473.6 million (€450.0 million). The underwriting commission fees for the IPO totaled €19.8 million. The deferred offering costs, which were deducted from Share Premium as part of the IPO transaction, amounted to €3.0 million. The Company used the majority of the proceeds received from the IPO, together with cash on hand, to repay €100.0 million in aggregate principal amount of the loan outstanding under the agreement with AB-Beteiligungs GmbH (the "Vendor Loan") and $450.0 million (€423.8 million) in aggregate principal amount of borrowings outstanding under the USD-denominated facility under the Senior Term Facilities Agreement entered into by our subsidiary, Birkenstock Limited Partner S.à r.l., in April 2021 (the "Original US Term Loan").

As of October 13, 2023, the Company had 187,825,592 no par value ordinary shares outstanding.

Secondary Offerings

On June 28, 2024, the Company completed a secondary offering of 14,000,000 ordinary shares on behalf of MidCo ("selling shareholder") at a price of $54.00 per share (the "June 2024 Secondary Offering"). On July 3, 2024, as part of the secondary offering, the underwriters exercised their option to purchase an additional 2,100,000 ordinary shares at $54.00 per share. This resulted in the sale of a total of 16,100,000 ordinary shares, which were held by the selling shareholder. The Company incurred €1.9 million in costs associated with the June 2024 Secondary Offering on behalf of MidCo. These costs were recorded in "General and administrative expenses".

On May 30, 2025, the Company completed another secondary offering of 14,000,000 ordinary shares on behalf of MidCo at a price of $52.50 per share (the "May 2025 Secondary Offering"). On the same day, as part of this secondary offering, the underwriters exercised their option to purchase an additional 2,100,000 ordinary shares at $52.50 per share. This resulted in the sale of a total of 16,100,000 ordinary shares, which were held by the selling shareholder. The Company incurred €1.7 million in costs associated with the May 2025 Secondary Offering on behalf of MidCo. These costs were recorded in "General and administrative expenses".

The Company did not issue additional ordinary shares and did not receive any proceeds from the secondary offerings.

MidCo remains the Company's controlling shareholder after both secondary offerings.

Share Redemption

On May 30, 2025, in connection with the May 2025 Secondary Offering, the Company repurchased 3,927,344 ordinary shares by way of redemption from the underwriters ("Share Redemption"). The ordinary shares were repurchased at $50.925 per share, which equals the May 2025 Secondary Offering price per share, less underwriting discounts and commissions. The ordinary shares redeemed by the Company pursuant to the Share Redemption were subsequently cancelled and are no longer outstanding. The Share Redemption was recognized as a €176.4 million reduction to Share premium during the year ended September 30, 2025.

15. LOANS AND BORROWINGS

The Company has the following principal and interest payable amounts outstanding for loans and borrowings from banks:

(in thousand of Euros)	Year of maturity	September 30, 2025	September 30, 2024
Non-current liabilities			
EUR Term Loan	2029	375,000	375,000
USD Term Loan	2029	98,641	152,883
Vendor Loan	2029	217,408	208,305
Vendor Loan - interest payable	N/A	3,983	—
Senior Notes	2029	428,500	428,500
		1,123,532	**1,164,688**
Senior Notes embedded derivative		28,638	28,638
Less: amortization under the effective interest method		(24,160)	(23,361)
		1,128,010	**1,169,965**
Current liabilities			
EUR Term Loan - interest payable	N/A	2,242	3,591
USD Term Loan - current portion	2026	5,090	7,890
USD Term Loan - interest payable	N/A	428	—
Vendor Loan - interest payable	N/A	—	3,816
Senior Notes - interest payable	N/A	9,373	9,373
		17,133	**24,670**

See Note 6 - *Financial risk management objectives and policies* for the aggregate scheduled maturities of the loans and borrowings outstanding as of September 30, 2025.

A reconciliation of financial liabilities is as follows:

	Original EUR Term Loan	EUR Term Loan	Original USD Term Loan	USD Term Loan	Vendor Loan	Senior Notes	Amortized transaction costs of loans and borrowings *	Total loans and borrowings	Amortized transaction costs of RCF **	Interest cap
October 1, 2023	**379,197**	**—**	**748,444**	**—**	**305,048**	**437,873**	**(17,524)**	**1,853,038**	**(1,826)**	**(2,913)**
Changes from financing cash flows										
Proceeds from loans and borrowings	—	375,000	—	259,524	—	—	—	634,524	—	—
Repayment of loans and borrowings	(375,000)	—	(730,836)	(90,196)	(100,000)	—	—	(1,296,032)	—	—
Interest (paid)/received ***	(26,140)	—	(37,391)	(2,689)	(2,049)	(22,496)	—	(90,765)	—	1,359
Payment capitalized transaction cost	—	—	—	—	—	—	(3,955)	(3,955)	(1,508)	—
Total changes from financing cash flows	**(401,140)**	**375,000**	**(768,227)**	**166,639**	**(102,049)**	**(22,496)**	**(3,955)**	**(756,228)**	**(1,508)**	**1,359**
The effect of changes in foreign exchange rates	—	—	(6,573)	(8,573)	—	—	478	(14,668)	—	—
Changes in fair value	—	—	—	—	—	—	—	—	—	2,767
Interest expense (income)	21,943	3,591	26,356	2,707	9,122	22,496	—	86,215	—	(1,359)
Amortization of capitalized transaction cost	—	—	—	—	—	—	26,528	26,528	1,881	—
Capitalized transaction cost not yet paid	—	—	—	—	—	—	(250)	(250)	—	—
September 30, 2024	**—**	**378,591**	**—**	**160,773**	**212,121**	**437,873**	**5,277**	**1,194,635**	**(1,453)**	**(146)**
October 1, 2024	**—**	**378,591**	**—**	**160,773**	**212,121**	**437,873**	**5,277**	**1,194,635**	**(1,453)**	**(146)**
Changes from financing cash flows										
Proceeds from loans and borrowings	—	—	—	—	—	—	—	—	—	—
Repayment of loans and borrowings	—	—	—	(50,137)	—	—	—	(50,137)	—	—
Interest (paid)/received ***	—	(18,097)	—	(9,928)	—	(22,496)	—	(50,521)	—	144
Payment of capitalized transaction cost	—	—	—	—	—	—	(250)	(250)	—	—
Total changes from financing cash flows	**—**	**(18,097)**	**—**	**(60,065)**	**—**	**(22,496)**	**(250)**	**(100,908)**	**—**	**144**
The effect of changes in foreign exchange rates	—	—	—	(6,977)	—	—	31	(6,946)	—	—
Changes in fair value	—	—	—	—	—	—	—	—	—	146
Interest expense (income)	—	16,748	—	10,428	9,270	22,496	—	58,942	—	(144)
Amortization of capitalized transaction cost	—	—	—	—	—	—	(830)	(830)	329	—
Capitalized transaction cost not yet paid	—	—	—	—	—	—	250	250	—	—
September 30, 2025	**—**	**377,242**	**—**	**104,159**	**221,391**	**437,873**	**4,478**	**1,145,143**	**(1,124)**	**—**

* Amortized transaction of loans and borrowings has a positive balance as the value of the embedded derivative bifurcated at inception from the Senior Notes exceeds the amount of capitalized transaction costs.

**Transaction fees related to the RCF are capitalized as part of "Other assets."

*** The remainder of interest paid during the year ended September 30, 2025 relates to other financing costs.

For further information on fair values of financial instruments see Note 4 – *Fair value measurements*.

Term Loans

On April 28, 2021, Birkenstock Limited Partner S.à r.l. entered into a senior facilities agreement (the "Senior Term Facilities Agreement"). Included within the Senior Term Facilities Agreement is a term loan facility (the "Original Term Loan"). Borrowings made pursuant to the Original Term Loan consisted of a Euro-denominated facility with an original aggregate principal amount of €375.0 million (the "Original EUR Term Loan") and a USD-denominated facility with an original aggregate principal amount of $850.0 million (the "Original USD Term Loan"). The Original Term Loan's maturity was April 30, 2028. The Company paid banking and commitment fees of €15.4 million and €22.7 million on the Euro- and USD-denominated components, respectively, which were capitalized and amortized to "Finance cost, net" using the effective interest method over the life of the loan.

