
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended: **March 31, 2026**

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: **001-34767**

CLARUS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	58-1972600 (I.R.S. Employer Identification Number)
2084 East 3900 South Salt Lake City, Utah (Address of principal executive offices)	84124 (Zip code)

(801) 278-5552

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$.0001 per share	CLAR	NASDAQ Global Select Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

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

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

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

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

As of April 30, 2026, there were 38,441,486 shares of common stock, par value \$0.0001, outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CLARUS CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except per share amounts)

	March 31, 2026	December 31, 2025
Assets		
Current assets		
Cash	\$ 29,809	\$ 36,691
Accounts receivable, less allowance for credit losses of \$1,200 and \$1,121	48,368	44,839
Inventories	82,190	83,028
Prepaid and other current assets	5,000	5,457
Income tax receivable	1,511	1,407
Total current assets	166,878	171,422
Property and equipment, net	18,859	18,255
Other intangible assets, net	22,291	23,761
Indefinite-lived intangible assets	19,600	19,600
Deferred income taxes	55	55
Other long-term assets	15,581	15,935
Total assets	\$ 243,264	\$ 249,028
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 13,510	\$ 15,907
Accrued liabilities	24,140	24,403
Income tax payable	334	179
Total current liabilities	37,984	40,489
Deferred income taxes	1,412	1,418
Other long-term liabilities	10,211	10,728
Total liabilities	49,607	52,635
Stockholders' Equity		
Preferred stock, \$0.0001 par value per share; 5,000 shares authorized; none issued	-	-
Common stock, \$0.0001 par value per share; 100,000 shares authorized; 43,104 and 43,054 issued and 38,441 and 38,402 outstanding, respectively	4	4
Additional paid in capital	704,641	703,487
Accumulated deficit	(461,509)	(457,253)
Treasury stock, at cost	(33,188)	(33,156)
Accumulated other comprehensive loss	(16,291)	(16,689)
Total stockholders' equity	193,657	196,393
Total liabilities and stockholders' equity	\$ 243,264	\$ 249,028

See accompanying notes to condensed consolidated financial statements.

CLARUS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended	
	March 31, 2026	March 31, 2025
Sales		
Domestic sales	\$ 24,880	\$ 24,809
International sales	37,058	35,624
Total sales	61,938	60,433
Cost of goods sold	39,175	39,639
Gross profit	22,763	20,794
Operating expenses		
Selling, general and administrative	26,577	26,616
Restructuring charges	853	173
Transaction costs	22	142
Legal costs and regulatory matter expenses	1,379	625
Total operating expenses	28,831	27,556
Operating loss	(6,068)	(6,762)
Other income		
Interest income, net	88	257
Other, net	2,908	459
Total other income, net	2,996	716
Loss before income tax	(3,072)	(6,046)
Income tax expense (benefit)	223	(802)
Net loss	(3,295)	(5,244)
Other comprehensive income, net of tax:		
Foreign currency translation adjustment	398	1,717
Unrealized loss on hedging activities	-	(744)
Other comprehensive income	398	973
Comprehensive loss	\$ (2,897)	\$ (4,271)
Net loss per share:		
Basic	\$ (0.09)	\$ (0.14)
Diluted	(0.09)	(0.14)
Weighted average shares outstanding:		
Basic	38,408	38,366
Diluted	38,408	38,366

See accompanying notes to condensed consolidated financial statements.

CLARUS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Three Months Ended	
	March 31, 2026	March 31, 2025
Cash Flows From Operating Activities:		
Net loss	\$ (3,295)	\$ (5,244)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation of property and equipment	987	883
Amortization of other intangible assets	1,937	2,224
Accretion of notes payable	-	31
(Gain) loss on disposition of property and equipment	(28)	348
Noncash lease expense	882	906
Stock-based compensation	1,154	1,469
Deferred income taxes	(152)	(978)
Changes in operating assets and liabilities, net of dispositions:		
Accounts receivable	(3,675)	1,121
Inventories	600	(4,203)
Prepaid and other assets	656	(746)
Accounts payable	(2,404)	3,662
Accrued liabilities	(872)	(1,165)
Income taxes	77	(381)
Net cash used in operating activities	<u>(4,133)</u>	<u>(2,073)</u>
Cash Flows From Investing Activities:		
Proceeds from disposition of property and equipment	28	-
Purchases of property and equipment	(1,558)	(1,181)
Net cash used in investing activities	<u>(1,530)</u>	<u>(1,181)</u>
Cash Flows From Financing Activities:		
Purchase of treasury stock	(32)	(42)
Cash dividends paid	(961)	(959)
Net cash used in financing activities	<u>(993)</u>	<u>(1,001)</u>
Effect of foreign exchange rates on cash and restricted cash	186	211
Change in cash and restricted cash	(6,470)	(4,044)
Cash and restricted cash, beginning of year	38,195	45,359
Cash and restricted cash, end of period	<u>\$ 31,725</u>	<u>\$ 41,315</u>
Supplemental Disclosure of Cash Flow Information:		
Cash paid for income taxes	\$ 176	\$ 449
Cash paid for interest	\$ -	\$ 6
Supplemental Disclosures of Non-Cash Investing and Financing Activities:		
Purchases of property and equipment incurred but not paid	\$ 75	\$ 386
Lease liabilities arising from obtaining right-of-use assets	\$ -	\$ 372

See accompanying notes to condensed consolidated financial statements.

CLARUS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(In thousands, except per share amounts)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Treasury Stock		Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount			Shares	Amount		
Balance, December 31, 2024	43,004	\$ 4	\$ 697,592	\$ (406,857)	(4,642)	\$ (33,114)	\$ (24,532)	\$ 233,093
Net loss	-	-	-	(5,244)	-	-	-	(5,244)
Other comprehensive income	-	-	-	-	-	-	973	973
Cash dividends (\$0.025 per share)	-	-	-	(959)	-	-	-	(959)
Purchase of treasury stock	-	-	-	-	(10)	(42)	-	(42)
Stock-based compensation expense	-	-	1,469	-	-	-	-	1,469
Proceeds from exercise of options	50	-	-	-	-	-	-	-
Balance, March 31, 2025	<u>43,054</u>	<u>\$ 4</u>	<u>\$ 699,061</u>	<u>\$ (413,060)</u>	<u>(4,652)</u>	<u>\$ (33,156)</u>	<u>\$ (23,559)</u>	<u>\$ 229,290</u>
	Common Stock		Additional	Accumulated	Treasury Stock		Accumulated	Total
	Shares	Amount	Paid-In	Deficit	Shares	Amount	Other	Stockholders'
			Capital				Comprehensive	Equity
							Loss	
Balance, December 31, 2025	43,054	\$ 4	\$ 703,487	\$ (457,253)	(4,652)	\$ (33,156)	\$ (16,689)	\$ 196,393
Net loss	-	-	-	(3,295)	-	-	-	(3,295)
Other comprehensive income	-	-	-	-	-	-	398	398
Cash dividends (\$0.025 per share)	-	-	-	(961)	-	-	-	(961)
Purchase of treasury stock	-	-	-	-	(11)	(32)	-	(32)
Stock-based compensation expense	-	-	1,154	-	-	-	-	1,154
Shares issued from restricted stock units	50	-	-	-	-	-	-	-
Balance, March 31, 2026	<u>43,104</u>	<u>\$ 4</u>	<u>\$ 704,641</u>	<u>\$ (461,509)</u>	<u>(4,663)</u>	<u>\$ (33,188)</u>	<u>\$ (16,291)</u>	<u>\$ 193,657</u>

See accompanying notes to condensed consolidated financial statements.

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(in thousands, except per share amounts)

NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited condensed consolidated financial statements of Clarus Corporation and its subsidiaries (which may be collectively referred to as the “Company,” “Clarus,” “we,” “us” or “our”) as of March 31, 2026 and December 31, 2025 and for the three months ended March 31, 2026 and 2025, have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”), instructions to the Quarterly Report on Form 10-Q, and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments, except as otherwise disclosed) necessary for a fair presentation of the unaudited condensed consolidated financial statements have been included. The results for the three months ended March 31, 2026 are not necessarily indicative of the results to be obtained for the year ending December 31, 2026. These interim financial statements should be read in conjunction with the Company’s audited consolidated financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Securities and Exchange Commission (the “SEC”) on March 5, 2026.

Nature of Business

Headquartered in Salt Lake City, Utah, we are a global leading designer, developer, manufacturer and distributor of best-in-class outdoor equipment and lifestyle products focused on the outdoor enthusiast markets. Each of our brands has a long history of continuous product innovation for core and everyday users alike. The Company’s products are principally sold globally under the Black Diamond®, Rhino-Rack®, MAXTRAX®, TRED Outdoors®, and RockyMounts® brand names through outdoor specialty and online retailers, our own websites, distributors and original equipment manufacturers. We believe that our portfolio of iconic brands is well-positioned for sustainable, long-term growth underpinned by industry trends across the outdoor and adventure sport end markets.

Sale of PIEPS

On May 8, 2025, BD European Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company, entered into a Share Purchase and Transfer Agreement (the “Share Purchase Agreement”) to sell all of the issued and outstanding shares of Black Diamond Austria GmbH, together with its operating subsidiary, PIEPS GmbH (collectively, “PIEPS”). On July 11, 2025, the Company completed the sale of PIEPS, which was included in the Company’s Outdoor segment, to a private investment firm for a total purchase price of €7,825 (approximately \$9,124), including cash held at PIEPS of \$1,311, pursuant to the Share Purchase Agreement.

We determined that the sale of the PIEPS business does not represent a strategic shift that had or will have a major effect on the condensed consolidated statements of comprehensive loss, and therefore results were not classified as discontinued operations.

Use of Estimates

The preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. We continually evaluate our estimates and assumptions including those related to revenue recognition, income taxes and valuation of long-lived assets, goodwill and indefinite-lived intangible assets, and other intangible assets. We base our estimates on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

Restricted Cash

Restricted cash primarily includes cash and highly liquid instruments that are used as collateral for certain lease agreements which will affect the amount of cash the Company has available for other uses. Restricted cash is recorded in Other long-term assets on the condensed consolidated balance sheets. The following table provides a reconciliation of cash and restricted cash reported within the condensed consolidated balance sheets to the condensed consolidated statements of cash flows as of March 31, 2026 and December 31, 2025.

