

## Risk Factors Comparison 2025-03-03 to 2024-03-04 Form: 10-K

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You should carefully consider the risks and uncertainties we describe below **and the as well as all** other information **contained** in this Annual Report on Form 10-K before **deciding to making any invest investment decisions** in, sell, or retain shares of our common stock. These ~~--~~ **The risks and uncertainties included here** are not **exhaustive** the only risks and uncertainties that we face. Other sections **of within** this report may discuss **additional** factors that could adversely affect our business. Our industry is highly competitive and **constantly evolving, and we** subject to rapid change. There may be **face** additional risks and uncertainties that we do not currently know about, that we currently believe are **presently unknown, deemed** immaterial, or **unforeseen** that we have not predicted, which may also harm our business, or adversely affect us. If any of these risks **or and** uncertainties **actually occur were to materialize**, our business, financial condition, results of operations, and liquidity could be materially **harmed and adversely affected**.

**INDUSTRY RISKS** The fashion footwear, accessories, and apparel industry is subject to rapid changes in consumer preferences. If we do not accurately anticipate fashion trends and promptly respond to consumer demand, we could lose sales, our relationships with customers could be harmed, and our brand loyalty could be diminished. The strength of our brands and our success depends in **significant large** part, upon our ability to anticipate and promptly respond to product and fashion trends, as well as to anticipate, gauge, and react to changing consumer demands in a timely manner. There can be no assurance that our products will correspond to the changes in taste and demand or that we will be able to successfully advertise and market products that respond to trends and customer preferences. If we misjudge the market for our products, we may be faced with significant excess inventories for some products and missed opportunities as to others. In addition, misjudgments in merchandise selection could adversely affect our **brand** image with our customers, resulting in lower sales and increased markdown allowances for customers, which could have a material adverse effect on our business, financial condition, results of operations, and liquidity. We face intense competition from both established companies and newer entrants into the market. Our failure to compete effectively could cause our market share to decline, which could harm our reputation and have a material adverse impact on our financial condition, results of operations, and liquidity. The fashion footwear, accessories, and apparel industry is highly competitive and barriers to entry are low. Our competitors include specialty companies as well as companies with diversified product lines. Market growth in the sales of fashion footwear, accessories, and apparel has encouraged the entry of many new competitors and increased competition from established companies. Many of these competitors, including Aldo, Sam Edelman, ~~Lucky Brand,~~ and Vince Camuto, may have significantly greater financial and other resources than we do, and there can be no assurance that we will be able to compete successfully with these and other fashion footwear, accessories, and apparel companies. Increased competition could result in pricing pressures, increased marketing expenditures, and loss of market share and could have a material adverse effect on our business, financial condition, results of operations, and liquidity. If we and the retailers that are our customers are unable to adapt to recent and anticipated changes in the retail industry, the sales of our products may decline, which could have a material adverse effect on our financial condition, results of operations, and liquidity. In recent years, the retail industry has experienced consolidation and other ownership changes. In the future, retailers in the United States and in foreign markets may further consolidate, undergo restructurings or reorganizations, or realign their affiliations, any of which could decrease the number of stores that carry our licensees' products, or increase the ownership concentration within the retail industry. Changing shopping patterns, including the rapid expansion of online retail shopping **and the effect of the COVID-19 pandemic**, have adversely affected customer traffic in mall and outlet centers, particularly in North America. We expect competition in the e-commerce market will intensify. As a greater portion of consumer expenditures with retailers occurs online and through mobile commerce applications, our brick- and- mortar retail customers who fail to successfully integrate their physical retail stores, and digital retail may experience financial difficulties, including store closures, bankruptcies, or liquidations. A continuation or worsening of these trends could cause financial difficulties for one or more of our major customers, which, in turn, could substantially increase our credit risk and have a material adverse effect on our results of operations, financial condition, and cash flows. We have little or no control over how our customers will respond to the challenges posed by these changes in the retail industry. Our success will be determined, in part, on our and our customers' ability to manage the impact of the rapidly changing retail environment and identify and capitalize on retail trends, including technology, e-commerce, artificial intelligence, and other process efficiencies, or advanced technologies that will better service our customers. If we and our customers fail to compete successfully, our businesses, market share, results of operations, and financial condition could be materially and adversely affected.