On May 28, 2024 Birkenstock Limited Partner S.à r.l., entered into a term and revolving facilities agreement for a new syndicated credit facility (the "Term and Revolving Facilities Agreement") consisting of a €375.0 million Euro-denominated term loan facility (the "EUR Term Loan") and a $280.0 million USD-denominated term loan facility (the "USD Term Loan") (collectively, the "Term Loan"). Effective on August 2, 2024, the Original Term Loan was extinguished and replaced with the Term Loan. The Term Loan maturity is February 28, 2029 and the interest rate is based on EURIBOR (for the EUR Term Loan) and Term SOFR (for the USD Term Loan), plus a margin which ranges between 1.60% and 2.60% (for the EUR Term Loan) and 1.90% and 2.60% (for the USD Term Loan) depending on the leverage. The Company paid banking and commitment fees of €2.8 million and $1.6 million on the Euro- and USD-denominated components, respectively, which are capitalized and amortized to "Finance cost, net" using the effective interest method over the life of the loan.

The Company made a voluntary prepayment of $50.0 million during the year ended September 30, 2025 and $100.0 million during the year ended September 30, 2024 towards the USD Term Loan.

ABL Facility and Revolving Credit Facility

On April 28, 2021, Birkenstock Limited Partner S.à r.l. also entered into an agreement for an asset-based lending facility (the "ABL Facility") under which further loan capital of up to €200.0 million could be drawn down over a five-year period. The ABL Facility required a commitment fee of 0.375% of the drawable loan balance. This commitment fee was paid by the Company on a quarterly basis. The ABL Facility remained undrawn throughout the life of the facility.

On August 2, 2024, the ABL Facility was extinguished and replaced with a new revolving credit facility (the "Revolving Credit Facility" or "RCF") under the Term and Revolving Facilities Agreement. The Revolving Credit Facility allows to draw down further loan capital of €225.0 million until February 28, 2029 and requires a commitment fee of 0.50% of the drawable loan balance. This commitment fee is paid by the Company on a quarterly basis.

During the year ended September 30, 2025, €10.0 million of the €225.0 million RCF was separated to a new Ancillary Facility to be used for guarantees. As result, €215.0 million of the RCF is available and remains undrawn as of September 30, 2025.

Vendor Loan

On April 30, 2021, in connection with the acquisition of Birkenstock GmbH & Co. KG by Birkenstock Group BV & Co. KG, a subsidiary of the Holding, (the "Transaction"), the Holding entered into a vendor loan agreement with AB-Beteiligungs GmbH for an amount of €275.0 million (the "Vendor Loan"), which bears interest of 4.37% per annum. Interest is due annually upon the anniversary of the Transaction and, at the Company's election, may be paid in cash or, if not paid in cash, accrues on each annual interest payment date and is included in the principal amount of the Vendor Loan on and following such interest payment date. The Vendor Loan matures on October 30, 2029, which maturity date may be extended at the Company's election up to three times, with each extension up to six months.

The Company made a voluntary prepayment of €100.0 million towards the Vendor Loan during the year ended September 30, 2024. No voluntary prepayments were made during the year ended September 30, 2025.

Senior Notes

On April 29, 2021, Birkenstock Financing S.*à* r.l. issued notes in an aggregate principal amount of €430.0 million in a debt offering (the "Senior Notes"). The Senior Notes are scheduled to mature on April 30, 2029 and bear interest of 5.25% annually. Additionally, the Company paid banking and issuance fees of €14.3 million, which are capitalized and being amortized to interest expense using the effective interest method over the life of the Senior Notes.

As per the prepayment clause included in the Senior Notes, the Company recognized this agreement as a hybrid financial instrument which included an embedded derivative. The embedded derivative component was separated from the non-derivative host in the consolidated statements of financial position at fair value. The changes in the fair value of the derivative financial instrument were recognized in the consolidated statements of comprehensive income. See Note 4 - *Fair value measurement* for additional details.

Pledges

In order to secure the Senior Notes, the Holding pledged 100% of its equity interests in Birkenstock Financing S.*à* r.l. in favor of the applicable security agent.

Guarantors

The following table presents the guarantors for the Term Loans, the Revolving Credit Facility and the Senior Notes:

Guarantor	Term Loans	Revolving Credit Facility	Senior Notes
1. Birkenstock Limited Partner S.*à* r.l.	Yes	Yes	Yes
2. Birkenstock Group B.V. & Co. KG	Yes	Yes	Yes
3. Birkenstock US BidCo Inc.	Yes	Yes	Yes
4. Birkenstock Components GmbH	Yes	Yes	Yes
5. Birkenstock Digital GmbH	Yes	Yes	Yes
6. Birkenstock Global Sales GmbH	Yes	Yes	Yes
7. Birkenstock IP GmbH	Yes	Yes	Yes
8. Birkenstock Productions Hessen GmbH	Yes	Yes	Yes
9. Birkenstock Productions Rheinland-Pfalz GmbH	Yes	Yes	Yes
10. Birkenstock Productions Sachsen GmbH	Yes	Yes	Yes
11. Birkenstock USA GP, LLC	Yes	Yes	Yes
12. Birkenstock USA, LP	Yes	Yes	Yes
13. Birkenstock USA digital LLC	Yes	Yes	Yes
14. Birkenstock Europe GmbH	Yes	Yes	No
15. Birkenstock Cosmetics GmbH	No	No	Yes
16. Birkenstock Cosmetics USA GP LLC	No	No	Yes
17. Birkenstock Cosmetics USA LP	No	No	Yes

Covenants

Term and Revolving Facilities Agreement

As part of the Term and Revolving Facilities Agreement that came into effect on August 2, 2024, as at March 31 and September 30 of each fiscal year, the Company's total net leverage ratio shall not exceed a ratio of 3.50:1.

As of September 30, 2025 and 2024, the Company was in compliance with all financial and non-financial covenants in its debt instruments.

16. TAX RECEIVABLE AGREEMENT

On October 10, 2023, the Holding entered into the Tax Receivable Agreement ("TRA") with MidCo (together with its permitted successors and assignees' shareholders, the "TRA Participants"). Pursuant to the TRA, the Company must make certain tax benefit payments (which are to be paid in cash in USD) to MidCo as consideration for the Company's repurchase of 5,648,465 of its ordinary shares from MidCo (please refer to Note 14 - *Equity*). The TRA requires the Company to make payments to the TRA Participants equal to 85% of certain tax savings (or expected tax savings) in respect of certain tax benefits resulting from the Transaction or that were otherwise available to the Company as of the date of the IPO. Under the TRA, the Company will retain the benefit of the remaining 15% of the applicable tax savings. The timing of payments under the TRA will vary depending upon a number of factors, including the amount, character and timing of the Company's taxable income in the future.

As of October 10, 2023, the future payments expected to be made under the TRA totaled approximately $239.4 million for the USD tranche and €298.9 million for the EUR tranche over the upcoming 12 years (equaling the approximate undiscounted TRA payments). The fair value (level 3 Fair Value assessment) of the liability for these future payments was determined to be €355.8 million as of October 10, 2023. At inception the fair value was calculated based on expected cash flows with an assumption regarding expected tax payments denominated in USD and EUR as well as discounting to a present value using the original discount rate. As the fair value is not less than the amount payable on demand and the TRA could have been terminated at inception, the fair value was determined under the assumption of an early termination. The fair value at inception, together with the respective expected cash flows, determined an effective interest rate for the USD and an effective interest rate for the EUR tranche.

Payments under the TRA are expected to be made in periods following the filing of a tax return in which the Company is able to utilize certain tax benefits to reduce taxes paid to a tax authority. The impact of any changes in the projected obligations under the TRA as a result of changes in the future taxable income, changes in tax legislation or tax rates, or other factors that may impact the Company's tax savings will be reflected in "Finance cost, net", in the consolidated statements of comprehensive income in the period in which the change occurs. As of September 30, 2025, the Company's estimate of the expected future undiscounted cash payments to be made under the TRA was updated to $236.1 million for the USD tranche and €273.4 million for the EUR tranche.