	March 31, 2026	December 31, 2025
Cash	\$ 29,809	\$ 36,691
Restricted cash included in Other long-term assets	1,916	1,504
Total cash and restricted cash shown in the statements of cash flows	<u>\$ 31,725</u>	<u>\$ 38,195</u>

Recent Accounting Pronouncements*Accounting Pronouncements issued and not yet adopted*

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires a public entity to disclose, in the notes to the financial statements, specified information about certain costs and expenses on an annual and interim basis. The guidance will require all entities to disclose the amounts of purchases of inventory, employee compensation, depreciation, and intangible asset amortization included in each relevant expense caption. The guidance also requires disclosure of a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively, as well as disclosure of the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses. All entities are required to apply the guidance prospectively, with the option to apply it retrospectively. The amendments in ASU 2024-03 are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the enhanced disclosure requirements, however, it does not anticipate a material change to the consolidated financial statements.

NOTE 2. INVENTORIES

Inventories, as of March 31, 2026 and December 31, 2025, were as follows:

	March 31, 2026	December 31, 2025
Finished goods	\$ 78,430	\$ 79,584
Work-in-process	146	338
Raw materials and supplies	3,614	3,106
	<u>\$ 82,190</u>	<u>\$ 83,028</u>

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

NOTE 3. PROPERTY AND EQUIPMENT

Property and equipment, net, as of March 31, 2026 and December 31, 2025, were as follows:

	<u>March 31, 2026</u>	<u>December 31, 2025</u>
Land	\$ 2,850	\$ 2,850
Building and improvements	7,997	8,356
Furniture and fixtures	5,144	5,194
Computer hardware and software	9,309	8,278
Machinery and equipment	16,496	16,246
Construction in progress	1,718	968
	<u>43,514</u>	<u>41,892</u>
Less accumulated depreciation	(24,655)	(23,637)
	<u>\$ 18,859</u>	<u>\$ 18,255</u>

Depreciation expense for the three months ended March 31, 2026 and 2025 was \$987 and \$883, respectively.

NOTE 4. GOODWILL AND INTANGIBLE ASSETS**Goodwill**

Goodwill by segment as of March 31, 2026 and December 31, 2025 was as follows:

	<u>Outdoor</u>	<u>Adventure</u>	<u>Total</u>
Gross value of goodwill	\$ 29,507	\$ 96,966	\$ 126,473
Accumulated goodwill impairments adjusted for impact of foreign currency exchange rates	(29,507)	(96,966)	(126,473)
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Indefinite-Lived Intangible Assets

Trademarks classified as indefinite-lived intangible assets of \$19,600 as of March 31, 2026 and December 31, 2025 were all related to the Black Diamond brand.

Other Intangible Assets, net

The following table summarizes the changes in gross other intangible assets:

Gross balance at December 31, 2025	<u>\$ 77,740</u>
Impact of foreign currency exchange rates	<u>1,306</u>
Gross balance at March 31, 2026	<u>\$ 79,046</u>

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

Other intangible assets, net of amortization as of March 31, 2026 and December 31, 2025, were as follows:

	March 31, 2026			
	Gross	Accumulated Amortization	Net	Weighted Average Useful Life
Intangibles subject to amortization				
Customer relationships	\$ 60,117	\$ (43,388)	\$ 16,729	13.7 years
Product technologies	16,289	(12,562)	3,727	9.3 years
Tradenames	2,408	(743)	1,665	9.7 years
Non-compete agreements	232	(62)	170	5.0 years
	\$ 79,046	\$ (56,755)	\$ 22,291	12.6 years

	December 31, 2025			
	Gross	Accumulated Amortization	Net	Weighted Average Useful Life
Customer relationships	\$ 59,197	\$ (41,439)	\$ 17,758	13.7 years
Product technologies	15,943	(11,862)	4,081	9.3 years
Tradenames	2,368	(628)	1,740	9.6 years
Core technologies	232	(50)	182	5.0 years
	\$ 77,740	\$ (53,979)	\$ 23,761	12.6 years

Amortization expense for the three months ended March 31, 2026 and 2025, was \$1,937 and \$2,224, respectively. Future amortization expense for other intangible assets as of March 31, 2026 is as follows:

Years Ending December 31,	Amortization Expense
2026 (excluding the three months ended March 31, 2026)	\$ 5,125
2027	5,066
2028	3,562
2029	2,680
2030	1,938
2031	1,391
Thereafter	2,529
	\$ 22,291

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

NOTE 5. ACCRUED LIABILITIES AND OTHER LONG-TERM LIABILITIES

Accrued liabilities as of March 31, 2026 and December 31, 2025, were as follows:

	<u>March 31, 2026</u>	<u>December 31, 2025</u>
Accrued payroll and related items	\$ 3,099	\$ 2,837
Accrued bonus	1,021	2,005
Designated forward exchange contracts	-	358
Accrued warranty	1,377	1,480
Current lease liabilities	2,710	3,021
Accrued commissions	794	576
Sales returns and rebates	2,826	3,300
Contingent consideration liabilities	254	254
Accrued CPSC regulatory matter	2,500	2,500
Accrued legal expenses	1,401	1,183
Restructuring liabilities	344	407
Other	7,814	6,482
	<u>\$ 24,140</u>	<u>\$ 24,403</u>

Other long-term liabilities as of March 31, 2026 and December 31, 2025, were as follows:

	<u>March 31, 2026</u>	<u>December 31, 2025</u>
Long-term lease liabilities	\$ 8,725	\$ 9,266
Other	1,486	1,462
	<u>\$ 10,211</u>	<u>\$ 10,728</u>

NOTE 6. DERIVATIVE FINANCIAL INSTRUMENTS

The Company's primary exchange rate risk management objective was to attempt to mitigate the uncertainty of anticipated cash flows attributable to changes in foreign currency exchange rates. The Company primarily focused on mitigating changes in cash flows resulting from sales denominated in currencies other than the U.S. dollar. The Company managed this risk primarily by using currency forward and option contracts. If the anticipated transactions were deemed probable, the resulting relationships were formally designated as cash flow hedges. The Company accounted for these contracts as cash flow hedges and tested effectiveness by determining whether changes in the expected cash flow of the derivative offset, within a range, changes in the expected cash flow of the hedged item. The Company maintained no derivative contracts as of March 31, 2026.

The Company held the following contracts designated as hedging instruments as of December 31, 2025:

	<u>December 31, 2025</u>	
	<u>Notional Amount</u>	<u>Latest Maturity</u>
Foreign exchange contracts - Canadian Dollars	\$1,208	February 2026
Foreign exchange contracts - Euros	€ 3,134	February 2026

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

For contracts that qualify as effective hedge instruments, the effective portion of gains and losses resulting from changes in fair value of the instruments are included in accumulated other comprehensive loss and reclassified to sales in the period the underlying hedged transaction is recognized in earnings. Gains of \$0 and \$76 were reclassified to sales during the three months ended March 31, 2026 and 2025, respectively.

The following table presents the balance sheet classification and fair value of derivative instruments as of December 31, 2025:

	Classification	December 31, 2025
Derivative instruments in liability positions:		
Designated forward exchange contracts	Accrued liabilities	\$ 358

NOTE 7. ACCUMULATED OTHER COMPREHENSIVE LOSS

Accumulated other comprehensive loss ("AOCI") primarily consists of foreign currency translation adjustments and changes in our forward foreign exchange contracts. The following table sets forth the changes in AOCI, net of tax, for the three months ended March 31, 2026:

	Foreign Currency Translation Adjustments	Unrealized Gains (Losses) on Cash Flow Hedges	Total
Balance as of December 31, 2025	\$ (16,686)	\$ (3)	\$ (16,689)
Current period other comprehensive income	398	-	398
Balance as of March 31, 2026	\$ (16,288)	\$ (3)	\$ (16,291)

The following table sets forth the changes in AOCI, net of tax, for the three months ended March 31, 2025:

	Foreign Currency Translation Adjustments	Unrealized Gains (Losses) on Cash Flow Hedges	Total
Balance as of December 31, 2024	\$ (24,858)	\$ 326	\$ (24,532)
Other comprehensive income (loss) before reclassifications	1,717	(687)	1,030
Amounts reclassified from other comprehensive income (loss)	-	(57)	(57)
Net current period other comprehensive income (loss)	1,717	(744)	973
Balance as of March 31, 2025	\$ (23,141)	\$ (418)	\$ (23,559)

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

There were no unrealized gains on cash flow hedges for foreign exchange contracts for the three months ended March 31, 2026. The effects on net income of amounts reclassified from unrealized gains on cash flow hedges for foreign exchange contracts for the three months ended March 31, 2025, were as follows:

Affected line item in the Consolidated Statements of Comprehensive Loss	Gains reclassified from AOCI to the Consolidated Statements of Comprehensive Loss	
	Three Months Ended	
	March 31, 2025	
Foreign exchange contracts:		
Sales	\$	76
Less: Income tax expense		19
Amount reclassified, net of tax	\$	57
Total reclassifications from AOCI	\$	57

NOTE 8. FAIR VALUE MEASUREMENTS

We measure certain financial assets and liabilities at fair value on a recurring basis. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants, under a three-tier fair value hierarchy that prioritizes the inputs used in measuring fair value as follows:

Level 1 - inputs to the valuation methodology are quoted market prices for identical assets or liabilities in active markets.

Level 2 - inputs to the valuation methodology include quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3 - inputs to the valuation methodology are based on prices or valuation techniques that are unobservable.

Items Measured at Fair Value on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis at March 31, 2026 and December 31, 2025 were as follows:

	March 31, 2026			
	Level 1	Level 2	Level 3	Total
Liabilities				
Contingent consideration liabilities	\$ -	\$ -	\$ 254	\$ 254
	\$ -	\$ -	\$ 254	\$ 254
	December 31, 2025			
	Level 1	Level 2	Level 3	Total
Liabilities				
Designated forward exchange contracts	\$ -	\$ 358	\$ -	\$ 358
Contingent consideration liabilities	-	-	254	254
	\$ -	\$ 358	\$ 254	\$ 612

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

Derivative financial instruments are recorded at fair value based on current market pricing models.