**RISKS RELATING TO OUR COMPANY** The loss of Steve Madden, our Founder and Creative and Design Chief, or members of our executive management team could have a material adverse effect on our business. The growth and success of our Company since its inception more than a quarter century ago is attributable, to a significant degree, to the talents, skills, and efforts of our Founder and Creative and Design Chief, Steven Madden. An extended or permanent loss of the services of Mr. Madden could severely disrupt our business and have a material adverse effect on our Company. We also depend on the contributions of the members of our senior management team. Our senior executives have substantial experience and expertise in our business and industry and have made significant contributions to our growth and success. Competition for executive talent in the fashion footwear, accessories, and apparel industries is intense. While our employment agreements with Mr. Madden and most of our senior executives include a non-compete provision in the event of the termination of employment, the non-compete periods are of limited duration and scope and the enforceability of such non-compete provisions are subject to existing and future laws. Although we believe we have depth within our senior management team, if we were to lose the services of Mr. Madden or any

of our senior executives, and especially if any of these individuals were to join a competitor or form a competing company, our business and financial performance could be seriously harmed. A loss of the skills, industry knowledge, contacts, and expertise of Mr. Madden or any of our senior executives could cause a setback to our operating plan and strategy. If we are not successful in implementing our growth strategy or integrating acquired businesses, we may not be able to take advantage of certain market opportunities and may become less competitive. Our business has grown organically and as a result of business acquisitions. In order to gain from our acquisitions, we must be effective in integrating the businesses acquired into our overall operations. Further, the expansion of our operations has increased and will continue to increase the demand on our managerial, operational, and administrative resources. In recent years, we have invested significant resources in, among other things, our management information systems and hiring and training of new personnel. However, in order to manage currently anticipated levels of future demand, we may be required to, among other things, expand our distribution facilities, establish relationships with new manufacturers to produce our products and continue to expand and improve our financial, management, and operating systems. We may experience difficulty integrating acquired businesses into our operations and may not achieve anticipated synergies from such integration. There can be no assurance that we will be able to manage future growth effectively and a failure to do so could have a material adverse effect on our business, financial condition, results of operations, and liquidity. If one or more of our significant customers were to reduce or stop purchases of our products, our sales and profits could decline. The retailers that are our customers consist principally of department stores, mass merchants, off-price retailers, shoe chains, online retailers, national chains, specialty retailers, independent stores, and clubs. Certain of our department store customers, including some under common ownership, account for significant portions of our wholesale business. We generally enter into a number of purchase order commitments with our customers for each of our lines every season and do not enter into long-term agreements with any of our customers. Therefore, a decision by a significant customer, whether motivated by competitive conditions, financial difficulties, or otherwise, to decrease the amount of merchandise purchased from us or to change its manner of doing business could have a material adverse effect on our business, financial condition, results of operations, and liquidity. Our financial results are subject to quarterly fluctuations. Our results of operations may fluctuate from quarter to quarter and are affected by a variety of factors, including: • **weather conditions**; • **the timing of holidays**; • the timing of larger shipments of products; • market acceptance of our products; • ~~the mix, pricing, and presentation~~ **and promotional strategies** of the products offered and sold; • **fluctuations in the hiring and training of additional personnel** **needs and operating costs**; • inventory **management, including potential** write-downs for obsolescence; • the cost of materials; • the product mix between wholesale, retail, and licensing businesses; **and** • **external conditions** the incurrence of other operating costs; • ~~factors beyond our control,~~ such as health pandemics, general **economic macroeconomic conditions trends**, declines in consumer confidence, and **competitor** actions of competitors; • ~~the timing of holidays, and~~ • ~~weather conditions~~. In addition, we expect that our sales and operating results may be significantly impacted by the opening of new retail stores, and the introduction of new products. Accordingly, the results of operations in any quarter will not necessarily be indicative of the results that may be achieved for a full fiscal year or any future quarter. Extreme or unseasonable weather conditions in locations where we or our customers and suppliers are located could adversely affect our business. Our corporate headquarters and principal operational locations, including retail, distribution, and warehousing facilities, may be subject to natural disasters and other severe weather, geological events, and climate-change related risks (including resource scarcity, rationing or unexpected costs from increases in fuel or raw material prices that may be caused by severe weather conditions) that could disrupt our operations. The occurrence of such natural events may result in sudden disruptions in business conditions of the local economies affected, as well as of the regional and global economies. Such disruptions may result in decreased demand for our products and disruptions in our management functions, sales channels and manufacturing and distribution networks, which could have a material adverse effect on our business, financial condition, and results of operations. Extreme weather events and changes in weather patterns can also influence customer trends and shopping habits. Extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season may diminish demand for our seasonal merchandise. Heavy snowfall, hurricanes, or other severe weather events where our retail stores and the retail stores of our wholesale customers are located may decrease customer traffic in those stores and reduce our sales and profitability. There is growing concern that climate change may increase both the frequency and severity of extreme weather conditions and natural disasters. Any of these events could result in decreased demand for our products and disruptions in our sales channels and manufacturing and distribution networks, which could have a material adverse effect on our business, financial condition, and results of operations. We extend credit to most of our wholesale customers, and their failure to pay for products shipped to them could adversely affect our financial results. We extend credit to our wholesale customers based on an evaluation of each customer's financial condition, usually without collateral. Various retailers, including some of our customers, have experienced financial difficulties, which has increased the risk of extending credit to such retailers. Even though we seek to mitigate the risks of extending credit by factoring most of our accounts receivable and obtaining letters of credit, or credit insurance for others, if any of our customers were to experience a shortage of liquidity, the risk that the customer's outstanding payables to us not being paid could cause us to curtail business with the customer, or require us to assume more credit risk relating to the customer's accounts payable. Our stock price may fluctuate substantially if our operating results are inconsistent with our forecasts or those of analysts who follow us. One of our primary business objectives is to maximize the long-term strength, growth, and profitability of our Company, rather than to achieve an earnings target in any particular fiscal quarter. We believe that this longer-term goal is in our best interests and those of our stockholders. The trading price of our common stock periodically may rise or fall based on the accuracy of forecasts of our future performance. Our actual results may differ from our forecasts as the guidance is based on assumptions and expectations that may or may not come to pass. As such, we assume no responsibility to update any of our forward-looking statements at such times or otherwise. If and when we announce actual results that differ from our forecast and guidance, the market price of our common stock could be adversely affected. Investors who rely on these forecasts in making investment

decisions with respect to our common stock do so at their own risk. We take no responsibility for any losses suffered as a result of changes in the price of our common stock. In addition, outside securities analysts may follow our financial results and issue reports that discuss our historical financial results and their predictions of our future performance. These analysts' predictions are based upon their own opinions and could be different from our own forecasts. Our stock price could decline if our results are below the estimates or expectations of these outside analysts.