Subsequent to its inception, the TRA is measured at amortized cost taking into consideration the current expected cash flows from the USD tranche as well as EUR tranche and the original effective interest rate. The liability is discounted via the effective interest method and the expenses are recognized within "Finance cost, net." The TRA requires payments to be made in USD and for the EUR tranche to be translated to USD at a spot rate determinable on the date of filing the US tax return for the respective fiscal year. At the end of each reporting period, the Tax receivable agreement liability ("TRA liability") is remeasured to the Company's functional currency, EUR from USD, for both the USD cash flow tranche and any EUR cash flow tranche that has since been translated into USD under the terms of the agreement. The resulting foreign exchange gain or loss is recognized in the statements of comprehensive income (loss).

The total balance of the TRA liability as of September 30, 2025 amounted to €356.8 million, €54.4 million of which is classified as current. The total balance of the TRA liability as of September 30, 2024 amounted to €359.9 million, €15.3 million of which was classified as current.

See Note 6 – *Financial risk management objectives and policies* for the aggregate scheduled maturities of the TRA as of September 30, 2025.

17. INCOME TAX

The major components of income tax expense are as follows:

	Year ended September 30,		
	2025	**2024**	**2023**
Current income taxes	(101,054)	(78,366)	(50,849)
Deferred income taxes	(20,599)	(23,814)	(27,781)
Income tax expense	**(121,653)**	**(102,180)**	**(78,630)**

For the periods ended September 30, 2025, 2024 and 2023, the UK corporate income tax rate of 25% was used to calculate the current taxes. The Holding has its registered seat in Jersey whereas the effective place of management is

in the UK which gives rise to the Holding being subject to UK corporate income tax resulting in an application of the UK corporate income tax rate of 25% instead of the Jersey corporate income tax rate of 0%.

For the foreign subsidiaries, country-specific tax rates were used for each respective period. The calculation of deferred tax assets and deferred tax liabilities was based on tax rates that are likely to be applicable in the period of reversal of the deferred tax assets and deferred tax liabilities.

The income taxes calculated at the effective tax rate reconcile as follows:

	Year ended September 30,		
	2025	**2024**	**2023**
Net profit before tax	469,980	293,782	153,652
Expected income tax expense at a 25% statutory UK tax rate	**(117,495)**	**(73,446)**	**(38,413)**
Increased/ decreased by:			
- Non-deductible expenses for tax purposes	(2,936)	(2,175)	(2,699)
- Non-deductible share-based compensation	(18)	(1,098)	(19,880)
- Change in permanent items	—	—	687
- Minimum Taxation	—	(1,915)	—
- Income exempted from tax	—	1,247	—
- Previous year current taxes	1,689	(354)	(454)
- Previous year deferred taxes	1,318	(5,042)	(5,007)
- Changes in non-recognition of deferred tax assets on temporary differences/tax loss carry forwards	1,504	(11,369)	(8,400)
- Tax rate differences	(18,202)	(13,410)	(5,628)
- Tax rate changes	12,288	2,461	(142)
- Other	199	2,921	1,306
Effective income tax expense	**(121,653)**	**(102,180)**	**(78,630)**

During the year ended September 30, 2025, the gradual reduction of the German corporate income tax rate from 2028 to 2032 resulted in a deferred tax income of €11.6 million. This is reflected above in the Tax rate changes line item.

The net deferred tax assets and liabilities mainly relate to the following differences between IFRS and the tax base are shown in the following table:

	September 30, 2025		**September 30, 2024**	
	Assets	Liabilities	Assets	Liabilities
Trade receivables	49	155	45	149
Inventories	60,608	3,390	64,093	4,385
Other current assets	73	5,134	79	2,413
Property, plant and equipment	3,073	10,676	6,712	9,580
Right-of-use assets	—	46,332	—	45,681
Intangible assets	—	220,607	—	204,456
Other current financial liabilities	11,567	—	12,025	—
Other current liabilities	794	1,637	2,450	926
Current provisions	14,420	1,837	10,103	3,012
Other non-current financial liabilities	39,958	6,532	37,712	7,364
Tax loss and interest carryforwards	13,885	—	13,861	—
Deferred tax assets (liabilities)	**144,427**	**296,300**	**147,080**	**277,966**
Offsetting	(132,871)	(132,871)	(146,963)	(146,963)
Deferred tax assets (liabilities) on balance sheet	**11,556**	**163,429**	**117**	**131,003**

The deferred taxes developed as follows:

	September 30, 2025	September 30, 2024
Net amount at October 1	**(130,886)**	**(109,794)**
thereof deferred tax assets	117	—
thereof deferred tax liabilities	(131,003)	(109,794)
Taxes charged:		
to income statement	(20,599)	(23,814)
to other comprehensive income		
Exchange differences	(388)	2,722
Net amount at September 30	**(151,873)**	**(130,886)**
thereof deferred tax assets	11,556	117
thereof deferred tax liabilities	(163,429)	(131,003)

For the following (gross) items, no deferred taxes were recognized:

	September 30, 2025	September 30, 2024
Tax loss carry forwards	72,811	99,851

Tax loss carry forwards mainly relate to the Company and foreign entities, which can be carried forward indefinitely. However, due to insufficient projected future taxable income, no deferred taxes on the aforementioned tax loss carry forwards were recognized for the respective periods.

The Company did not recognize deferred tax liabilities for income taxes or foreign withholding taxes on the cumulative earnings of subsidiaries of €704.0 million as of September 30, 2025 and €597.5 million as of September 30, 2024 as these are intended to be reinvested.

The Company is subject to the global minimum top-up tax under Pillar Two tax legislation. The impact of Pillar Two was not significant during the year ended September 30, 2025.

18. TRADE AND OTHER PAYABLES AND ACCRUED LIABILITIES

	September 30, 2025	September 30, 2024
Trade payables	72,120	74,680
Other payables	63,883	61,600
Trade and other payables	**136,003**	**136,280**

Other payables consist of refund liabilities, other liabilities for invoices not yet received or not yet approved and still under review at period end.

	September 30, 2025	September 30, 2024
Accruals for personnel	25,414	21,969
Accruals for audit fees	3,915	4,283
Other accruals	2,893	3,159
Accrued liabilities	**32,222**	**29,411**

Other accruals consist primarily of accruals for litigations, commission, and other levies.

19. PROVISIONS

The development of the provisions are as follows:

	Personnel obligations	Legal	Other	Total
September 30, 2023	**17,175**	**10,136**	**13,974**	**41,285**
Additions	22,830	—	1,629	24,459
Utilization	(12,243)	—	(11,428)	(23,671)
Reversals	(1,642)	(2,520)	(293)	(4,455)
Transfer to accruals	—	(1,145)	—	(1,145)
Impact of foreign currency translation	(277)	—	(165)	(442)
September 30, 2024	**25,843**	**6,471**	**3,717**	**36,031**
thereof current	*22,908*	*6,471*	*1,785*	*31,164*
thereof non-current	*2,935*	—	*1,932*	*4,867*
Additions	25,901	584	4,093	30,578
Utilization	(20,715)	—	(1,879)	(22,594)
Reversals	(2,339)	(438)	(45)	(2,822)
Impact of foreign currency translation	(329)	—	(113)	(442)
September 30, 2025	**28,361**	**6,617**	**5,773**	**40,751**
thereof current	*25,467*	*6,617*	*4,254*	*36,338*
thereof non-current	*2,894*	—	*1,519*	*4,413*

Provision for Personnel Obligations

The provision for personnel obligations relates to expected employee benefit obligations. These employee benefit obligations include but are not limited to leave, and annual bonuses. Management recognizes provisions for personnel obligations for recognizable risks and uncertain liabilities and measures these provisions at the settlement amount required in accordance with reasonable commercial judgment.