Pursuant to the purchase of RockyMounts during the year ended December 31, 2024, the purchase price paid for the RockyMounts assets included the payment of additional contingent consideration of up to \$2,000 in cash if certain net sales thresholds are met for the years ending December 31, 2025 and December 31, 2026, respectively. The Company estimated the initial fair value of the contingent consideration liabilities primarily using the Monte-Carlo pricing model. Significant unobservable inputs used in the valuation of contingent consideration liabilities related to the acquisition of RockyMounts included a discount rate of 13.0%. Contingent consideration liabilities are subsequently remeasured at the estimated fair value at the end of each reporting period using financial projections of the acquired company, such as sales-based milestones and estimated probabilities of achievement, with the change in fair value recognized in contingent consideration benefit in the accompanying consolidated statements of comprehensive loss for such period. We measure the initial liability and remeasure the liability on a recurring basis using Level 3 inputs as defined under authoritative guidance for fair value measurements.

The following table summarizes the changes in contingent consideration liabilities:

	<u>RockyMounts</u>
Balance at December 31, 2025	\$ 254
Fair value adjustments	-
Balance at March 31, 2026	\$ 254

As the contingent consideration liabilities are remeasured to fair value each reporting period, significant increases or decreases in projected sales, discount rates or the time until payment is made could have resulted in a significantly lower or higher fair value measurement. Our determination of fair value of the contingent consideration liabilities could change in future periods based on our ongoing evaluation of these significant unobservable inputs. The net sales threshold required for the payment of the 2025 portion of the RockyMounts contingent consideration was not met during the measurement period ended December 31, 2025.

NOTE 9. STOCKHOLDERS' EQUITY

On August 6, 2018, the Company announced that its Board of Directors approved the initiation of a quarterly cash dividend program of \$0.025 per share of the Company's common stock (the "Quarterly Cash Dividend") or \$0.10 per share on an annualized basis. The declaration and payment of future Quarterly Cash Dividends is subject to the discretion of and approval of the Company's Board of Directors. On May 6, 2026, the Company announced that its Board of Directors approved the payment on May 27, 2026 of the Quarterly Cash Dividend of \$0.025 to the record holders of shares of the Company's common stock as of the close of business on May 18, 2026.

NOTE 10. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is computed by dividing earnings (loss) by the weighted average number of common shares outstanding during each period. Diluted earnings (loss) per share is computed by dividing earnings (loss) by the total of the weighted average number of shares of common stock outstanding during each period, plus the effect of dilutive outstanding stock options and unvested restricted stock grants. Potentially dilutive securities are excluded from the computation of diluted earnings (loss) per share if their effect is anti-dilutive to net loss.

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

The following table is a reconciliation of basic and diluted shares of common stock outstanding used in the calculation of earnings (loss) per share:

	Three Months Ended	
	March 31, 2026	March 31, 2025
Weighted average shares outstanding - basic	38,408	38,366
Effect of dilutive stock awards	-	-
Weighted average shares outstanding - diluted	<u>38,408</u>	<u>38,366</u>
Net loss per share:		
Basic	\$ (0.09)	\$ (0.14)
Diluted	(0.09)	(0.14)

For the three months ended March 31, 2026 and 2025, equity awards of 4,533 and 4,265, respectively, were excluded from the calculation of earnings (loss) per share for these periods as they were anti-dilutive.

NOTE 11. STOCK-BASED COMPENSATION PLAN

On May 29, 2025, at the Company's 2025 Annual Meeting, stockholders approved the Clarus Corporation Amended and Restated 2015 Stock Incentive Plan (the "Amended and Restated 2015 Plan"), which had previously been adopted by the Board of Directors on April 16, 2025, subject to such approval. The Amended and Restated 2015 Plan amends and restates the Clarus Corporation 2015 Stock Incentive Plan (the "2015 Plan"), originally approved by stockholders on December 11, 2015. Upon stockholder approval of the Amended and Restated 2015 Plan, the 2015 Plan was terminated, and no further awards will be granted under it. Any remaining shares available for grant under the 2015 Plan were canceled. However, 4,232 shares subject to outstanding awards previously granted under the 2015 Plan will remain available for issuance pursuant to their existing terms.

Under the Amended and Restated 2015 Plan, the Company's Board of Directors has flexibility to determine the type and amount of awards to be granted to eligible participants, who must be employees, directors, officers or consultants of the Company or its subsidiaries. The Amended and Restated 2015 Plan allows for grants of incentive stock options, nonqualified stock options, restricted stock awards, stock appreciation rights, and restricted stock unit awards. Unless earlier terminated as provided therein, the Amended and Restated 2015 Plan will terminate on the tenth (10th) anniversary of the effective date of the Amended and Restated 2015 Plan.

During the three months ended March 31, 2026, the Company did not issue any stock options or restricted stock unit awards under the Amended and Restated 2015 Plan to directors and employees of the Company.

The total non-cash stock compensation expense related to grants of incentive stock options, nonqualified stock options, restricted stock awards, stock appreciation rights, and restricted stock unit awards recorded by the Company for the three months ended March 31, 2026 and 2025 was \$1,154 and \$1,469, respectively. For the three months ended March 31, 2026 and 2025, the majority of stock-based compensation costs were classified as selling, general and administrative expenses.

As of March 31, 2026, there were 50 unvested stock options and unrecognized compensation cost of \$56 related to unvested stock options, as well as 1,000 unvested restricted stock unit awards and unrecognized compensation costs of \$250 related to unvested restricted stock unit awards.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
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NOTE 12. RESTRUCTURING

Starting in 2023, the Company began incurring expenses to facilitate long-term sustainable growth through cost reduction actions, consisting of employee reductions, facility rationalization and contract termination costs. During the three months ended March 31, 2026 and 2025, the Company incurred \$853 and \$173, respectively, of restructuring charges related to these actions. The Company has incurred \$6,991 of cumulative restructuring charges since the commencement of our restructuring actions in 2023. The Company accrues for restructuring costs when they are probable and reasonably estimable. Restructuring costs include severance costs, exit costs, and other restructuring costs and are included in Restructuring charges in the condensed consolidated statements of comprehensive loss. Severance costs primarily consist of severance benefits through payroll continuation, conditional separation costs and employer tax liabilities, while exit costs primarily consist of lease exit and contract termination costs. Other costs consist primarily of costs related to the discontinuance of certain product lines and are distinguishable and directly attributable to the Company's restructuring initiative and not a result of external market factors associated with the ongoing business. We estimate that we will incur additional employee-related and facility exit restructuring costs in 2026; however, the Company cannot estimate the total amount expected to be incurred at this time as cost reduction actions continue to be evaluated. The Company currently anticipates completing these restructuring activities in 2026; however, the timing and scope of these actions may change, and additional actions may be taken, depending on business conditions and other factors.

The following table summarizes the restructuring charges, payments and the remaining liabilities related to restructuring costs at March 31, 2026, which are included within accrued liabilities in the condensed consolidated balance sheets:

	<u>Outdoor</u>	<u>Adventure</u>	<u>Corporate</u>	<u>Total</u>
Balance at December 31, 2025	\$ 407	\$ -	\$ -	\$ 407
Charges to expense:				
Employee termination benefits	473	60	-	533
Exit costs	320	-	-	320
Total restructuring charges	<u>\$ 793</u>	<u>\$ 60</u>	<u>\$ -</u>	<u>\$ 853</u>
Cash payments and non-cash charges:				
Cash payments	(856)	(60)	-	(916)
Balance at March 31, 2026	<u>\$ 344</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 344</u>

NOTE 13. COMMITMENTS, CONTINGENCIES AND LEGAL MATTERS

As a consumer goods manufacturer and distributor, the Company faces the risk of product liability and related lawsuits involving claims for substantial money damages, product recall actions and higher than anticipated rates of warranty returns or other returns of goods. The Company is therefore vulnerable to various personal injury and property damage lawsuits relating to its products and incidental to its business.

The Company is involved in various legal disputes and other legal proceedings that arise from time to time in the ordinary course of business. Anticipated costs related to litigation matters are accrued when it is both probable that a liability has been incurred and the amount can be reasonably estimated. Based on currently available information, the Company does not believe that it is reasonably possible that the disposition of any of the legal disputes the Company or its subsidiaries is currently involved in will have a material adverse effect upon the Company's consolidated financial position, results of operations or cash flows, except for the U.S. Consumer Product Safety Commission ("CPSC") and Department of Justice matters discussed below. There is a reasonable possibility of loss from contingencies in excess of the amounts accrued by the Company in the accompanying condensed consolidated balance sheets; however, the actual amounts of such possible losses cannot currently be reasonably estimated by the Company. It is possible that, as additional information becomes available, the Company may subsequently determine that it may incur losses from such contingencies materially in excess of the amounts initially accrued by the Company which could have a material adverse effect on the Company's liquidity,

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stock price, consolidated financial position, results of operations and/or cash flows. See Part II, Item 1. “Legal Proceedings.”

Legal expenses incurred in the ordinary course of business are included in selling, general, and administrative expenses in the consolidated statements of comprehensive loss except as described below.

U.S. Consumer Product Safety Commission

In January 2021, Black Diamond Equipment, Ltd. (“BDEL”) filed a Section 15(b) report with the U.S. Consumer Product Safety Commission (“CPSC”) outlining its new cradle solution for certain models of its avalanche beacon transceivers to prevent such transceivers from switching unexpectedly out of “send” mode. The proposed new cradle solution was designed to improve transceiver safety by locking the transceiver into “send” mode prior to use so that it would not switch unexpectedly out of “send” mode. BDEL also requested approval for the CPSC Fast-Track Program for a voluntary product recall to implement this cradle solution. The CPSC approved the recall and entered into a Corrective Action Plan agreement with BDEL in March 2021. BDEL received a letter from the CPSC, dated October 28, 2021, stating that the CPSC is investigating whether BDEL has timely complied with the reporting requirements of Section 15(b) of the Consumer Protection Safety Act and related regulations regarding certain models of avalanche transceivers switching unexpectedly out of “send” mode.