**FOREIGN SOURCING RISKS** Disruptions to our product delivery systems and failure to effectively manage inventory based on business trends across various distribution channels could have a material adverse effect on our business, financial condition, results of operations, and liquidity. Our products are manufactured overseas and most of our products are shipped via ocean freight carriers. The trend- focused nature of the fashion industry and the rapid changes in customer preferences leave us vulnerable to the risk of inventory obsolescence. Our reliance upon ocean freight transportation for the delivery of our inventory exposes us to various inherent risks, including **those stemming from** port congestion, **port worker strikes**, severe weather conditions, natural disasters, and terrorism, any of which could result in delivery delays and inefficiencies, increase our costs, and disrupt our business. Any severe and prolonged disruption to ocean freight transportation could force us to rely on alternate and more expensive transportation methods. Efficient and timely inventory deliveries and proper inventory management are important factors in our operations. Inventory shortages can adversely affect the timing of shipments to customers and diminish sales and brand loyalty. Conversely, excess inventories can result in lower gross profit due to the increased discounts and markdowns that may be necessary to reduce high inventory levels. Severe and extended delays in the delivery of our inventory or our inability to effectively manage our inventory could have a material adverse effect on our business, financial condition, results of operations, and liquidity. Global inflation has also contributed to higher freight costs, which negatively affected our gross margin and profitability **in for** the year ended December 31, **2023-2024** and may continue to have a negative effect on our future operating results and profitability. Our reliance on foreign manufacturers to provide materials, or produce our goods in a timely manner, or to meet our quality standards could cause problems if we experience a supply chain disruption and we are unable to secure an alternative source of raw materials or end products. We do not own or operate any foreign manufacturing facilities ~~and~~ **are** therefore ~~are~~ dependent upon third parties to manufacture all of our products. **During In 2023-2024**, **79-76.6** % of our total purchases were manufactured in China. We also **do not** have ~~no~~ long- term manufacturing ~~or~~ supply contracts with any of our suppliers ~~or~~ manufacturers for the production and supply of our raw materials and products, and we compete with other companies for raw materials and production ~~space~~ **capacity**. The risks inherent in **relying the reliance** on foreign manufacturing include work stoppages, transportation delays, public health emergencies, social unrest, changes in local economic and political conditions, and **broader** geopolitical ~~conditions~~ **instability**. We have experienced, and may in the future experience, a significant ~~disruption~~ **disruptions** in the supply of raw materials and products and may be unable to ~~locate~~ **secure** alternative suppliers of comparable quality at an acceptable price, or at all. In addition, if we experience ~~significant~~ **a sudden increased- increase in** demand, or ~~if we~~ need to replace an existing supplier or manufacturer, we may be unable to locate additional supplies of raw materials or additional manufacturing capacity on terms that are acceptable to us, or at all, or we may be unable to locate any supplier or manufacturer with sufficient capacity to meet our requirements or fill our orders in a timely manner. **Identifying** **Selecting and transitioning to** a **suitable new** supplier is ~~an involved~~ **a complex** process that requires **evaluations of** us to ~~become satisfied with its~~ quality control, responsiveness, and service, financial stability, and **ethical** labor ~~and other ethical~~ practices. Even if we ~~are able~~ **successfully transition to** a ~~expand existing or find new~~ **supplier** manufacturing sources, we may **still** encounter **production** delays in production, and added **increased** costs as a result of the time it takes to train **training** our suppliers and **onboarding process** manufacturers in our methods, products, and quality control standards. Our supply of raw materials or ~~finished manufacture of our~~ products could be disrupted or delayed by ~~the impact of~~ health pandemics ~~and the related government~~ **imposed restrictions**, and private sector responsive actions such as border closures, **shipment** restrictions on product shipments, and travel **restrictions bans**. **Further** **Delays** **delays** related to supplier changes could also arise due to an increase in shipping times if new suppliers are located farther away from our **core** markets or from other **key** participants in our supply chain. **Our supply chain may also be affected** For example, the receipt of inventory sourced from areas impacted by **trade policy** COVID-19 was, in some cases, slowed or disrupted and our manufacturers faced similar challenges ~~changes~~ **and tariffs imposed by the U. S. or other federal governments, which is described further below. Any delays, interruption, or increased costs** in receiving ~~the supply of~~ raw materials and fulfilling our ~~or production~~ orders. In addition, ocean freight was disrupted worldwide due to COVID-19 as there was much greater demand for shipping and reduced capacity and equipment in the post- pandemic recovery period. Any delays, interruption, or increased costs in the supply of raw materials, or ~~manufacture of our~~ products could have an adverse **adversely effect affect** on our ability to meet customer demand for our products and have a material negative effect on our business, financial condition, results of operations, and liquidity. Changes in trade policies and tariffs imposed by the United States government and the governments of other nations could have a material adverse effect on our business and results of operations. Our operations ~~are dependent upon~~ **rely on the global sourcing, manufacturing, and sale of** products purchased, manufactured, and **our** sold internationally. Our sources of supply ~~are~~ **chain is** subject to the usual risks of doing business abroad **inherent in international trade**, including such as the implementation of, or potential changes in, foreign and domestic trade policies, increases in import duties, anti- dumping measures, quotas, safeguard measures, trade restrictions, restrictions on ~~the fund transfer~~ **transfers of funds** and, **in and** **currency fluctuations**. Additionally, certain **geopolitical factors** parts of the world, **such as** political instability and terrorism, **may further impact our ability to source products efficiently**. Changes in **laws** regulatory, geopolitical, social, economic, or monetary policies and ~~governing other~~ **the factors may** terms of trade, and in particular **increased trade restrictions, tariffs, or taxes on imports from countries where we manufacture products, such as China and Mexico, could** have a material adverse effect on our business **and financial results** in the future or may require us to exit a particular market or significantly modify our current business practices within that market. For example, in recent years, both the **United States** U.

U.S. and China have imposed new tariffs on each other related to the importation of certain product categories, including imports of select footwear, accessories, and apparel into the United States U.S. from China. **If In February 2025,** the U. S. decides to impose additional **administration announced a 10 % tariffs- tariff** on footwear, accessories, apparel, or any other of our goods imported **imports** from China, **where a significant portion of our products is sourced, with an effective date of February 4th, 2025, and further announced that an additional 10 % tariff on imports from China and a potential 25 % tariff on imports from Mexico and Canada are scheduled to take effect on March 4th, 2025. We are closely monitoring this evolving situation and evaluating our responses, which may include shifts in sourcing strategies, price adjustments, or other cost- mitigation measures. However,** there can be no assurance that we will be able to **fully mitigate the impact of such tariffs or trade restrictions. At this time, the overall impact on our business related to these tariffs remains uncertain and depends on multiple factors, including the duration and potential expansion of current tariffs, future changes to tariff rates, scope, or enforcement, retaliatory measures by impacted trade partners, inflationary effects and broader macroeconomic responses, changes to consumer purchasing behavior, and the effectiveness of our responses in managing these challenges. If the United States decides to impose additional tariffs on a broader range of imports, including, but not limited to, footwear, accessories, apparel, or any other goods imported from China, or other countries or if further retaliatory trade measures are taken by China or other countries in response to additional tariffs, there can be no assurance that we will be able to** offset all related increased costs. This potential increase in costs could be material to our business operations **because, especially given** approximately 79-76.6 % of our products **was** are currently-sourced from China **in 2024**. We cannot predict if, and to what extent, there will be changes to international trade agreements or the resulting impact of any such changes on our business operations. On December 31, 2020, the Generalized System of Preferences ("GSP") expired. GSP is a trade program that provides nonreciprocal, duty-free treatment for certain U. S. imports (including handbags) from qualifying developing countries including Cambodia, Myanmar, Thailand, Indonesia, Sri Lanka, the Philippines, and Pakistan, among others. We currently manufacture handbags in GSP countries, primarily Cambodia. The additional tariff to be paid on such products ranges from approximately 6 % to 20 %. GSP has historically been renewed, despite lapsing several times, and upon renewal has been retroactive in nature. There is a current debate in Congress to reauthorize the program "as is" or revise GSP eligibility criteria to include environmental and labor conditions. If GSP is not renewed and our efforts to mitigate the impact of this additional tariff are not successful, the imposition of tariffs on handbags that we manufacture in impacted countries could have a material adverse effect on our business and results of operations. If our manufacturers, the manufacturers used by our licensees, or our licensees themselves fail to use acceptable labor practices or to otherwise comply with local laws and other standards, our business reputation could suffer. Our products are manufactured by numerous independent manufacturers outside of the United States. We also have license agreements that permit our licensees to manufacture or contract to manufacture products using our trademarks. We impose, and require our licensees to impose, on these manufacturers environmental, health and safety standards for the benefit of their labor force. In addition, we require these manufacturers to comply with applicable standards for product safety. However, we do not control our independent manufacturers, or licensing partners, or their labor, product safety, and other business practices. From time to time, our independent manufacturers may not comply with such standards or applicable local law or our licensees may not require their manufacturers to comply with such standards or applicable local law. The violation of such standards and laws by one of our independent manufacturers or by one of our licensing partners, or the divergence of a manufacturer's or a licensing partner's labor practices from those generally accepted as ethical in the United States, could harm our reputation, result in a product recall or require us to curtail our relationship with and locate a replacement for such manufacturer or licensee. We could also be the focus of adverse publicity and our reputation could be damaged. Any of these events could have a material adverse effect on our