Provision for Legal

The provision for legal is the estimated contingencies related to litigation with the Company's counterparties. Management recognizes provisions for legal for recognizable risks and uncertain liabilities and measures these provisions at the settlement amount required in accordance with reasonable commercial judgment (see Note 28 – *Commitments and contingencies*).

Provision for Other

The provision for other primarily relates to the expected sales returns of damaged goods sold to be repaired. Warranties are subject to the local regulations of the respective sale jurisdiction. Legal warranties for sales made to business customers vary and are subject to terms per contractual agreement. Management recognizes provisions for warranties for recognizable risks and uncertain liabilities and measures these provisions at the settlement amount required in accordance with reasonable commercial judgment.

Additionally, provision for other includes asset retirement obligations from right-of-use assets and onerous contracts.

20. Government Grant

	Government Grant
September 30, 2023	**10,634**
Pledged during the year	239
Released to the statement of comprehensive income	(499)
September 30, 2024	**10,374**
thereof current	—
thereof non-current	*10,374*
Pledged during the year	—
Released to the statement of comprehensive income	(505)
September 30, 2025	**9,869**
thereof current	—
thereof non-current	*9,869*

In the year ended September 30, 2023 the Company was awarded a government grant by the state of Mecklenburg-Vorpommern, amounting up to €11.3 million, conditional on the investment in a production facility and the creation of 400 permanent jobs in Pasewalk, Germany. The grant is recognized as deferred income and is released to the statement of comprehensive income over the useful life of the respective assets. €1.9 million and €8.7 million of cash was received from the state of Mecklenburg-Vorpommern during the years ended September 30, 2025 and 2024, respectively. Both cash receipts were recorded as a reduction of the other financial assets. See Note 13 - *Other Assets*.

21. OTHER CURRENT LIABILITIES

	September 30, 2025	September 30, 2024
VAT payable	11,849	7,541
Non-income tax liabilities	3,371	4,072
Other	1,454	1,881
Other current liabilities	**16,674**	**13,494**

22. REVENUE FROM CONTRACTS WITH CUSTOMERS

For disaggregation of revenue by geography refer to Note 5 – *Segment information*. Disaggregation of revenue by sales channels was as follows:

	Year ended September 30,		
	2025	2024	2023
B2B	1,297,933	1,083,721	887,957
DTC	794,797	716,687	598,664
Other	4,699	4,282	5,290
Revenue	**2,097,429**	**1,804,690**	**1,491,911**

Our B2B and DTC channels generate revenue across each of our reportable segments, with B2B revenue being more prominent in each segment. The distribution between B2B and DTC revenue in our reportable segments approximates the distribution of the consolidation group.

For details on assets related to contracts with customers refer to Note 12 – *Trade and other receivables*. Trade receivables as shown in the consolidated statements of financial position relate to the sale of products and other revenue.

The balance of contract liabilities as of each year end is fully recognized as revenue within the next fiscal year.

23. OPERATING EXPENSES

	Year ended September 30,		
	2025	**2024***	**2023***
Cost of sales	(30,117)	(20,213)	(14,785)
Selling and distribution expenses	(43,390)	(38,304)	(28,883)
General and administrative expenses	(9,565)	(13,647)	(11,173)
Total depreciation	**(83,072)**	**(72,164)**	**(54,841)**
Cost of sales	(348)	(548)	(58)
Selling and distribution expenses	(26,343)	(26,740)	(26,492)
General and administrative expenses	(1,975)	(950)	(2,022)
Total amortization	**(28,666)**	**(28,238)**	**(28,572)**
Cost of sales	(216,126)	(193,091)	(153,868)
Selling and distribution expenses	(115,603)	(98,572)	(87,963)
General and administrative expenses	(56,790)	(52,506)	(113,905)
Total personnel costs	**(388,519)**	**(344,169)**	**(355,736)**
Cost of sales	(1,470)	(764)	—
Selling and distribution expenses	(289)	(126)	—
General and administrative expenses	(43)	—	—
Total impairment	**(1,802)**	**(890)**	—

*Figures for the years ended September 30, 2024 and 2023 have been conformed to the current period presentation.

Additionally, Selling and distribution expenses predominantly consists of selling and marketing expenses as well as logistics expenses. Selling and marketing expenses amount to €184.5 million, €159.2 million, and €129.5 million during the years ended September 30, 2025, 2024 and 2023, respectively. Logistics expenses amounted to €148.4 million, €149.6 million and €89.4 million during the years ended September 30, 2025, 2024 and 2023, respectively.

The personnel costs line items above capture expenses relating to social security benefits, including the governmental retirement plan in Germany and four defined contribution plans for employees in the United States as described below:

German Governmental Plan

The Company pays the employer's contribution for the social security monthly, which includes 9.3% of the gross salary of each employee for the governmental retirement scheme.

The Company's contribution to the German Governmental Plan amounted to €19.0 million, €17.5 million and €15.0 million during the years ended September 30, 2025, 2024 and 2023, respectively.

U.S. Defined Contribution Plans

In the United States, the Company participates in three defined contribution plans ("DC plans"): Safe Harbor 401(K) Contribution, Profit Share, and Non-Qualified Deferred Compensation Plan. The Company's contribution to these DC

plans amounted to €2.2 million, €1.9 million, and €1.6 million for the years ended September 30, 2025, 2024 and 2023, respectively.

24. FOREIGN EXCHANGE GAIN (LOSS)

	Year ended September 30,		
	2025	**2024**	**2023**
Realized FX loss	(20,102)	(23,835)	(15,645)
Unrealized FX gain (loss)	18,149	4,194	(20,411)
Foreign exchange loss	**(1,953)**	**(19,641)**	**(36,056)**

The Foreign exchange loss is primarily driven by fluctuations in the USD to Euro foreign exchange rate on intercompany receivables for inventory and intercompany loans. In particular, Birkenstock Global Sales GmbH, a subsidiary of the Company, transfers inventory from our fulfillment centers/production sites in Germany to the third-party fulfillment center of our subsidiary in the U.S., for which the intercompany invoices are denominated in USD. The related trade receivables due to Birkenstock Global Sales GmbH are paid at a later date at the prevailing foreign exchange rate. Additionally, €10.8 million and €8.9 million of the unrealized foreign exchange gain during the years ended September 30, 2025 and 2024, respectively, is due to the remeasurement of the USD cash flow tranche of TRA liability to the Holding's Euro functional currency. See Note 6 – *Financial risk management objectives and policies*.

The Euro/USD foreign exchange rates are as follows:

	Euro/USD exchange rates		
	FX-rate at the beginning of the period	**FX-rate at the end of the period**	**Change of FX-rate during the period in %**
Year ended September 30, 2025	1.12	1.17	5%
Year ended September 30, 2024	1.06	1.12	6%
Year ended September 30, 2023	0.97	1.06	9%

25. FINANCE RESULT

	Year ended September 30,		
	2025	**2024**	**2023**
Interest expense - loans	(58,942)	(86,215)	(117,564)
Interest expenses - TRA	(7,632)	(12,975)	—
Interest expense - leases	(8,996)	(9,402)	(5,721)
Amortization of transaction costs	501	(28,409)	(6,150)
Reclassification from OCI to profit or loss from cash flow hedge	—	(2,665)	(272)
Change in FV of senior notes derivative asset	(9,813)	3,814	18,561
Interest income - bank	7,006	8,036	2,397
Other	(1,688)	516	1,713
Finance cost, net	**(79,564)**	**(127,300)**	**(107,036)**

Finance costs, net primarily includes interest on the Company's loans and borrowings, which decreased to due prepayments made during the years ended September 30, 2025 and 2024. During the year ended September 30, 2024, the extinguishment of the Senior Term Facilities Agreement resulted in the accelerated amortization of the transaction costs. See Note 15 – *Loans and borrowings.* Additionally, the TRA was introduced during the year ended September 30, 2024, which resulted in additional finance cost due to the unwinding of the discounting.

26. EARNINGS PER SHARE

Basic and diluted earnings per share is calculated by dividing net profit attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the reporting year.