Separately, on April 21, 2022, BDEL filed a Section 15(b) report and applied for Fast-Track consideration for a voluntary recall, consisting of free repair or replacement of such malfunctioning models of avalanche transceivers, which would not switch from “send” mode to “search” mode due to an electronic malfunction in the reed switch or foil. The CPSC approved the recall and entered into a Corrective Action Plan agreement with BDEL in August 2022. BDEL received a letter from the CPSC, dated January 17, 2023, stating that the CPSC is investigating whether BDEL has timely complied with the reporting requirements of Section 15(b) of the Consumer Protection Safety Act and related regulations regarding the malfunction in the reed switch or foil in certain models of avalanche transceivers switching out of “search” mode. BDEL responded to the CPSC’s investigation by letter dated March 31, 2023, accompanied with documents responsive to the CPSC’s requests. The CPSC asked for further clarification and documents, and BDEL sent a responsive letter accompanied by additional documents on June 23, 2023. On September 6, 2023, the CPSC requested further clarification and information regarding the reed switch issue, to which BDEL responded on October 6, 2023 and October 13, 2023.

By letters dated October 12, 2023 and December 18, 2023, respectively, BDEL was notified by the CPSC that the agency staff had concluded that BDEL failed to timely meet its statutory reporting obligations under the Consumer Product Safety Act with respect to certain models of avalanche transmitters distributed by BDEL switching unexpectedly out of “send” mode and certain models of avalanche transmitters distributed by BDEL not switching from “send” mode into “search” mode, that BDEL made a material misrepresentation in a report to the CPSC, and that the agency staff intends to recommend that the CPSC impose civil monetary penalties of \$16,135 and \$9,000, respectively, for the two matters described above.

On November 20, 2023 and February 8, 2024, respectively, BDEL submitted a comprehensive response disputing the CPSC’s findings and conclusions, including the amount of any potential penalties. The CPSC ultimately disagreed with our position and the agency voted to refer the matter to the U.S. Department of Justice for further proceedings. The Company and BDEL intend to strongly contest and vigorously defend against any claims which may be asserted against them by the Department of Justice or the CPSC.

John C. Walbrecht, the former President of BDEL and the Company, received a letter from the CPSC dated June 25, 2024, alleging that in his personal capacity he knowingly violated the Consumer Product Safety Act by failing to timely report the occurrence resulting in beacons switching unexpectedly out of “send” mode. The staff of the CPSC recommended a \$5,000 fine against Mr. Walbrecht personally. Pursuant to the Company’s by-laws, the Company has agreed to indemnify Mr. Walbrecht and pay his legal fees in connection with the occurrences described above, and he has provided an

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undertaking to the Company that the Company will be entitled to recover those expenses if it is ultimately determined that he was not entitled to indemnification. On August 26, 2024, Mr. Walbrecht's independent counsel responded to the CPSC, denying the allegations of its June 25, 2024 letter and rejecting its demand for a penalty.

On January 23, 2025, in connection with a criminal investigation, the Company and BDEL were each served with grand jury subpoenas from the United States Department of Justice requiring the production of documents relating to avalanche transmitters distributed by BDEL. The Company and BDEL are cooperating with the investigation and have produced all relevant documents. The DOJ has sent letters to Mr. Walbrecht and Rick Vance (BDEL's former Director of Quality) advising them that they are targets in its investigation of possible criminal conduct. The DOJ has since served two subpoenas upon a current and former employee of BDEL for grand jury testimony, as well as grand jury subpoenas for documents to an advisory entity and to the Company's former public relations firm and asked to speak with the successor to Mr. Vance's position. The Company's Board of Directors has approved indemnity and payment of legal fees for current and former employees subpoenaed by the DOJ, in the same manner and subject to the same conditions described above for Mr. Walbrecht.

On March 13, 2025, the Company received a letter from the CPSC requesting various categories of documents and information in connection with an investigation into whether BDEL sold products that were subject to a recall. The Company has cooperated with that investigation, substantially completed document production, and delivered a narrative explanatory letter to the CPSC on June 18, 2025. On January 28, 2026, the CPSC closed its investigation into this specific matter without taking further action.

Based on currently available information, the Company believes an unfavorable outcome with the CPSC is probable, however, we cannot reasonably estimate on what terms this matter will be resolved with the CPSC or the U.S. Department of Justice. During the year ended December 31, 2024, the Company recorded a liability of \$2,500 representing the low end of the range of our estimated exposure. The Company does not have a better estimate of the loss; therefore the low-end of the range was recorded as an accrued liability during the first quarter of 2024 and a corresponding expense was included in legal costs and regulatory matter expenses in the consolidated statements of comprehensive loss.

We believe it is reasonably possible that a change in our ability to estimate the amount of loss could occur in the near term and that the change in the estimate could be material. In addition, as this matter is ongoing, the Company is currently unable to predict its duration, resources required or outcome, or the impact it may have on the Company's liquidity, financial condition, results of operations and/or cash flows. Any penalties imposed by the CPSC or other regulators could be costly to us and could damage our business and reputation as well as have a material adverse effect on the Company's liquidity, stock price, consolidated financial position, results of operations and/or cash flows. During the three months ended March 31, 2026 and 2025, the Company incurred legal expenses of \$802 and \$578, respectively, in efforts to resolve this matter. These legal expenses are included in legal costs and regulatory matter expenses in the consolidated statements of comprehensive loss.

Clarus Corporation v. HAP Trading, LLC and Harsh A. Padia

On September 23, 2022, the Company filed a lawsuit in the United States District Court for the Southern District of New York against HAP Trading, LLC and Harsh A. Padia ("HAP Trading"), seeking disgorgement of profits from transactions in the Company's common stock and related derivative securities in violation of Section 16(b) of the Securities Exchange Act of 1934, as amended.

On March 14, 2025, the Court issued an Opinion and Order granting the defendants' motion for summary judgment on the ground that they qualified for the market making exemption under Section 16(d) of the Exchange Act. On April 11, 2025, the Company filed a timely Notice of Appeal and the appeal was argued before the United States Court of Appeals for the Second Circuit on February 12, 2026. The Court of Appeals has invited the Securities and Exchange Commission ("SEC")

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(Unaudited)
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to submit an amicus curiae brief, but the SEC declined to do so. We are currently waiting for the Court of Appeals to issue its decision.

Williams v. Caption Management, LLC, et al. / Clarus Corporation v. Caption Management, LLC, et al.

On February 12, 2024, a stockholder of the Company filed a lawsuit against Caption Management LLC and related entities (“Caption Management”) in the United States District Court for the Southern District of New York, seeking disgorgement of short-swing profits for violations of Section 16(b) of the Securities Exchange Act of 1934. The Company is named as a nominal defendant and any recovery in the case will inure to the benefit of the Company. On March 8, 2024, the Company filed its own lawsuit against these same defendants for disgorgement of short-swing profits under Section 16(b) of the Securities Exchange Act of 1934, as amended.

On February 10, 2026, the Court granted the Company’s motion to dismiss the stockholder action without prejudice on the ground that it was duplicative of the Company’s direct action against the same defendants alleging the same Section 16(b) violations. On February 24, 2026, the Company entered into a settlement agreement with Caption Management to resolve the Company’s claims. Under the terms of the settlement agreement, Caption Management paid the Company an undisclosed sum in exchange for, among other things, mutual releases and dismissal of the claims with prejudice. The settlement resolves the Company’s claims against Caption Management without any admission of liability or wrongdoing by any party.

On April 11, 2026, the stockholder’s attorney whose case was dismissed filed a lawsuit against the Company in the New York State Supreme Court seeking legal fees for his role in bringing an action against Caption. The Company intends to defend that action and argue that any fees he may recover are limited to services performed prior to the Company’s direct action against Caption.

During the three months ended March 31, 2026 and 2025, the Company incurred legal expenses of \$577 and \$47, respectively, in the efforts to bring the cases against HAP Trading and Caption Management to trial. These legal expenses are included in legal costs and regulatory matter expenses in the consolidated statements of comprehensive loss.

NOTE 14. INCOME TAXES

The Company’s U.S. federal statutory tax rate is 21% and its foreign operations have statutory tax rates of approximately 23% in Austria, 28% in New Zealand, and 30% in Australia.

The difference between the Company’s estimated effective tax rate of -7.3% for the three months ended March 31, 2026, and the U.S. federal statutory tax rate of 21% was primarily due to the impact of jurisdictional losses in the U.S. and Australia that presently do not provide future tax benefit.

As of December 31, 2025, the Company’s gross deferred tax asset was \$40,300. The Company has recorded a valuation allowance of \$29,315, resulting in a net deferred tax asset of \$10,985, before deferred tax liabilities of \$12,348. As of March 31, 2026 and December 31, 2025, the Company has provided a full valuation allowance against all of the U.S. deferred tax assets because the ultimate realization of those assets did not meet the more-likely-than-not criteria. Part of the Company’s deferred tax assets consist of net operating loss carryforwards (“NOLs”) for federal tax purposes. If a change in control were to occur, these could be limited under Section 382 of the Internal Revenue Code of 1986 (“Code”), as amended.

In assessing the realizability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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and net operating loss and credit carryforwards expire. The estimates and judgments associated with the Company's valuation allowance on deferred tax assets are considered critical due to the amount of deferred tax assets recorded by the Company on its consolidated balance sheets and the judgment required in determining the Company's future taxable income. The need for a valuation allowance is reassessed at each interim reporting period.

As of December 31, 2025, the Company had NOLs and research and experimentation credit for U.S. federal income tax purposes of \$41,209 and \$5,709, respectively. All federal NOLs will have an indefinite carryforward period. Federal research and experimentation credits have a limited carryforward period and will begin to expire in tax year 2033. In accordance with Section 382 and Section 383 of the Internal Revenue Code of 1986 ("Code"), utilization of the NOL and tax credit carryforwards may subject to limitations based on prior or future ownership changes.

NOTE 15. SEGMENT INFORMATION

We operate our business structure within two segments. These segments are defined based on the internal financial reporting used by our chief operating decision maker ("CODM") to allocate resources and assess performance. The Company's CODM is the Executive Chairman and Director (Principal Executive Officer). The CODM allocates resources based on revenue and operating income primarily through the annual budget and periodic forecasting process. The CODM considers budget-to-actual variances when making decisions about allocating capital and personnel to the segments. Corporate costs consist of corporate office expenses including compensation, benefits, non-cash stock compensation expense, transaction costs, and other administrative costs, as well as charges related to certain legal and regulatory matters, that are managed at a corporate level and are not included within segment results when evaluating performance or allocating resources.