business, financial condition, results of operations, and liquidity. GLOBAL BUSINESS RISKS Geopolitical tensions in the regions in which we operate and any related challenging macroeconomic conditions globally may materially and adversely affect our customers, vendors, and partners, and the duration and extent to which these factors may impact our future business and operations, results of operations, and financial condition remains uncertain. **The On October 7, 2023, Hamas**, a U. S. designated terrorist organization, launched a series of coordinated attacks from the Gaza Strip onto Israel. **On October 8 and Russia- Ukraine conflicts**, 2023 or other areas of geopolitical tension around the world, Israel formally declared war or any worsening or spread of those conflicts or geopolitical tensions, and any related challenging macroeconomic conditions globally, could decrease the spending of our existing and potential new customers, adversely affect demand for our products, cause one or more of our customers, vendors, or partners to file for bankruptcy protection or go out of business, disrupt supply chains on Hamas, and the armed conflict is ongoing as of the date of this filing. Hostilities between Israel and Hamas could escalate and involve surrounding countries in the Middle East, a region in which we rely operate. Although the length, impact, expected spending and outcome pricing levels from existing and potential new customers, and negatively impact collections of accounts receivable, all of which could adversely affect our business, results of operations and financial condition. Any of the military conflict between **negative impacts of the Hamas- Israel and Hamas Russia- Ukraine conflicts, other areas of geopolitical tension around the world, or any worsening of those conflicts or geopolitical tensions, and any related challenging macroeconomic conditions, may have a material adverse effect on our business and operations, results of operations, financial condition and cash flows. Any of these negative impacts, alone or in combination with others, also could exacerbate many of the other risk factors discussed in this report. The full extent to which these factors will negatively affect our business and operations, results of operations, financial condition and cash flows will depend on future developments that are highly unpredictable-uncertain and cannot be predicted**, this including the scope, severity and duration of the **Hamas- Israel and Russia- Ukraine conflict conflicts**, could lead to significant market and other areas disruptions, including significant disruptions to the operations of our joint ventures in Israel and the Middle East, instability in financial markets, supply chain disruptions, political **geopolitical tension around the world**

and social instability, any economic downturns and the actions taken by governmental authorities and other third parties in response material and adverse effects on the macroeconomic conditions. At this time, it is not possible to predict or determine the ultimate consequence of this regional conflict. The conflict between Hamas and Israel and its broader impacts could have a lasting effect on the short- and long- term operations and financial condition of our business and the global economy. Our global operations expose us to a variety of legal, regulatory, political, and economic risks that may adversely impact our results of operations in certain regions. As a result of our international operations, we are subject to risks associated with our operations in international markets as a result of a number of factors, many of which are beyond our control. These risks include, among other things: • the challenge of managing broadly dispersed foreign operations; • inflationary pressures and economic changes or volatility in foreign economies; • the burdens of complying with the laws and regulations of both United States U.S. and foreign jurisdictions; • additional or increased customs duties, tariffs, taxes, and other charges on imports or exports; • political corruption or instability; • geopolitical regional conflicts, terrorist activity, political unrest, civil strife, and acts of war; • local business practices that do not conform to United States U.S. legal or ethical guidelines; • anti- American sentiment in foreign countries in which we operate; • delays in receipts of our products at our distribution centers due to labor unrest, increasing security requirements, or other factors at United States U.S. or foreign ports; • significant fluctuations in the value of the dollar against foreign currencies; • increased difficulty in protecting our intellectual property in foreign jurisdictions; • restrictions on the transfer of funds between the United States U.S. and foreign nations; and • natural disasters or health epidemics in areas in which our businesses, customers, suppliers, and licensees are located. All of these factors could disrupt our operations or limit the countries in which we sell or source our products, significantly increase the cost of operating in or obtaining materials originating from certain countries, result in decreased revenues, and materially and adversely affect our product sales, financial condition, and results of operations. We are subject to the United States U.S. Foreign Corrupt Practices Act, which prohibits the payment of bribes to foreign officials to assist in obtaining or retaining business. We are also subject to anti- corruption laws of the foreign countries in which we operate. Although we have implemented policies and procedures that are designed to promote compliance with such laws, our employees, contractors, and agents may take actions that violate our policies and procedures. Any such violation could result in sanctions or other penalties against us and have an adverse effect on our business, reputation, and operating results. Our business is exposed to foreign exchange rate fluctuations. We make most of our purchases in U. S. dollars. However, we source substantially all of our products overseas, and as such, the cost of these products may be affected by changes in the value of the relevant currencies against the U. S. dollar. Changes in currency