The calculation of earnings per share is as follows:

	Year ended September 30,		
	2025	2024	2023
Weighted number of outstanding shares	186,507,512	187,599,357	182,721,369
Number of shares with dilutive effects	—	—	—
Weighted number of outstanding shares (diluted and undiluted)	186,507,512	187,599,357	182,721,369
Profit attributable to ordinary shareholders	**348,327**	**191,602**	**75,022**
Basic	**1.87**	**1.02**	**0.41**
Diluted	**1.87**	**1.02**	**0.41**

The Company`s management investment plan has no dilutive effect on the earnings per share calculation as all granted awards were settled by an immediate parent rather than by the Company itself. For further information please refer to Note 27 – *Share-based compensation.*

27. SHARE-BASED COMPENSATION

Selected senior executives of Birkenstock management were given an opportunity to participate in the MIP of MidCo and to indirectly invest in MidCo by purchasing a partial limited partnership interest in, and becoming a limited partner of, BK LC Manco GmbH & Co. KG, a German limited partnership, which holds certain ordinary shares in MidCo, a Luxembourg limited liability company, which is the immediate parent of Birkenstock.

In March 2023, awards for 1,197,100 shares of BK LC Manco GmbH & Co. KG were granted in five separate tranches each representing 20% of the shares. The MIP was accounted for as equity-settled share-based payment transaction in scope of IFRS 2 with a vesting period up to four years. 20% of the awards were to vest after each year of service provided with the last 20% vesting only with an occurrence of an exit. As of the grant date, the Company deemed it more likely than not that an exit event would occur more than 12 months after the grant. Therefore, for the first 20% tranche, the occurrence of an exit event was accounted for as a market condition and was included in the grant date fair value of the awards. For the remaining tranches, the occurrence of an exit event was accounted for as a non-market vesting condition. The Company considered several scenarios for the timing of the exit event and assigned appropriate probabilities to them.

The weighted average fair value of the awards granted under the MIP was €57.57.

The fair value at grant date was estimated using a DCF model and then a Black-Scholes option pricing model, weighted for the assigned probability of each exit event date scenario. The model took into account, among other things, a self-investment as well as the potential development of Birkenstock's ordinary redeemable share price. The historical volatility was derived from a peer group. The ordinary redeemable share price of €72.23 was determined based on the following assumptions:

	Grant date March 10, 2023
Average revenue growth rates (2023-2027) (%)	16.5%
Average EBITDA margin (2023-2027) (%)	31.0%
Terminal growth rate (2023-2027) (%)	1.5%
After-tax discount rate (%)	9.9%
Average capital expenditure investments	€85.8million
Dividend yield (%)	0.0%
Expected volatility (%)	34.4%
Expected time period (years) (weighted average of the assumed exit event date scenarios)	1.1
Risk free interest rate (%) (weighted average of the assumed exit event date scenarios)	3.2%

If an exit event of the Company, which is defined as initial public offering or sale, took place during the vesting period, the entire award would be immediately fully vested. Accordingly, the vesting period was variable and was subject to re-estimation each reporting date, based on expected timing of an exit event.

As the Company closed its IPO on October 13, 2023, the entire award fully vested during the year ended September 30, 2024, and the Company recognized €0.4 million and €3.2 million of share-based compensation expenses related to the MIP in "Selling and distribution expenses" and "General and administrative expenses", respectively. During the year ended September 30, 2023, the Company recognized €7.4 million and €58.0 million of share-based compensation expenses related to the MIP in "Selling and distribution expenses" and "General and administrative expenses", respectively. The Company incurred no expenses related to the MIP during the year ended September 30, 2025.

28. COMMITMENTS AND CONTINGENCIES

Commitments

In the normal course of its business, the Company enters into purchase obligations related to property, plant and equipment and intangible assets that do not meet the criteria for recognition as at period-end as the asset has not been received and/or costs have not been incurred. The Company also enters into certain lease contracts for buildings and vehicles, which do not meet the criteria for recognition as a lease liability as at each period-end.

The aggregated expected commitments are as follows:

	September 30, 2025	September 30, 2024
Purchase commitments	43,526	25,778
Future lease payments*	6,090	13,598
Total	**49,616**	**39,376**

*Relates to leases not yet commenced to which the Company is committed via signed contracts.

On September 23, 2025 the Company signed an agreement for the purchase of a building and undeveloped land in Wittichenau, Germany, for a purchase price of €18.0 million. As the Company did not have control of the property as of September 30, 2025, it is included as part of the above purchase commitments. See in Note 31– *Subsequent events*.

Contingencies

The Company is defending an action brought by a French distributor as a result of the termination of a business relationship. The plaintiff's initial claim amounted to €94.7 million. On January 25, 2024, the commercial court of Nancy, France, delivered its ruling in favor of the Company. The plaintiff appealed against the decision of the commercial court of Nancy on March 14, 2024 and filed their briefing and claim with the Paris Court of Appeal on June 14, 2024. The Company filed its briefing in response on November 12, 2024. The plaintiff reduced some of its claims but also introduced a new claim. In appeal, their claims total approximately €41.6 million. This change is mainly because the plaintiff made no claim in the appeal regarding the alleged loss of clientele. A court decision on the appeal is not expected before the end of calendar year 2025. The Company has recognized a provision for management's best estimate of probable cash outflow.

29. RELATED PARTY DISCLOSURES

In the course of the Company's ordinary business activities, the Company enters into related party transactions with its shareholders and key management personnel.

Parent and ultimate controlling party

The ultimate controlling party of the Company is *L* Catterton.

Transactions with key management personnel

Key management personnel for the periods presented consisted of our Chief Executive Officer, Chief Financial Officer (current and former), Chief Communications Officer, Chief Legal Officer, Chief Product Officer, Chief Sales Officer, former Chief Technical Operations Officer, President Europe, President Americas and the Board of Directors.

Key management compensation is comprised of the following:

	Year ended September 30,		
	2025	2024	2023
Short-term employee benefits	19,146	16,964	16,436
Long-term employee benefits	430	-	244
Post-employment benefits	760	810	732
Termination benefits	476	19	2,053
Share-based compensation	281	2,952	54,752
Total	**21,093**	**20,745**	**74,217**

During both the years ended September 30, 2025 and 2024, director compensation amounted to €0.5 million.

Additionally, certain non-employee directors are granted restricted share units ("RSUs") annually with a total grant date value of €0.3 million. During both the years ended September 30, 2025 and 2024, the Company incurred €0.3 million in RSU related expenses. The Company incurred no director expenses during the year ended September 30, 2023.

Key management personnel transactions

During the year ended September 30, 2024, the Company paid personal income taxes of €11.4 million ($12.6 million) for the fully vested MIP program on behalf of key management personnel. This receivable was non-interest bearing which was paid back in full in the same fiscal year.

The Company maintains a long-term business relationship related to the production of advertising content with a model agency, owned by a family member of our Chief Executive Officer. The Company incurred marketing expenses in the amount of €0.1 million, €0.1 million and €0.2 million during the years ended September 30, 2025, 2024 and 2023, respectively.

The Company leased administrative buildings from Ockenfels Group GmbH & Co. KG (“Ockenfels”), an entity managed by our Chief Executive Officer and controlled by AB-Beteiligungs GmbH and CB Beteiligungs GmbH & Co. KG, (collectively, the "Predecessor Shareholders") and made lease payments in the amount of €0.5 million during each of the years ended September 30, 2025, 2024 and 2023. The lease liability amounted to €0.9 million and €1.3 million as of September 30, 2025 and 2024, respectively. The corresponding right-of-use assets amounted to €0.8 million and €1.2 million as of September 30, 2025 and 2024, respectively. Additionally, as of September 30, 2025 and September 30, 2024, the Company also had payables due to Ockenfels in the amount of €1.8 million (Other financial liabilities - current), relating to taxes from activities prior to the Transaction, which was received on behalf of the Predecessor Shareholders.