Each segment is described below:

- Prior to its sale on July 11, 2025, PIEPS was included in our Outdoor segment alongside Black Diamond Equipment. Our Outdoor segment is a global leader in designing, manufacturing, and marketing innovative outdoor engineered equipment and apparel for climbing, mountaineering, trail running, backpacking, skiing, and a wide range of other year-round outdoor recreation activities. Our Outdoor segment offers a broad range of products, including: high-performance, activity-based apparel (such as shells, insulation, midlayers, pants, and logowear); rock-climbing footwear and equipment (such as carabiners, protection devices, harnesses, belay devices, helmets, and ice-climbing gear); technical backpacks and high-end day packs; trekking poles; headlamps and lanterns; and gloves and mittens. We also offer advanced skis, ski poles, ski skins, and snow safety products, including avalanche airbag systems, avalanche transceivers, shovels, and probes.
- Our Adventure segment, which includes Rhino-Rack, MAXTRAX, TRED, and RockyMounts is a manufacturer of highly-engineered automotive roof racks, trays, mounting systems, luggage boxes, carriers, recovery boards, bicycle racks, and accessories in Australia and New Zealand and a growing presence in the United States and Europe.

As noted above, the Company has a wide variety of technical outdoor equipment and lifestyle products that are sold to a variety of customers in multiple end markets. While there are multiple products sold, the terms and nature of revenue recognition policy is similar for all segments.

CLARUS CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

Financial information for our segments, as well as revenue by geography, which the Company believes provides a meaningful depiction how the nature, timing and uncertainty of revenue are affected by economic factors, is as follows:

	Three Months Ended March 31, 2026		
	Outdoor	Adventure	Total
Sales			
Domestic sales	\$ 21,573	\$ 3,307	\$ 24,880
International sales	23,299	13,759	37,058
Total sales	44,872	17,066	61,938
Cost of goods sold	28,726	10,449	
Selling, general and administrative	14,769	8,394	
Restructuring charges	793	60	
Legal costs and regulatory matter expenses	802	-	
Segment operating loss	\$ (218)	\$ (1,837)	\$ (2,055)
Corporate costs			(4,013)
Interest income, net			88
Other, net			2,908
Loss before income tax			\$ (3,072)

	Three Months Ended March 31, 2025		
	Outdoor	Adventure	Total
Sales			
Domestic sales	\$ 20,694	\$ 4,115	\$ 24,809
International sales	23,629	11,995	35,624
Total sales	44,323	16,110	60,433
Cost of goods sold	29,354	10,165	
Inventory fair value of purchase accounting	-	120	
Selling, general and administrative	14,026	8,839	
Restructuring charges	173	-	
Transaction costs	70	40	
Legal costs and regulatory matter expenses	578	-	
Segment operating income (loss)	\$ 122	\$ (3,054)	\$ (2,932)
Corporate costs			(3,830)
Interest income, net			257
Other, net			459
Loss before income tax			\$ (6,046)

There were no intercompany sales between the Outdoor and Adventure segments for the periods presented.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)
(in thousands, except per share amounts)

Total assets by segment, as of March 31, 2026 and December 31, 2025, were as follows:

	<u>March 31, 2026</u>	<u>December 31, 2025</u>
Outdoor	\$ 139,142	\$ 145,902
Adventure	83,912	84,086
Corporate	20,210	19,040
	<u>\$ 243,264</u>	<u>\$ 249,028</u>

Capital expenditures, depreciation and amortization by segment is as follows.

	<u>Three Months Ended</u>	
	<u>March 31, 2026</u>	<u>March 31, 2025</u>
Capital expenditures:		
Outdoor	\$ 1,490	\$ 1,143
Adventure	68	38
Total capital expenditures	<u>\$ 1,558</u>	<u>\$ 1,181</u>
Depreciation:		
Outdoor	\$ 635	\$ 506
Adventure	289	377
Corporate	63	-
Total depreciation	<u>\$ 987</u>	<u>\$ 883</u>
Amortization:		
Outdoor	\$ 222	\$ 283
Adventure	1,715	1,941
Total amortization	<u>\$ 1,937</u>	<u>\$ 2,224</u>

CLARUS CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
(in thousands, except per share amounts)

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Please note that in this Quarterly Report on Form 10-Q Clarus Corporation (which may be referred to as the “Company,” “Clarus,” “we,” “our” or “us”) may use words such as “appears,” “anticipates,” “believes,” “plans,” “expects,” “intends,” “future” and similar expressions which constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are made based on our expectations and beliefs concerning future events impacting the Company and therefore involve a number of risks and uncertainties. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements.

Potential risks and uncertainties that could cause the actual results of operations or financial condition of the Company to differ materially from those expressed or implied by forward-looking statements in this Quarterly Report on Form 10-Q include, but are not limited to, the overall level of consumer demand for our products; the highly competitive nature of our markets and the potential for rapid or significant changes in consumer preferences; general economic conditions and other factors affecting consumer confidence, preferences, and behavior; the potential impact of the uncertain macroeconomic environment on our financial results, including, but not limited to, the effects of sustained global inflationary pressures and interest rates, potential economic slowdowns or recessions, trade restrictions and regulatory changes, and global supply chain disruptions; the effect of inflation on our business, including any future pricing actions taken in an effort to mitigate the effects of inflation and potential impacts on our revenue, operating margins and net income; disruption and volatility in the global currency, capital and credit markets; the impact of changes in tariffs, tax laws, global trade policies as well as instability and volatility in global markets; the financial strength of retail economies and the Company’s customers; the Company’s ability to implement its business strategy; our ability to accurately forecast demand and manage inventory levels, including the risk of excess or obsolete inventory, increased discounting, or lost sales; the Company’s ability to execute and integrate acquisitions, as well as to complete dispositions and effectively manage the associated separation and transition risks, including those related to the recent sale of PIEPS; the Company’s exposure to product liability or product warranty claims and other loss contingencies, including, without limitation, recalls and liability claims relating to certain avalanche beacon transceivers distributed by BDEL; disruptions and other impacts to the Company’s business, as a result of an outbreak of disease or similar public health threat, and government actions and restrictive measures implemented in response; stability of the Company’s manufacturing facilities and suppliers, as well as consumer demand for our products, in light of disease epidemics and health-related concerns; disruptions in our supply chain, third-party logistics providers, or distribution facilities; the impact that global climate change trends may have on the Company and its suppliers and customers, increased focus on sustainability issues as a result of global climate change; regulatory or market responses to global climate change; compliance costs and potential liabilities related to environmental requirements, including those associated with Per- and Polyfluoroalkyl Substances (PFAS); the Company’s ability to protect patents, trademarks and other intellectual property rights; any breaches of, or interruptions in, our information systems; the ability of our information technology systems or information security systems to operate effectively, including as a result of security breaches, viruses, hackers, malware, natural disasters, vendor business interruptions or other causes; our ability to properly maintain, protect, repair or upgrade our information technology systems or information security systems, or problems arising in connection with our transition to upgraded or replacement systems; the impact of adverse publicity about the Company and/or its brands and products, including without limitation, through social media or in connection with brand damaging events and/or public perception; the potential impact of the Consumer Product Safety Commission’s and the U.S. Department of Justice’s investigations related to BDEL’s reporting obligations under the Consumer Product Safety Act in connection with BDEL’s recall of certain models of its avalanche transceivers on our business, results of operations, and financial condition; fluctuations in the price, availability and quality of raw materials and contracted products as well as foreign currency fluctuations; ongoing disruptions and delays in the shipping and transportation of our products due to port congestion, container ship availability and/or other logistical challenges; the impact of political unrest, natural disasters or other crises, terrorist acts, acts of war and/or military operations; our ability to utilize our net operating loss carryforwards; changes in tax laws and liabilities, tariffs, legal, regulatory, political and

CLARUS CORPORATION
MANAGEMENT DISCUSSION AND ANALYSIS
(in thousands, except per share amounts)

economic risks; the Company's ability to maintain a quarterly dividend; our ability to obtain additional capital and funding on acceptable terms to meet our financial obligations as well as to support our business operations and growth initiatives; any material differences in the actual financial results of the Company's past and future acquisitions and dispositions, including the impact of such transactions and any related recognition of impairment or other charges, such as the recent impairments recognized in the Outdoor and Adventure segments and the potential that we may be required to take additional write-downs or write-offs, restructuring charges, impairment charges, or other charges in the future, on the Company's future earnings per share; the Company's review of strategic alternatives, including the timing and outcome of the review, whether the review results in any transaction or other strategic outcome, and the potential impact of the review on the Company's business and operations; and other risks and uncertainties set forth in the section entitled "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2025, which are incorporated herein by reference. More information on potential factors that could affect the Company's financial results is included from time to time in the Company's public reports filed with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. All forward-looking statements included in this Quarterly Report on Form 10-Q are based upon information available to the Company as of the date of this Quarterly Report on Form 10-Q, and speak only as of the date hereof. We assume no obligation to update any forward-looking statements to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q.

Overview

Headquartered in Salt Lake City, Utah, Clarus is a global leading designer, developer, manufacturer and distributor of best-in-class outdoor equipment and lifestyle products focused on the outdoor enthusiast markets. Each of our brands has a long history of continuous product innovation for core and everyday users alike. The Company's products are principally sold globally under the Black Diamond®, Rhino-Rack®, MAXTRAX®, TRED Outdoors®, and RockyMounts® brand names through outdoor specialty and online retailers, our own websites, distributors and original equipment manufacturers. Our portfolio of iconic brands is well-positioned for sustainable, long-term growth underpinned by powerful industry trends across the outdoor and adventure sport end markets.

Our iconic brands are rooted in performance-defining technologies that enable our customers to have their best days outdoors. We have a long history of technical innovation and product development, backed by an extensive patent portfolio that continues to evolve and advance our markets. We focus on enhancing our customers' performance in the most critical moments. Our commitment to quality, rigorous safety, and ultimately best-in-class design is evidenced by outstanding industry recognition, as we have received numerous product awards across our portfolio of brands.