exchange rates may also affect the relative prices at which we and our foreign competitors sell products in the same market. We use forward foreign exchange contracts to hedge material exposure exposures to adverse changes in foreign exchange rates. However, no hedging strategy can completely insulate us from foreign exchange risk. We are also exposed to gains and losses resulting from the effect that fluctuations in foreign currency exchange rates have on the reported results in our financial statements due to the translation of the operating results and financial position of our foreign subsidiaries. There can be no assurance that foreign currency fluctuations will not have a material adverse effect on our business, financial condition, results of operations, and liquidity. See Item 7A. “ Quantitative and Qualitative Disclosures About Market Risk ” below for additional information regarding our foreign exchange risk. INFORMATION TECHNOLOGY RISKS Disruption of our information technology systems and websites could adversely affect our financial results and our business reputation. We are heavily dependent upon our information technology systems to record and process transactions and manage and operate all aspects of our business. We also have e- commerce websites for direct retail sales. Given the nature of our business and the significant number of transactions in which we engage annually, it is essential that we maintain constant operation of our information technology systems and websites and that they operate effectively. We depend on our in- house information technology, employees and third parties, including “ cloud ” service providers, to maintain and periodically update and upgrade our systems and websites to support the growth of our business. We also maintain off- site server data facilities that record and process information regarding our vendors and customers and their transactions with us. Our information technology systems and websites may, from time to time, be vulnerable to damage or interruption from events such as computer viruses, security breaches, power outages, and difficulties in replacing or integrating the systems of acquired businesses. Any such problems or interruptions could result in loss of valuable business data, our customers' or employees' personal information, disruption of our operations, and other adverse impacts to our business and require significant expenditures by us to remediate any such failure, problem, or breach. In addition, we must comply with increasingly complex regulatory standards enacted to protect business and personal data and an inability to maintain compliance with these regulatory standards could subject us to legal risks and penalties. Although we maintain disaster recovery centers and insurance coverage aimed at addressing certain of these risks, there can be no assurance that insurance coverage will be available, or that the amounts of coverage will be adequate to cover a specific loss. Our business and reputation could be adversely affected if our computer systems, or the systems of our business partners, or service providers, become subject to a data security, or privacy breach, or other disruption from a third party. In addition to our own confidential and proprietary business information, a routine part of our business includes the gathering, processing, and retention of sensitive and confidential information pertaining to our customers, employees, and others. We, our business partners, or our service providers may not have the resources or technical sophistication to anticipate or prevent the rapidly evolving and complex cyber- attacks being unleashed by increasingly sophisticated hackers and data thieves. As a result, our facilities and information technology systems, as well as those of our business partners and third- party service providers, may be vulnerable to cyber- attacks and breaches, acts of vandalism, ransomware, software viruses and other similar types of malicious activities. Any actual or threatened cyber- attack may cause us to incur unanticipated costs, including costs related to the hiring of additional computer experts, business interruption, engaging third- party cyber security cybersecurity consultants, and upgrading our information security technologies. As a result of recent security breaches at a number of prominent companies, the media and public scrutiny of information security and privacy has become more intense and the regulatory environment has become more

uncertain. Any compromise or breach of our information technology systems or those of our business partners or service providers that results in the misappropriation, loss, or other unauthorized disclosure of a customer's or other person's private, confidential, or proprietary information could result in: • a loss of confidence in us by our customers and business partners; • **a violate violation** applicable privacy and other laws; • **an expose exposure** us to litigation and significant potential liability; or • **a require requirement** us to expend significant resources to remedy any such breach and redress any damages caused by such a breach. We must also comply with increasingly rigorous regulatory standards for the protection of business and personal data enacted in the **United States U.S.**, Europe, and elsewhere. Some examples include the European Union's General Data Protection Regulation (the "GDPR"), the California Consumer Privacy Act ("CCPA"), and the California Privacy Rights Act ("CPRA"). These regulations impose additional obligations on companies concerning the handling of personal data and provides certain individual privacy rights to persons whose data is stored. Our compliance with existing, proposed, and recently enacted laws (including implementation of the privacy and process enhancements required by these regulations) and regulations can be costly. Any failure by us to comply with these regulatory standards could subject us to significant legal, financial, and reputational harm. We did not have any material cases of information security breaches in the last three years, and we have not incurred any material expenses from security breaches, penalties, or settlements during this period.