As of September 30, 2025 and September 30, 2024, the Company had outstanding receivables of €9.8 million (Other current assets) due from Ockenfels, predominantly relating to trade and value added taxes in connection with the Transaction in 2021 and to be reimbursed by Ockenfels in accordance with the agreements governing the Transaction. Additionally, the Company recognized income of €0.1 million during the year ended September 30, 2025 for tax services provided to Ockenfels related to the Transaction. No income regarding this item was recognized during the years ended September 30, 2024 and 2023.

Other related party transactions

Transactions with other related parties primarily consisted of consulting fees for management services provided by and expenses reimbursed to *L* Catterton Management Company LLC and other entities affiliated with *L* Catterton. The Company incurred €0.2 million, €0.3 million and €0.4 million in expenses during the years ended September 30, 2025, 2024 and 2023, respectively.

The Company made sales to LVMH affiliated entities in the amounts of €0.7 million, €0.7 million and €2.3 million during the years ended September 30, 2025, 2024 and 2023, respectively.

As of September 30, 2025, the Company has a lease liability of €0.8 million owed to CB Beteiligungs GmbH & Co. KG. As of September 30, 2024, the lease liability amounted to €0.2 million. The corresponding right-of-use asset amounted to €0.7 million and €0.2 million as of September 30, 2025 and 2024, respectively.

As described in Note 14 – *Equity,* the Company repurchased 3,927,344 ordinary shares from MidCo for €176.4 million during the year ended September 30, 2025.

As described in Note 16 - *Tax Receivable Agreement*, in October 2023 the Company entered into the TRA with the pre-IPO shareholder MidCo. There were no payments made under the TRA during the year ended September 30, 2025. The outstanding balance of the TRA liability as of September 30, 2025 was €356.76 million and €359.89 million as of September 30, 2024.

30. COMPOSITION OF THE COMPANY

See accounting policy in Note 3 – *Accounting Policies – Consolidation of subsidiaries.*

The wholly-owned subsidiaries shown below consist of those necessary to understand the composition of the Company and include the material subsidiaries in each region that the Company operates as well as those subsidiaries associated

with debt arrangements, leasing, logistic, and production activities. There were no material changes to the composition of the Company during the year ended September 30, 2025.

Name of subsidiary	Registered in
Birkenstock Canada Ltd.	Canada
Birkenstock Components GmbH	Germany
Birkenstock Cosmetics GmbH	Germany
Birkenstock Digital GmbH	Germany
Birkenstock Europe GmbH	Germany
Birkenstock Financing S.à r.l.	Luxembourg
Birkenstock France SAS	France
Birkenstock Global Sales GmbH	Germany
Birkenstock Group B.V. & Co. KG	Germany
Birkenstock IP GmbH	Germany
Birkenstock India Private Ltd.	India
Birkenstock Injections GmbH	Germany
Birkenstock Japan Limited	Japan
Birkenstock Logistics GmbH	Germany
Birkenstock MEA FZ LLC	UAE
Birkenstock Netherlands B.V.	Netherlands
Birkenstock Nordic ApS	Demark
Birkenstock Real Estate GmbH	Germany
Birkenstock Product GmbH	Germany
Birkenstock Productions Hessen GmbH	Germany
Birkenstock Productions Rheinland-Pfalz GmbH	Germany
Birkenstock Productions Sachsen GmbH	Germany
Birkenstock Spain S.L.U.	Spain
Birkenstock Trading (Shanghai) Co. Ltd.	China
Birkenstock UK Ltd.	United Kingdom
Birkenstock US BidCo Inc.	USA
Birkenstock USA LP	USA
S&CC Portugal Unipessoal, Lda.	Portugal
Birkenstock Korea Ltd.	South Korea

31. SUBSEQUENT EVENTS

Acquisition of a production and logistics facility

On October 9, 2025, the Company paid in cash the net purchase price of €18.0 million for, and took possession of, a production and logistics facility in Wittichenau, Germany. As the purchase agreement was signed on September 23, 2025, the €18.0 million is included as part of purchase commitments in Note 28 – *Commitments and contingencies*. The acquisition will be completed upon entry of the transfer of ownership in the land registry (*Grundbuch*), which is expected to occur during the quarter ending March 31, 2026. The Company intends to use the property as production and logistics facility, which will be accounted for by the Company as an asset acquisition during the year ending September 30, 2026.

Acquisition of Birkenstock Australia Pty. Ltd.

On October 23, 2025, Birkenstock International Asia GmbH completed the acquisition of Birkenstock Australia Pty. Ltd. ("Birkenstock Australia"), the Company's long-standing distributor in Australia. Birkenstock International Asia GmbH acquired 100% of the shares and all assets and liabilities of the acquired entity. This acquisition was made to invest in the Australian market and to further unlock growth potential in the APAC region. The acquisition is accounted for as a business combination using the acquisition method.

The preliminary base purchase price for the transaction is AUD $27.0 million (€15.1 million), exclusive of working capital and purchase price adjustments. The preliminary purchase price is subject to post-close adjustments to be finalized

within the next months. The first tranche of the purchase price of AUD $9.0 million (€5.0 million) was paid on the closing date of the transaction. The second tranche (total purchase price, less the first tranche, escrow amount, and working capital adjustments) and the AUD $3.0 million escrow amount will be paid no earlier than six months after the first tranche payment date. The escrow amount will be released eighteen months after the first tranche payment.

The Company is in the process of performing a preliminary allocation of total consideration to the underlying assets acquired and liabilities assumed based on their estimated fair value as of the acquisition date in accordance with IFRS 3.

Exhibit 2.1

DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED UNDER SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

The following description of the share capital of Birkenstock Holding plc (the "Company," "we," "us" and "our") and certain provisions of our amended and restated memorandum and articles of association (as amended, our "Memorandum of Association" and "Articles of Association," respectively) is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to our Memorandum of Association and Articles of Association, which are incorporated by reference as an exhibit to the Annual Report on Form 20-F of which this exhibit forms a part. We encourage you to read the Memorandum of Association and Articles of Association for additional information.

Overview

We are a public limited company incorporated under Jersey law, with registered number 148522. Our affairs are governed by Jersey law, including the Companies (Jersey) Law 1991, as amended ("Jersey Companies Law"), and by our Articles of Association. Our registered office is 47 Esplanade, St Helier, Jersey JE1 0BD, Channel Islands. The Jersey register is the Companies Registry maintained by the Jersey Financial Services Commission.

Our authorized share capital consists of an unlimited number of ordinary shares, no par value and an unlimited number of preferred shares, no par value.

Ordinary Shares

As of September 30, 2025, 183,906,056 ordinary shares, no par value, were issued and outstanding. All outstanding ordinary shares are registered shares and are validly issued, fully paid and non-assessable. The ordinary shares do not have pre-emptive, subscription or redemption rights. Neither our Memorandum of Association or Articles of Association nor the laws of Jersey restrict in any way the ownership or voting of ordinary shares held by non-residents of Jersey.

Our board of directors may issue authorized but unissued ordinary shares without further shareholder action, unless shareholder action is required by applicable law or by the rules of a stock exchange or quotation system on which any series of our shares may be listed or quoted.

The rights of the holders of ordinary shares are governed by Jersey law and by our Articles of Association. These rights differ in certain respects from the rights of shareholders in typical United States corporations. See "*Item 10. Additional Information—B. Memorandum and Articles of Association—Comparison of Delaware Corporate Law and Jersey Corporate Law*" in the Annual Report on Form 20-F of which this exhibit forms a part for a description of the principal differences between the provisions of the Jersey Companies Law applicable to us and the Delaware General Corporation Law relating to shareholders' rights and protections.

Our ordinary shares are listed on the New York Stock Exchange under the symbol "BIRK."

Articles of Association

Dividend and Liquidation Rights

Holders of ordinary shares are entitled to receive equally, share for share, any dividends that may be declared in respect of our ordinary shares by the board of directors out of funds legally available therefor. In the event of our liquidation, after satisfaction of liabilities to creditors, holders of ordinary shares are entitled to share pro rata in our net assets. Such rights may be affected by the grant of preferential dividend or distribution rights to the holders of a class or series of preferred shares that may be authorized in the future. Our board of directors has the power to declare such interim dividends as it determines.