Each of our brands represents a unique customer value proposition. Supported by six decades of proven innovation, Black Diamond is an established global leader in high-performance, activity-based climbing, skiing, and technical mountain sports equipment. The brand is synonymous with premium performance, safety and reliability. Founded in 1992, our Rhino-Rack brand is a globally-recognized designer and distributor of highly-engineered automotive roof racks and accessories to enhance the outdoor enthusiast's overlanding experience. Founded in 2005, our MAXTRAX brand offers high-quality overlanding and off-road vehicle recovery and extraction tracks for the overland and off-road market. Similarly, TRED, founded in 2012, is a trusted brand for key retailers and distributors in the overlanding and off-road vehicle recovery market. Founded in 1993, our RockyMounts brand is known for making well designed and dependable premium bicycle racks and other accessories compatible with vehicles of all sizes.

Clarus, incorporated in Delaware in 1991, acquired Black Diamond Equipment, Ltd. ("Black Diamond Equipment") in May 2010 and changed its name to Black Diamond, Inc. in January 2011. In October 2012, we acquired PIEPS Holding GmbH and its subsidiaries (collectively, "PIEPS"). On August 14, 2017, the Company changed its name from Black Diamond, Inc. to Clarus Corporation and its stock ticker symbol from "BDE" to "CLAR" on the NASDAQ stock exchange.

On August 21, 2017, the Company acquired Sierra Bullets, L.L.C. ("Sierra"). On October 2, 2020, the Company completed the acquisition of certain assets and liabilities constituting the Barnes business ("Barnes"). On July 1, 2021, the Company completed the acquisition of Australia-based Rhino-Rack Holdings Pty Ltd ("Rhino-Rack"). On December 1, 2021, the

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Company completed the acquisition of Australia-based MaxTrax Australia Pty Ltd (“MAXTRAX”). On October 9, 2023, the Company completed the acquisition of Australia-based TRED Outdoors Pty Ltd. (“TRED”). On December 5, 2024, the Company completed the acquisition of certain assets and liabilities constituting the RockyMounts business (“RockyMounts”).

On February 29, 2024, the Company completed the sale of all of the equity associated with the Company’s Precision Sport segment, which was comprised of the Company’s subsidiaries Sierra Bullets, L.L.C. (“Sierra”) and Barnes Bullets – Mona, LLC (“Barnes”), pursuant to a Purchase and Sale Agreement dated as of December 29, 2023.

On May 8, 2025, BD European Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company, entered into a Share Purchase and Transfer Agreement (the “Share Purchase Agreement”) to sell all of the issued and outstanding shares of Black Diamond Austria GmbH, together with its operating subsidiary, PIEPS GmbH (collectively, “PIEPS”). On July 11, 2025, the Company completed the sale of PIEPS, which was included in the Company’s Outdoor segment, to a private investment firm for a total purchase price of €7,825 (approximately \$9,124), including cash held at PIEPS of \$1,311, pursuant to the Share Purchase Agreement.

On August 6, 2018, the Company announced that its Board of Directors approved the initiation of a quarterly cash dividend program of \$0.025 per share of the Company’s common stock (the “Quarterly Cash Dividend”) or \$0.10 per share on an annualized basis. The declaration and payment of future Quarterly Cash Dividends is subject to the discretion of and approval of the Company’s Board of Directors. On May 6, 2026, the Company announced that its Board of Directors approved the payment on May 27, 2026 of the Quarterly Cash Dividend of \$0.025 to the record holders of shares of the Company’s common stock as of the close of business on May 18, 2026.

Restructuring

Starting in 2023, the Company began incurring expenses to facilitate long-term sustainable growth through cost reduction actions, consisting of employee reductions, facility rationalization and contract termination costs. During the three months ended March 31, 2026 and 2025, the Company incurred \$853 and \$173, respectively, of restructuring charges related to these actions. The Company has incurred \$6,991 of cumulative restructuring charges since the commencement of our restructuring actions in 2023. The Company accrues for restructuring costs when they are probable and reasonably estimable. Restructuring costs include severance costs, exit costs, and other restructuring costs and are included in Restructuring charges in the condensed consolidated statements of comprehensive loss. Severance costs primarily consist of severance benefits through payroll continuation, conditional separation costs and employer tax liabilities, while exit costs primarily consist of lease exit and contract termination costs. Other costs consist primarily of costs related to the discontinuance of certain product lines and are distinguishable and directly attributable to the Company’s restructuring initiative and not a result of external market factors associated with the ongoing business. We estimate that we will incur additional employee-related and facility exit restructuring costs in 2026; however, the Company cannot estimate the total amount expected to be incurred at this time as cost reduction actions continue to be evaluated. The Company currently anticipates completing these restructuring activities in 2026; however, the timing and scope of these actions may change, and additional actions may be taken, depending on business conditions and other factors.

Critical Accounting Policies and Use of Estimates

Management’s discussion of our financial condition and results of operations is based on the consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The preparation of the consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting periods. Our critical accounting policies that require the use of estimates and assumptions were discussed in detail in our Annual Report on Form 10-K for the year ended December 31, 2025. We base our estimates on historical experience and other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

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There have been no significant changes to our critical accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2025.

Recent Accounting Pronouncements

See “Recent Accounting Pronouncements” in Note 1 to our condensed consolidated financial statements.

Results of Operations***Three Months Ended March 31, 2026 Compared to Three Months Ended March 31, 2025***

The following presents a discussion of operations for the three months ended March 31, 2026, compared with the three months ended March 31, 2025.

	Three Months Ended	
	March 31, 2026	March 31, 2025
Sales		
Domestic sales	\$ 24,880	\$ 24,809
International sales	37,058	35,624
Total sales	<u>61,938</u>	<u>60,433</u>
Cost of goods sold	<u>39,175</u>	<u>39,639</u>
Gross profit	22,763	20,794
Operating expenses		
Selling, general and administrative	26,577	26,616
Restructuring charges	853	173
Transaction costs	22	142
Legal costs and regulatory matter expenses	<u>1,379</u>	<u>625</u>
Total operating expenses	<u>28,831</u>	<u>27,556</u>
Operating loss	<u>(6,068)</u>	<u>(6,762)</u>
Other income		
Interest income, net	88	257
Other, net	<u>2,908</u>	<u>459</u>
Total other income, net	<u>2,996</u>	<u>716</u>
Loss before income tax	(3,072)	(6,046)
Income tax expense (benefit)	<u>223</u>	<u>(802)</u>
Net loss	<u>\$ (3,295)</u>	<u>\$ (5,244)</u>

Sales

Total sales increased \$1,505, or 2.5%, to \$61,938 during the three months ended March 31, 2026, compared to total sales of \$60,433 during the three months ended March 31, 2025. The increase in sales was attributable to an increase in sales at the Adventure and Outdoor segments of \$956 and \$549, respectively.

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Sales in the Outdoor segment increased by \$1,646 due to foreign exchange impact from the weakening of the U.S. dollar primarily against the euro during the three months ended March 31, 2026, compared to the prior period. Sales in the Adventure segment increased by \$1,249 due to foreign exchange impact from the weakening of the U.S. dollar against the Australian dollar during the three months ended March 31, 2026, compared to the prior period.

Sales in the Adventure segment increased due to a favorable wholesale market in Australia for Rhino-Rack and MAXTRAX, partially offset by decreases in North America. Sales in the Outdoor segment increased due to increases in global wholesale revenue of \$2,936 and independent global distributor revenue of \$286, partially offset by lower PIEPS revenue of \$1,767 due to the sale of PIEPS in July 2025 and lower global direct-to-consumer revenue of \$905, compared to the prior period.

Domestic sales increased \$71, or 0.3%, to \$24,880 during the three months ended March 31, 2026, compared to domestic sales of \$24,809 during the three months ended March 31, 2025. The increase in sales was attributable to an increase in sales at the Outdoor segment of \$879, partially offset by a decrease in sales at the Adventure segment of \$808.

International sales increased \$1,434, or 4.0%, to \$37,058 during the three months ended March 31, 2026, compared to international sales of \$35,624 during the three months ended March 31, 2025. The increase in sales was attributable to an increase in sales at the Adventure segment of \$1,764, partially offset by a decrease in sales at the Outdoor segment of \$330.

Cost of Goods Sold

Cost of goods sold decreased \$464, or 1.2%, to \$39,175 during the three months ended March 31, 2026, compared to cost of goods sold of \$39,639 during the three months ended March 31, 2025.

Gross Profit

Gross profit increased \$1,969, or 9.5%, to \$22,763 during the three months ended March 31, 2026, compared to gross profit of \$20,794 during the three months ended March 31, 2025. Gross margin was 36.8% during the three months ended March 31, 2026, compared to a gross margin of 34.4% during the three months ended March 31, 2025. Gross margin during the three months ended March 31, 2026, increased compared to the prior year as a result of higher volumes and a favorable product mix at both the Adventure and Outdoor segments. The volume increases at the Outdoor segment were partially offset by lower volumes due to the sale of PIEPS in July 2025.

Selling, General and Administrative

Selling, general, and administrative expenses decreased \$39, or 0.1%, to \$26,577 during the three months ended March 31, 2026, compared to selling, general and administrative expenses of \$26,616 during the three months ended March 31, 2025. Selling, general and administrative expenses at the Adventure segment decreased by \$445 primarily as a result of lower marketing, depreciation, amortization, and employee-related costs. Additionally, Corporate costs decreased by \$337 due to lower outside service and employee-related costs. These decreases were partially offset by increases at the Outdoor segment of \$743 primarily as a result of higher outside service, depreciation, and employee-related costs, partially offset by lower costs from PIEPS due to the sale in July 2025, and lower amortization expense.

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Restructuring Charges

Restructuring charges were \$853 during the three months ended March 31, 2026, compared to restructuring charges of \$173 during the three months ended March 31, 2025. The restructuring charges incurred during the three months ended March 31, 2026, relate to benefits provided to employees who were terminated due to the Company's reduction-in-force as part of its continued realignment of resources within the organization of \$533 and athlete sponsorship contract termination costs of \$320.

Transaction Costs

Transaction costs decreased to \$22 during the three months ended March 31, 2026, compared to transaction costs of \$142 during the three months ended March 31, 2025, which consisted of expenses related to the Company's various acquisition and disposal efforts.