**INTELLECTUAL PROPERTY RISKS** Failure to adequately protect our trademarks and intellectual property rights, to prevent counterfeiting of our products, or to defend claims against us related to our trademarks and intellectual property rights could reduce sales and adversely affect the value of our brands. We believe that our trademarks and other proprietary rights are of major significance to our success and our competitive position, and we consider some of our trademarks, such as Steve Madden®, to be integral to our business and among our most valuable assets. Accordingly, we devote substantial resources to the establishment and protection of our trademarks on a worldwide basis. Nevertheless, policing unauthorized use of our intellectual property is difficult, expensive, and time consuming. There can be no assurance that the actions we take to establish and protect our trademarks and other proprietary rights will be adequate to prevent imitation of our products by others **or and** to prevent others from seeking to block sales of our products on the basis that our products violate the trademarks or other proprietary rights of others. Moreover, no assurance can be given that others will not assert rights in, or ownership of, trademarks and other proprietary rights of ours or that we will be able to successfully resolve such conflicts. We could incur substantial costs in legal actions relating to our use of intellectual property or the use of our intellectual property by others. In addition, the laws of certain foreign countries may not protect proprietary rights to the same extent as do the laws of the United States. Our failure to establish and protect such proprietary rights from unlawful and improper use could have a material adverse effect on our business, financial condition, results of operations, and liquidity. A portion of our revenue is dependent on licensing our trademarks. The actions of our licensees or the loss of a significant licensee could diminish our brand integrity and adversely affect our revenue and results of operations. We license to others the rights to produce and market certain products that are sold under our trademarks. Although we retain significant control over our licensees' products and advertising, our licensees have operational and financial control over their businesses. If the quality, image, or distribution of our licensed products diminish, customer acceptance of and demand for our brands and products could decline. This could materially and adversely affect our business and results of operations. ~~In fiscal year 2023, approximately 63% of our net royalties were derived from our top five licensed product lines.~~ A decrease in customer demand for any of these product lines could have **an a material** adverse effect on our results of operations and financial condition. Furthermore, if we are unable to engage an adequate replacement for a terminated licensee or to engage such a replacement for an extended period, our revenues and results of operations could be adversely affected.

**GENERAL RISK FACTORS** **The failure to complete our acquisition of Kurt Geiger in a timely fashion, or at all, may adversely affect our business and our stock price. Consummation of our planned acquisition of Mercury Acquisitions Topco Limited, which is the holding company for the Kurt Geiger business (the "KG Transaction") is subject to certain closing conditions, including (i) the expiration or termination of all waiting periods applicable to the KG Transaction under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; (ii) no law, order, decree or judgment is in effect that restrains, enjoins, prohibits or makes illegal the consummation of the KG Transaction; and (iii) no litigation, action or proceeding shall be pending by or before any governmental entity of competent jurisdiction that seeks to restrain, enjoin, prohibit or make illegal the consummation of the KG Transaction, no investigation by a relevant U. S. antitrust agency relating to the KG Transaction shall be open, pending or ongoing, and no litigation, action or proceeding shall be threatened by a relevant U. S. antitrust agency or officials, staff, commissioners or other representatives thereof that would reasonably be expected to seek to restrain, enjoin, prohibit or make illegal the consummation of the KG Transaction. There can be no assurance that these or other closing conditions will be satisfied in a timely manner or at all. Any delay in completing the acquisition could cause us not to realize some or all the anticipated benefits when expected, if at all. If the KG Transaction is not completed, we may suffer consequences that could adversely affect our business, results of operations and stock price, including incurring significant acquisition costs and other fees.** Changes in economic conditions may adversely affect our financial condition, results of operations, and liquidity. Our opportunities for long-term growth and profitability are accompanied by significant challenges and risks, particularly in the near term. Specifically, our business is dependent on consumer demand for our products and the purchase of our products by consumers is largely discretionary. Consumer confidence and discretionary spending could be adversely affected in response to financial market volatility, negative financial news, **increases in inflation inflationary pressures**, and **changes in** interest rates, **changing** conditions **in within** the real estate and mortgage markets, declines in income or asset values, ~~changes to fuel and other energy costs, labor and healthcare costs, food costs,~~ and other economic factors. A downturn in economic **macroeconomic** conditions leading to a reduction in consumer confidence and discretionary spending **could have a negative effect on our sales and results of operations during the year ending December 31, 2024 and thereafter.