Declaration of a final dividend (not exceeding the amounts proposed by our board of directors) requires shareholder approval by adoption of an ordinary resolution. Failure to obtain such shareholder approval does not affect previously paid interim dividends. Our Articles of Association provide that any dividend which has remained unclaimed for a period of 10 years from the date of declaration thereof shall if the board of directors so resolve be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

Voting, Shareholder Meetings and Resolutions

Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of holders of ordinary shares, including the appointment of directors. These voting rights may be affected by the grant of any special voting rights to the holders of a class or series of preferred shares that may be authorized in the future. Pursuant to Jersey law, an annual general meeting shall be held once every calendar year at the time (within a period of not more than 18 months after the last preceding annual general meeting) and at the place as may be determined by the board of directors. The quorum required for a meeting of shareholders consists of shareholders present in person or by proxy who hold or represent between them a majority of the outstanding shares entitled to vote at such meeting.

Extraordinary and general meetings are called by the directors or by requisition of the shareholders (subject to certain conditions) giving 14 clear days' notice to shareholders. A shareholder meeting may be held at shorter notice, in the case of an annual general meeting by all the shareholders entitled to attend and vote at such meeting or in the case of any other meeting by a majority of the shareholders having a right to attend and vote at the meeting being a majority together holding not less than the minimum percentage of voting rights prescribed by Jersey law. The notice of a shareholder meeting shall specify the place, day and time of the business and the general nature of the business to be discussed. Shareholders of record are entitled to attend extraordinary and general meetings of the Company and may appoint one or more proxies to attend and vote instead of them. The Company's auditors (if any) and our directors are also able to attend shareholder meetings.

An ordinary resolution (such as a resolution for the declaration of a final dividend) requires approval by the holders of a majority of the voting rights represented at a meeting, in person or by proxy, and voting thereon.

A special resolution (such as a resolution to amend the Memorandum or the Articles of Association) requires approval by the holders of two thirds of the voting rights represented at a meeting, in person or by proxy, and voting thereon.

There are no provisions in the Jersey Companies Law or our Articles of Association relating to cumulative voting.

Amendments to Governing Documents

A special resolution (such as, for example, a resolution amending our Memorandum of Association or Articles of Association or approving any change in authorized capitalization, or a liquidation or winding-up) requires approval of the holders of two-thirds of the voting rights represented at the meeting, in person or by proxy, and voting thereon. A special resolution can only be considered if shareholders receive at least 14 days' prior notice of the meeting at which such resolution will be considered.

Requirements for Advance Notification of Shareholder Nominations and Proposals

Our Articles of Association establish advance notice and related procedures with respect to shareholder proposals and nomination of candidates for election as directors. In brief, not more than 120 and at least 90 clear days' notice expiring on the anniversary of the preceding annual general meeting and containing certain prescribed information is to be given of any shareholder(s) holding at least 10% of the

total voting rights of the shareholders who have the right to vote at general meetings to propose any person for election as a director.

Limits on Written Consents

At any time that *L* Catterton and its affiliates (the "Principal Shareholder") own at least 40% of the Company's voting power, shareholders are permitted to take action by written consent if approved by a majority of the voting power of the Company, or two-thirds of the voting power of the Company, when required by Jersey law. At any time that our Principal Shareholder owns less than 40%, shareholder action by written consent is not permitted and shareholder approval may only occur at an annual or special meeting of shareholders.

Notices

Each shareholder of record is entitled to receive at least 14 days' prior notice (excluding the day of notice and the day of the meeting) of an ordinary shareholders' meeting and of any shareholders' meeting at which a special resolution is to be adopted. For the purposes of determining the shareholders entitled to notice and to vote at the meeting, the board of directors may fix a date as the record date for any such determination.

Modification of Class Rights

The rights attached to any class (unless otherwise provided by the terms of issue of that class), such as voting, dividends and the like, may be varied with the sanction of an ordinary resolution passed at a separate general meeting of the holders of the shares of that class.

Directors

Powers of Directors. The business of the Company is managed by the board of directors. The board of directors may exercise all powers that are not required under the Jersey Companies Law or under our Articles of Association to be exercised by the Company in a general meeting. These powers include borrowing powers, which may be varied by an amendment to the Articles of Association.

Director Quorum and Interests. A director notwithstanding their interest may be counted in the quorum present at any meeting at which any contract or arrangement in which they are interested is considered and they may vote in respect of any such contract or arrangement, except those concerning their own terms of appointment.

Election and Removal of Directors. The ordinary shares do not have cumulative voting rights in the election of directors. As a result, the holders of ordinary shares that represent more than 50% of the voting power have the power to elect any of our directors who are up for election. In accordance with our Articles of Association, our directors are divided into three classes serving staggered three-year terms. At each annual meeting of shareholders, our directors are elected to succeed the class of directors whose terms have expired. As a result, only one class of directors is elected at each annual meeting of our shareholders, with the other classes continuing for the remainder of their respective three-year terms. There are no share ownership requirements for a director's qualification.

Our board of directors consists of seven directors. Our Articles of Association state that at any time that our Principal Shareholder owns at least 40% of the voting power of the Company, directors may be removed with or without cause by a majority of the voting power of the then-outstanding ordinary shares of the Company entitled to vote thereon. At any time that our Principal Shareholder owns less than 40% of voting power, directors may be removed only for cause and by an affirmative vote of at least 66 2/3% in voting power of the then-outstanding ordinary shares of the Company entitled to vote thereon. Our board of

directors has sole power to fill any vacancy occurring as a result of the death, disability, removal or resignation of a director or as a result of an increase in the size of the board of directors.

Change in Control

The Articles of Association do not contain a specific provision that delays, defers or prevents a change in control of the Company or that would operate only with respect to a merger, acquisition or corporate restructuring involving the Company or any of its subsidiaries. Subject to the restrictions in our Articles of Association, our Articles of Association give the board of directors the right to provide for other classes of shares, including series of preferred shares, out of the authorized but unissued share capital, which could be utilized for a variety of corporate purposes, including future offerings to raise capital for corporate purposes or for use in employee benefit plans. Where the United Kingdom City Code on Takeovers and Mergers does not apply to a company, Jersey law does not prohibit a company from adopting a shareholder rights plan, or "poison pill," which could prevent a takeover attempt and also preclude shareholders from realizing a potential premium over the market value of their shares. Please also see below "*Other Jersey, Channel Islands Law Considerations.*"

Ownership Disclosure

The Articles of Association do not contain a provision requiring the disclosure of shareholder ownership at a certain threshold.

Capital Calls

The Articles of Association do not include any further capital requirements to be made by shareholders. Our directors may, subject to the conditions of the allotment of shares, make calls upon shareholders in respect of any monies unpaid on their shares, with 14 clear days' notice specifying the time or times and place of payment.

Substantial Holdings

The Articles of Association do not contain a provision that discriminates against any existing or prospective holder of securities as a result of a shareholder owning a substantial number of shares.

Sinking Fund Provisions

The Articles of Association do not contain sinking fund provisions.

Other Jersey, Channel Islands Law Considerations

Purchase of Own Shares

As with declaring a dividend, we may not buy back or redeem (to the extent redeemable) our shares unless our directors who are to authorize the buyback or redemption have made a statutory solvency statement that, immediately following the date on which the buyback or redemption is proposed, the Company will be able to discharge its liabilities as they fall due and, having regard to prescribed factors, the Company will be able to continue to carry on business and discharge its liabilities as they fall due for the 12 months immediately following the date on which the buyback or redemption is proposed (or until the Company is dissolved on a solvent basis, if earlier).

If the above conditions are met, we may purchase shares in the manner described below.

We may purchase on a stock exchange our own fully paid shares pursuant to a special resolution of our shareholders. The resolution authorizing the purchase must specify the maximum number of shares to

be purchased; the maximum and minimum prices which may be paid; and a date, not being later than five years after the passing of the resolution, on which the authority to purchase is to expire.