Legal Costs and Regulatory Matter Expenses

Legal costs and regulatory matter expenses increased to \$1,379 during the three months ended March 31, 2026, compared to legal costs and regulatory matter expenses of \$625 during the three months ended March 31, 2025, which consisted of expenses related to the Company's specific legal matters. See Note 13 to our condensed consolidated financial statements for financial information regarding specific legal matters.

Interest Income, net

Interest income, net decreased to \$88 during the three months ended March 31, 2026, compared to interest income, net of \$257 during the three months ended March 31, 2025. The decrease in interest income recognized during the three months ended March 31, 2026, was due to lower interest rates on lower cash balances, compared to the prior period.

Other, net

Other, net, changed by \$2,449, or 533.6%, to \$2,908 during the three months ended March 31, 2026, compared to other, net of \$459 during the three months ended March 31, 2025. The change in other, net, was primarily attributable to miscellaneous gains related to the Company's various legal matters and gains in mark-to-market adjustments on non-hedged foreign currency contracts. The change was partially offset by a decrease in remeasurement gains recognized on the Company's foreign denominated accounts receivable and accounts payable during the three months ended March 31, 2026.

Income Taxes

Income tax expense (benefit) changed by \$1,025, or 127.8%, to an expense of \$223 during the three months ended March 31, 2026, compared to a benefit of \$802 during the same period in 2025. Our effective income tax rate was -7.3% for the three months ended March 31, 2026, and differed compared to the statutory tax rates primarily due to the impact of jurisdictional losses in the U.S. and Australia that presently do not provide future tax benefit. For the three months ended March 31, 2025, our effective income tax rate was a benefit of 13.3% and differed compared to the statutory tax rates primarily due to the impact of valuation allowance, stock compensation, and research and experimentation expenditures and credits.

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Liquidity and Capital Resources*Three Months Ended March 31, 2026 Compared to Three Months Ended March 31, 2025*

Our primary ongoing funding requirements are for working capital, expansion of our operations organically, and general corporate needs, as well as investing in the various brands. We plan to fund these activities through a combination of our current cash balances and future operating cash flows. We believe that our liquidity requirements and contractual obligations for at least the next 12 months will be adequately covered by our current cash balances and cash provided by operations. Additionally, long-term contractual obligations are also currently expected to be funded from our current cash balances and cash from operations.

At March 31, 2026, we had total cash and restricted cash of \$31,725, compared to total cash and restricted cash of \$38,195 at December 31, 2025. At March 31, 2026, the Company had \$10,866 of the \$31,725 in cash and restricted cash held by foreign entities, of which \$9,475 is considered permanently reinvested.

The following presents a discussion of cash flows for the condensed consolidated three months ended March 31, 2026 compared with the condensed consolidated three months ended March 31, 2025.

	Three Months Ended	
	March 31, 2026	March 31, 2025
Net cash used in operating activities	\$ (4,133)	\$ (2,073)
Net cash used in investing activities	(1,530)	(1,181)
Net cash used in financing activities	(993)	(1,001)
Effect of foreign exchange rates on cash and restricted cash	186	211
Change in cash and restricted cash	(6,470)	(4,044)
Cash and restricted cash, beginning of year	38,195	45,359
Cash and restricted cash, end of period	<u>\$ 31,725</u>	<u>\$ 41,315</u>

Net Cash From Operating Activities

Net cash used in operating activities was \$4,133 during the three months ended March 31, 2026, compared to net cash used in operating activities of \$2,073 during the three months ended March 31, 2025. The change in net cash used in operating activities during 2026 is primarily due to an increase in cash outflows related to working capital compared to the same period in 2025. These impacts were partially offset by a decrease in net loss and an increase in deferred income taxes compared to the same period in 2025.

Free cash flow, defined as net cash used in operating activities less capital expenditures, of \$5,691 was used during the three months ended March 31, 2026 compared to \$3,254 used during the same period in 2025. The Company believes that the non-GAAP measure, free cash flow, provides an understanding of the capital required by the Company to expand its asset base. A reconciliation of free cash flows to the nearest comparable GAAP financial measure is set forth below:

	Three Months Ended	
	March 31, 2026	March 31, 2025
Net cash used in operating activities	\$ (4,133)	\$ (2,073)
Purchase of property and equipment	(1,558)	(1,181)
Free cash flow	<u>\$ (5,691)</u>	<u>\$ (3,254)</u>

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Net Cash From Investing Activities

Net cash used in investing activities was \$1,530 during the three months ended March 31, 2026, compared to net cash used in investing activities of \$1,181 during the three months ended March 31, 2025. The change in cash used in investing activities during the three months ended March 31, 2026 is primarily due to an increase in purchases of property and equipment compared to the same period in 2025.

Net Cash From Financing Activities

Net cash used in financing activities was \$993 during the three months ended March 31, 2026, compared to net cash used in financing activities of \$1,001 during the three months ended March 31, 2025. The change in net cash used in financing activities during the three months ended March 31, 2026 is primarily due to a decrease in purchases of treasury stock compared to the same period in 2025.

Net Operating Loss

As of December 31, 2025, the Company had net operating loss carryforwards (“NOLs”) and research and experimentation credit for U.S. federal income tax purposes of \$41,209 and \$5,709, respectively.

As of December 31, 2025, the Company’s gross deferred tax asset was \$40,300. The Company has recorded a valuation allowance of \$29,315, resulting in a net deferred tax asset of \$10,985, before deferred tax liabilities of \$12,348. The Company has provided a full valuation allowance against all of the net U.S. deferred tax assets as of December 31, 2025, because the ultimate realization of those assets does not meet the more-likely-than-not criteria. The majority of the Company’s deferred tax assets consist of research and experimentation credits and capitalized costs for federal tax purposes. These deferred tax assets are expected to reverse into NOL carryforwards that can be used to offset taxable income and reduce income taxes payable in future periods. If a change in control were to occur, these future NOLs could be limited under Section 382 of the Internal Revenue Code of 1986 (“Code”), as amended.

Credit Agreement

As of March 31, 2026, the Company maintained no credit facilities.

Off-Balance Sheet Arrangements

We do not engage in any transactions or have relationships or other arrangements with unconsolidated entities. These include special purpose and similar entities or other off-balance sheet arrangements. We also do not engage in energy, weather or other commodity-based contracts.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has not been any material change in the market risk disclosure contained in our Annual Report on Form 10-K for the year ended December 31, 2025.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management carried out an evaluation, under the supervision and with the participation of the Company's Executive Chairman and Chief Financial Officer, its principal executive officer and principal financial officer, respectively, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of March 31, 2026. Such disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company is accumulated and communicated to the appropriate management on a basis that permits timely decisions regarding disclosure. Based upon that evaluation, the Company's Executive Chairman and Chief Financial Officer concluded that the Company's disclosure controls and procedures as of March 31, 2026, were effective.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the quarter ended March 31, 2026, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting, pursuant to Exchange Act Rule 13a-15(d).

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Legal Proceedings

The Company is involved in various legal disputes and other legal proceedings that arise from time to time in the ordinary course of business. Based on currently available information, and except as disclosed herein, the Company does not believe that the existence of any of the legal disputes the Company or its subsidiaries is currently involved in will have a material adverse effect upon the Company's consolidated financial position, results of operations or cash flows, except for the U.S. Consumer Product Safety Commission ("CPSC") and Department of Justice matters discussed below. It is possible that, as additional information becomes available, the impact on the Company of an adverse determination could have a different effect.

Litigation

The Company is involved in various lawsuits arising from time to time that the Company considers ordinary routine litigation incidental to its business. Amounts accrued for litigation matters represent the anticipated costs (damages and/or settlement amounts) in connection with pending litigation and claims and related anticipated legal fees and other expenses or costs for defending such actions, which legal fees and expenses or costs are expensed as incurred. The costs are accrued when it is both probable that a liability has been incurred and the amount can be reasonably estimated. The accruals are based upon the Company's assessment, after consultation with counsel (if deemed appropriate), of probable loss based on the facts and circumstances of each case, the legal issues involved, the nature of the claim made, the nature of the damages sought and any relevant information about the plaintiffs and other significant factors that vary by case. When it is not possible to estimate a specific expected cost to be incurred, the Company evaluates the range of probable loss and records the minimum end of the range. Based on currently available information, and except as set forth herein, the Company does not believe that it is reasonably possible that the disposition of any of the legal disputes the Company or its subsidiaries is currently involved in will have a material adverse effect upon the Company's consolidated financial condition, results of operations or cash flows, except for the CPSC and Department of Justice matters discussed below. There is a reasonable possibility of loss from contingencies in excess of the amounts accrued by the Company in the accompanying condensed consolidated balance sheets; however, the actual amounts of such possible losses cannot currently be reasonably estimated by the Company at this time. It is possible that, as additional information becomes available, the impact on the Company could have a different effect.

Product Liability

As a consumer goods manufacturer and distributor, the Company faces the risk of product liability and related lawsuits involving claims for substantial money damages, product recall actions and higher than anticipated rates of warranty returns or other returns of goods. The Company is therefore vulnerable to various personal injury and property damage lawsuits relating to its products and incidental to its business.

Except as disclosed herein, there are no pending product liability claims and lawsuits of the Company, which the Company believes in the aggregate, will have a material adverse effect on the Company's business, brand reputation, liquidity, stock price, consolidated financial position, results of operations and/or cash flows. See also Part II, Item 1A. "Risk Factors."

U.S. Consumer Product Safety Commission

In January 2021, Black Diamond Equipment, Ltd. ("BDEL") filed a Section 15(b) report with the U.S. Consumer Product Safety Commission ("CPSC") outlining its new cradle solution for certain models of its avalanche beacon transceivers to prevent such transceivers from switching unexpectedly out of "send" mode. The proposed new cradle solution was designed to improve transceiver safety by locking the transceiver into "send" mode prior to use so that it would not switch unexpectedly out of "send" mode. BDEL also requested approval for the CPSC Fast-Track Program for a voluntary product recall to implement this cradle solution. The CPSC approved the recall and entered into a Corrective Action Plan agreement

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with BDEL in March 2021. BDEL received a letter from the CPSC, dated October 28, 2021, stating that the CPSC is investigating whether BDEL has timely complied with the reporting requirements of Section 15(b) of the Consumer Protection Safety Act and related regulations regarding certain models of avalanche transceivers switching unexpectedly out of “send” mode.