** Litigation or other legal proceedings could divert management resources and result in costs that adversely affect our operating results from

quarter to quarter. We are involved in various claims, litigation, and other legal and regulatory proceedings and governmental investigations that arise from time to time in the ordinary course of our business. Due to the inherent uncertainties of litigation and such other proceedings and investigations, we cannot predict with accuracy the ultimate outcome of any such matters. An unfavorable outcome could have an adverse impact on our business, financial condition, and results of operations, and liquidity. Litigation or the other amount legal proceedings could divert management resources and result in costs that adversely affect our operating results from quarter to quarter. From time to time, we are involved in various claims, lawsuits, regulatory proceedings, and governmental investigations that arise in the ordinary course of business. Due to the inherent uncertainty of legal proceedings, we cannot predict the ultimate outcome of any such matters with accuracy. An unfavorable outcome in one or more of these proceedings could have an adverse impact on our business, financial condition, and results of operations, and the insurance coverage we maintain to address such matters may be inadequate insufficient to fully cover those claims any resulting losses or liabilities. In addition, any significant litigation, investigation investigations, or regulatory proceeding proceedings – even without, regardless of its merits merit, – could divert management attention and financial and management resources away from core business that would otherwise be used to benefit our operations. See Item 3 “Legal Proceedings,” below potentially affecting our ability to execute strategic initiatives. These matters could also result in reputational harm, regulatory penalties, for or compliance costs, further impacting our financial performance. For additional information regarding legal proceedings in which we are involved, see Item 3. “Legal Proceedings.” We may be subject to additional tax liabilities as a result of audits by various taxing authorities. We are subject to the complex and evolving tax laws and regulations of numerous across multiple jurisdictions as a result of our global presence and international operations. These tax laws and regulations are highly complex and significant Significant judgment and specialized expertise is are required in to evaluating evaluate and estimating estimate our worldwide provision for income taxes. We are regularly subject to tax audit audits and examinations by the taxing authorities in each the jurisdiction jurisdictions where we operate, conduct our business and any one of these jurisdictions may could assess additional taxes against us, penalties, or interest as a result of an audit. The final determination of with respect to any tax audits - audit, or and any related litigation, may could be different differ from our estimates, or from our historical tax provisions and, or accruals. The outcome of any audit or audit-related litigation could have a material adverse effect on our operating results or cash flows in the affected periods for which that determination is made and may require a us to restate restate of prior financial reports. In addition, future period earnings may be adversely impacted by litigation costs, settlement payments, or penalties and interest or penalty resulting from adverse tax assessments. Changes in tax laws could have an adverse effect upon our financial results. We are subject to income taxation in various multiple jurisdictions in within the United States and abroad numerous foreign jurisdictions. Tax laws and regulations, where or their interpretation and application, in any jurisdiction are subject to significant changes. Legislation or other changes in the tax laws of and regulations are complex, frequently evolving, and subject to varying interpretations. Changes in legislation, tax rates, enforcement practices, or judicial rulings in the these jurisdictions where we do business could increase our tax liability liabilities and adversely affect our after- tax profitability. Adjustments to the incremental provisional tax expense may be made required in future periods due to various factors, such as actual amounts may differ due to, among other factors, a change changes in the interpretation of the United States U. S. tax code or, and related tax accounting guidance, changes in revisions to assumptions made used in tax developing these estimates, new regulatory guidance that may be issued with respect to the applicable regarding U. S. tax law revisions to the U. S. tax code, and state and local tax implications that differ from initial expectations. Other jurisdictions are contemplating changes. Additionally, foreign tax authorities may introduce new tax laws, adjust existing regulations, or have adopt unpredictable enforcement activity measures, which could further impact our tax liabilities. Increases in applicable tax rates, the implementation of new taxes, and changes in applicable tax laws and or their interpretations interpretation of these tax laws and actions by tax authorities in jurisdictions where in which we operate could reduce our after- tax income and have an adverse effect on our results of operations. Any failure to maintain effective internal control over our financial reporting could materially adversely affect us. Section 404 of the Sarbanes- Oxley Act of 2002 requires us to include in our annual Annual reports Report on Form 10- K an assessment by management of the effectiveness of our internal control over financial reporting. In particular, we must perform system and process Compliance with Section 404 of the Sarbanes- Oxley Act of 2002 requires ongoing evaluation and testing of our financial systems and processes to allow both management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting to allow management and our independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes- Oxley Act of 2002. Our Maintaining compliance with Section 404 may require us to incur substantial costs accounting expense and expend significant management efforts effort. Our failure If we fail to maintain effective internal controls, could result in a determination by our auditors may determine that a material weakness or significant deficiency exists in our internal controls over financial reporting. Such a determination could undermine result in a loss of investor confidence in the reliability of our financial statements, and could require us to restate our quarterly or annual financial statements. These factors could, or in turn, negatively affect impact the market price of our common stock.