We may purchase our own fully paid shares otherwise than on a stock exchange with the sanction of a special resolution of our shareholders, but only if the purchase is made on the terms of a written purchase contract which has been approved by an ordinary resolution of our shareholders. The shareholder from whom we propose to purchase or redeem shares is not entitled to take part in such shareholder vote in respect of the shares to be purchased.

We may fund a redemption or purchase of our own shares from any source. We cannot purchase our shares if, as a result of such purchase, only redeemable shares would remain in issue.

In addition to the above and subject to the provisions of the Jersey Companies Law, where we wish to purchase our own ordinary shares, our board of directors shall have the authority pursuant to our Articles of Association to instead elect to convert any or all of those shares into redeemable shares that shall be redeemed upon such terms and conditions as our board of directors may decide at the relevant time. Our board of directors may convert, and we may redeem, any relevant shares in accordance with this power as they in their absolute discretion decide and there shall be no obligation on our board of directors or us to offer to convert and redeem any other shares held by any other shareholder and no shareholder shall have any right to require their shares to be considered for conversion and redemption.

If authorized by a resolution of our shareholders, any shares that we redeem or purchase may be held by us as treasury shares. Any shares held by us as treasury shares may be cancelled, sold, transferred for the purposes of or under an employee share scheme or held without cancelling, selling or transferring them. Shares redeemed or purchased by us are cancelled where we have not been authorized to hold these as treasury shares.

Mandatory Purchases and Acquisitions

The Jersey Companies Law provides that where a person has made an offer to acquire a class of all of our outstanding shares not already held by the person and has as a result of such offer acquired or contractually agreed to acquire 90% or more of such outstanding shares to which the offer relates, that person is then entitled (and may be required) to acquire the remaining shares on the terms of the offer. In such circumstances, a holder of any such remaining shares may apply to the Jersey court for an order that the person making such offer not be entitled to purchase the holder's shares or that the person purchase the holder's shares on terms different to those under which the person made such offer.

Compromises and Arrangements

Where we and our creditors or shareholders or a class of either of them propose a compromise or arrangement between us and our creditors or our shareholders or a class of either of them (as applicable), the Jersey court may order a meeting of the creditors or class of creditors or of our shareholders or class of shareholders (as applicable) to be called in such a manner as the court directs. Any compromise or arrangement approved by a majority in number representing 75% or more in value of the creditors or 75% or more of the voting rights of shareholders or class of either of them (as applicable) if sanctioned by the court, is binding upon us and all the creditors, shareholders or members of the specific class of either of them (as applicable).

Whether the capital of the Company is to be treated as being divided into a single or multiple class(es) of shares is a matter to be determined by the court. The court may in its discretion treat a single class of shares as multiple classes, or multiple classes of shares as a single class, for the purposes of the shareholder approval referred to above taking into account all relevant circumstances, which may include circumstances other than the rights attaching to the shares themselves.

Conflicts of Interest

Jersey law permits companies to adopt provisions renouncing any interest or expectancy in certain opportunities that are presented to the Company or its officers, directors or shareholders. Our Articles of Association, to the maximum extent permitted from time to time by Jersey law, renounce any interest or expectancy that we have in, or right to be offered an opportunity to participate in, specified business opportunities that are from time to time presented to our officers, directors or shareholders or their respective affiliates, other than those officers, directors, shareholders or affiliates who are our or our subsidiaries' employees. Our Articles of Association provide that, to the fullest extent permitted by law, neither our Principal Shareholder nor any of our directors who are not employed by us (including any non-employee director who serves as one of our officers in both their director and officer capacities) or their affiliates will have any duty to refrain from (i) engaging in a corporate opportunity in the same or similar lines of business in which we or our affiliates now engage or propose to engage or (ii) otherwise competing with us or our affiliates. In addition, to the fullest extent permitted by law, in the event that our Principal Shareholder or any non-employee director acquires knowledge of a potential transaction or other business opportunity which may be a corporate opportunity for itself or themselves or its or their affiliates or for us or our affiliates, such person will have no duty to communicate or offer such transaction or business opportunity to us or any of our affiliates and they may take any such opportunity for themselves or offer it to another person or entity. Our Articles of Association do not renounce our interest in any business opportunity that is expressly offered to a non-employee director in writing solely in their capacity as a director or officer of our Company. To the fullest extent permitted by law, no business opportunity will be deemed to be a potential corporate opportunity for us unless we would be permitted to undertake the opportunity under our Memorandum of Association or Articles of Association, we have sufficient financial resources to undertake the opportunity, the opportunity would be in line with our business and would be an opportunity in which we have an interest or reasonable expectancy.

Transfer Agent and Registrar

The transfer agent and registrar for our ordinary shares is Computershare Trust Company, N.A.

Exhibit 8.1

Significant Subsidiaries of Birkenstock Holding plc

Name of Subsidiary	Jurisdiction of Incorporation
Birkenstock Financing S.à r.l.	Luxembourg
Birkenstock Limited Partner S.à r.l.	Luxembourg
Birkenstock Group B.V. & Co. KG	Germany
Birkenstock Global Sales GmbH	Germany
Birkenstock Injections GmbH	Germany
Birkenstock IP GmbH	Germany
Birkenstock Logistics GmbH	Germany
Birkenstock Americas GmbH	Germany
Birkenstock Productions RLP GmbH	Germany
Birkenstock Produktions Sachsen GmbH	Germany
Birkenstock USA, LP	United States of America
Birkenstock US BidCo, Inc.	United States of America
Birkenstock US MidCo, Inc.	United States of America

Exhibit 12.1

Certification of Principal Executive Officer
Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934,
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, *Oliver Reichert*, certify that:

1. I have reviewed this annual report on Form 20-F of Birkenstock Holding plc (the "Company");

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 Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13 a-15(f) and 15d-15(f)) for the Company 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 Company, 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 Company'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 Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company'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 Company'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 Company's internal control over financial reporting.

/s/ Oliver Reichert

Oliver Reichert
Principal Executive Officer – Birkenstock Holding plc
Date: December 18, 2025

Exhibit 12.2

Certification of Principal Financial Officer
Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934,
as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, *Ivica Krolo*, certify that:

1. I have reviewed this annual report on Form 20-F of Birkenstock Holding plc (the "Company");

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 Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13 a-15(f) and 15d-15(f)) for the Company 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 Company, 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 Company'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 Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company'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 Company'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 Company's internal control over financial reporting.

/s/ Ivica Krolo

Ivica Krolo
Principal Financial Officer – Birkenstock Holding plc
Date: December 18, 2025

Exhibit 13.1

Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes- Oxley Act of 2002

I, *Oliver Reichert*, to the best of my knowledge certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,

1.) that the Annual Report on Form 20-F of *Birkenstock Holding plc* for the year ended *September 30, 2025*, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

2.) that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of *Birkenstock Holding plc*.

Dated: December 18, 2025

/s/ Oliver Reichert
Oliver Reichert
Principal Executive Officer – Birkenstock Holding plc

Exhibit 13.2

Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, *Ivica Krolo*, to the best of my knowledge certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,

1.) that the Annual Report on Form 20-F of *Birkenstock Holding plc* for the year ended *September 30, 2025*, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

2.) that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of *Birkenstock Holding plc*.

Dated: December 18, 2025

/s/ Ivica Krolo

Ivica Krolo
Principal Financial Officer – Birkenstock Holding plc

Exhibit 15.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form F-3 No. 333-284905) of Birkenstock Holding plc, and

(2) Registration Statement (Form S-8 No. 333-274968) pertaining to the 2023 Omnibus Incentive Plan and 2023 Employee Share Purchase Plan of Birkenstock Holding plc

of our reports dated December 18, 2025, with respect to the consolidated financial statements of Birkenstock Holding plc and the effectiveness of internal control over financial reporting of Birkenstock Holding plc included in this Annual Report (Form 20-F) for the year ended September 30, 2025.

/s/ EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft

Cologne, Germany
December 18, 2025