Separately, on April 21, 2022, BDEL filed a Section 15(b) report and applied for Fast-Track consideration for a voluntary recall, consisting of free repair or replacement of such malfunctioning models of avalanche transceivers, which would not switch from “send” mode to “search” mode due to an electronic malfunction in the reed switch or foil. The CPSC approved the recall and entered into a Corrective Action Plan agreement with BDEL in August 2022. BDEL received a letter from the CPSC, dated January 17, 2023, stating that the CPSC is investigating whether BDEL has timely complied with the reporting requirements of Section 15(b) of the Consumer Protection Safety Act and related regulations regarding the malfunction in the reed switch or foil in certain models of avalanche transceivers switching out of “search” mode. BDEL responded to the CPSC’s investigation by letter dated March 31, 2023, accompanied with documents responsive to the CPSC’s requests. The CPSC asked for further clarification and documents, and BDEL sent a responsive letter accompanied by additional documents on June 23, 2023. On September 6, 2023, the CPSC requested further clarification and information regarding the reed switch issue, to which BDEL responded on October 6, 2023 and October 13, 2023.

By letters dated October 12, 2023 and December 18, 2023, respectively, BDEL was notified by the CPSC that the agency staff had concluded that BDEL failed to timely meet its statutory reporting obligations under the Consumer Product Safety Act with respect to certain models of avalanche transmitters distributed by BDEL switching unexpectedly out of “send” mode and certain models of avalanche transmitters distributed by BDEL not switching from “send” mode into “search” mode, that BDEL made a material misrepresentation in a report to the CPSC, and that the agency staff intends to recommend that the CPSC impose civil monetary penalties of \$16,135,000 and \$9,000,000, respectively, for the two matters described above.

On November 20, 2023 and February 8, 2024, respectively, BDEL submitted a comprehensive response disputing the CPSC’s findings and conclusions, including the amount of any potential penalties. The CPSC ultimately disagreed with our position and the agency voted to refer the matter to the U.S. Department of Justice for further proceedings. The Company and BDEL intend to strongly contest and vigorously defend against any claims which may be asserted against them by the Department of Justice or the CPSC.

John C. Walbrecht, the former President of BDEL and the Company, received a letter from the CPSC dated June 25, 2024, alleging that in his personal capacity he knowingly violated the Consumer Product Safety Act by failing to timely report the occurrence resulting in beacons switching unexpectedly out of “send” mode. The staff of the CPSC recommended a \$5,000,000 fine against Mr. Walbrecht personally. Pursuant to the Company’s by-laws, the Company has agreed to indemnify Mr. Walbrecht and pay his legal fees in connection with the occurrences described above, and he has provided an undertaking to the Company that the Company will be entitled to recover those expenses if it is ultimately determined that he was not entitled to indemnification. On August 26, 2024, Mr. Walbrecht’s independent counsel responded to the CPSC, denying the allegations of its June 25, 2024 letter and rejecting its demand for a penalty.

On January 23, 2025, in connection with a criminal investigation, the Company and BDEL were each served with grand jury subpoenas from the United States Department of Justice requiring the production of documents relating to avalanche transmitters distributed by BDEL. The Company and BDEL are cooperating with the investigation and have produced all relevant documents. The DOJ has sent letters to Mr. Walbrecht and Rick Vance (BDEL’s former Director of Quality) advising them that they are targets in its investigation of possible criminal conduct. The DOJ has since served two subpoenas upon a current and former employee of BDEL for grand jury testimony, as well as grand jury subpoenas for documents to an advisory entity and to the Company’s former public relations firm and asked to speak with the successor to Mr. Vance’s position. The Company’s Board of Directors has approved indemnity and payment of legal fees for current and former employees subpoenaed by the DOJ, in the same manner and subject to the same conditions described above for Mr. Walbrecht.

On March 13, 2025, the Company received a letter from the CPSC requesting various categories of documents and information in connection with an investigation into whether BDEL sold products that were subject to a recall. The

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Company has cooperated with that investigation, substantially completed document production, and delivered a narrative explanatory letter to the CPSC on June 18, 2025. On January 28, 2026, the CPSC closed its investigation into this specific matter without taking further action.

Based on currently available information, the Company believes an unfavorable outcome with the CPSC is probable, however, we cannot reasonably estimate on what terms this matter will be resolved with the CPSC or the U.S. Department of Justice. During the year ended December 31, 2024, the Company recorded a liability of \$2,500,000 representing the low end of the range of our estimated exposure. The Company does not have a better estimate of the loss; therefore the low-end of the range was recorded as an accrued liability during the first quarter of 2024 and a corresponding expense was included in legal costs and regulatory matter expenses in the consolidated statements of comprehensive loss. Any penalties imposed by the CPSC or other regulators, could be costly to us and could damage our business and reputation as well as have a material adverse effect on the Company's liquidity, stock price, consolidated financial position, results of operations and/or cash flows.

Clarus Corporation v. HAP Trading, LLC and Harsh A. Padia

On September 23, 2022, the Company filed a lawsuit in the United States District Court for the Southern District of New York against HAP Trading, LLC and Harsh A. Padia ("HAP Trading"), seeking disgorgement of profits from transactions in the Company's common stock and related derivative securities in violation of Section 16(b) of the Securities Exchange Act of 1934, as amended.

On March 14, 2025, the Court issued an Opinion and Order granting the defendants' motion for summary judgment on the ground that they qualified for the market making exemption under Section 16(d) of the Exchange Act. On April 11, 2025, the Company filed a timely Notice of Appeal and the appeal was argued before the United States Court of Appeals for the Second Circuit on February 12, 2026. The Court of Appeals has invited the Securities and Exchange Commission ("SEC") to submit an amicus curiae brief, but the SEC declined to do so. We are currently waiting for the Court of Appeals to issue its decision.

Williams v. Caption Management, LLC, et al. / Clarus Corporation v. Caption Management, LLC, et al.

On February 12, 2024, a stockholder of the Company filed a lawsuit against Caption Management LLC and related entities ("Caption Management") in the United States District Court for the Southern District of New York, seeking disgorgement of short-swing profits for violations of Section 16(b) of the Securities Exchange Act of 1934. The Company is named as a nominal defendant and any recovery in the case will inure to the benefit of the Company. On March 8, 2024, the Company filed its own lawsuit against these same defendants for disgorgement of short-swing profits under Section 16(b) of the Securities Exchange Act of 1934, as amended.

On February 10, 2026, the Court granted the Company's motion to dismiss the stockholder action without prejudice on the ground that it was duplicative of the Company's direct action against the same defendants alleging the same Section 16(b) violations. On February 24, 2026, the Company entered into a settlement agreement with Caption Management to resolve the Company's claims. Under the terms of the settlement agreement, Caption Management paid the Company an undisclosed sum in exchange for, among other things, mutual releases and dismissal of the claims with prejudice. The settlement resolves the Company's claims against Caption Management without any admission of liability or wrongdoing by any party.

On April 11, 2026, the stockholder's attorney whose case was dismissed filed a lawsuit against the Company in the New York State Supreme Court seeking legal fees for his role in bringing an action against Caption. The Company intends to defend that action and argue that any fees he may recover are limited to services performed prior to the Company's direct action against Caption.

CLARUS CORPORATION

ITEM 1A. RISK FACTORS

Except as set forth below, there have been no material changes in our risk factors from those disclosed in Part I, Item 1A. of the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

Our review of strategic alternatives may not result in any transaction or other strategic outcome and could adversely affect our business, results of operations and stock price.

We have announced that our Board of Directors has initiated a review of strategic alternatives to enhance shareholder value. There can be no assurance that this review will result in any transaction or other strategic outcome, or as to the timing, terms, structure or completion of any such transaction or outcome. The review process may involve significant costs, divert management's attention, disrupt our business and operations, and create uncertainty for our employees, customers, suppliers and other business partners. In addition, any potential transaction or other strategic outcome may be subject to risks and uncertainties, including market conditions, financing availability, regulatory approvals, third-party consents and the negotiation and execution of definitive agreements. We may determine to suspend or terminate the review process at any time, and we do not intend to provide updates regarding the review unless and until our Board of Directors approves a specific transaction or other strategic outcome, or otherwise determines that disclosure is appropriate or required. If the review does not result in a transaction or other strategic outcome, or if any transaction or outcome is delayed, not completed or viewed unfavorably, our business, financial condition, results of operations and stock price could be adversely affected.

ITEM 5. OTHER INFORMATION

During the three month period ended March 31, 2026, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K, nor did the Company during such fiscal quarter adopt or terminate any "Rule 10b5-1 trading arrangement".

CLARUS CORPORATION

ITEM 6. EXHIBITS

<u>Exhibit</u>	<u>Description</u>
31.1	Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
31.2	Certification of Principal Financial Officer pursuant to Rules 13a-14(a) and Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document *
104	Cover Page Interactive Data File – formatted as Inline XBRL and contained in Exhibit 101
*	Filed herewith
**	Furnished herewith

**CLARUS CORPORATION
SIGNATURES**

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

CLARUS CORPORATION	
Date: May 7, 2026	By: <u>/s/ Warren B. Kanders</u>
	Name: Warren B. Kanders
	Title: Executive Chairman (Principal Executive Officer)
Date: May 7, 2026	By: <u>/s/ Michael J. Yates</u>
	Name: Michael J. Yates
	Title: Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Warren B. Kanders, certify that:

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

Date: May 7, 2026

By: /s/ Warren B. Kanders
Name: Warren B. Kanders
Title: Executive Chairman
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Michael J. Yates, certify that:

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

Date: May 7, 2026

By: /s/ Michael J. Yates
Name: Michael J. Yates
Title: Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

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

In connection with the Quarterly Report of Clarus Corporation (the "Company") on Form 10-Q for the period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Warren B. Kanders, Executive Chairman, certify to my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 7, 2026

By: /s/ Warren B. Kanders
Name: Warren B. Kanders
Title: Executive Chairman
(Principal Executive Officer)

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

In connection with the Quarterly Report of Clarus Corporation (the "Company") on Form 10-Q for the period ended March 31, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J. Yates, Chief Financial Officer, certify to my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 7, 2026

By: /s/ Michael J. Yates
Name: Michael J. Yates
Title: Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)
