UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2023

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: 0-21044

UNIVERSAL ELECTRONICS INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**33-0204817**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

15147 N. Scottsdale Road, Suite H300, Scottsdale, Arizona 85254-2494
(Address of principal executive offices and zip code)
(480) 530-3000
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.01 per share	UEIC	The NASDAQ Stock Market LLC

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

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

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

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

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

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2023, the last business day of the registrant's most recently completed second fiscal quarter, was $121,923,836 based upon the closing sale price of the Company's common stock as reported on the NASDAQ Stock Market for that date.

On March 11, 2024, 12,967,869 shares of Common Stock, par value $.01 per share, of the registrant were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's notice of annual meeting of shareholders and proxy statement to be filed pursuant to Regulation 14A within 120 days after registrant's fiscal year end of December 31, 2023 are incorporated by reference into Part III of this Form 10-K. The Proxy Statement will be filed with the Securities and Exchange Commission no later than April 29, 2024.

Except as otherwise stated, the information contained in this Form 10-K is as of December 31, 2023.

UNIVERSAL ELECTRONICS INC.
Annual Report on Form 10-K
For the Fiscal Year Ended December 31, 2023

Table of Contents

PART I

ITEM 1. BUSINESS

Universal Electronics Inc. ("UEI" or the "Company") was incorporated under the laws of Delaware in 1986 and began operations in 1987. The principal executive offices are located at 15147 N. Scottsdale Road, Suite H300, Scottsdale, Arizona 85254. As used herein, the terms "we", "us" and "our" refer to UEI and its subsidiaries unless the context indicates to the contrary.

Additional information regarding UEI may be obtained at www.uei.com. Our website address is not intended to function as a hyperlink and the information available at our website address is not incorporated by reference into this Annual Report on Form 10-K. We make our periodic and current reports, together with amendments to these reports, available on our website, free of charge, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the U.S. Securities and Exchange Commission ("SEC"). The SEC maintains a website at www.sec.gov that contains the reports, proxy and other information that we file electronically with the SEC.

Our business is comprised of one reportable segment.

Sales

We design, develop, manufacture, ship and support control and sensor technology solutions and a broad line of universal control systems, audio-video ("AV") accessories, wireless security and smart home products that are used by the world's leading brands in the video services, consumer electronics, security, home automation, climate control and home appliance markets. Our product and technology offerings include:

- easy-to-use, voice-enabled, automatically-programmed universal, two-way radio frequency ("RF") as well as infrared ("IR") remote controls, sold primarily to video service providers (cable, satellite, Internet Protocol television ("IPTV") and Over the Top ("OTT") services), original equipment manufacturers ("OEMs"), retailers and private label customers;
- wall-mount and handheld thermostat controllers and connected accessories for smart energy management systems, primarily to OEM customers, as well as hotels, hospitality and system integrators;
- proprietary and standards-based RF sensors designed for residential security, safety and home automation applications;
- integrated circuits ("ICs"), on which our software and universal device control database is embedded, sold primarily to OEMs, video service providers and private label customers;
- software, firmware and technology solutions that can enable devices such as Smart TVs, hybrid set-top boxes, audio systems, smart speakers, game consoles and other consumer electronic and smart home devices to wirelessly connect and interoperate within home networks to enable control and delivery of home entertainment, smart home services and device or system information;
- cloud-services that support our embedded software and hardware solutions (directly or indirectly) enabling real-time device identification and system control;
- intellectual property that we license primarily to OEMs and video service providers;
- embedded and cloud-enabled software for reliable firmware update provisioning and digital rights management validation services to major consumer electronics brands; and
- AV accessories sold, directly and indirectly, to consumers including universal remote controls, television wall mounts and stands and digital television antennas.

Our sales channel strategy is to partner with customers who are leaders in their respective industries: in consumer electronics, we count Samsung Electronics Co., Sony Group Corporation and LG Electronics as long-term accounts that represent a significant share of their industry; in video services, Comcast Corporation, Liberty Global and Vodafone Group rank amongst the largest video service providers in their respective markets; in Satellite services, Dish Network Corporation, Sky, Airtel and DirecTV represent the majority of global service providers; in climate control, Daikin Industries Ltd., Trane and Carrier are customers that represent top market share leaders in the global HVAC industry; and in security, safety and home automation, Vivint Smart Home, Somfy SA, Ring LLC and Hunter Douglas NV are channel leaders in their respective connected home markets.

Distribution methods for our control solutions vary depending on the sales channel. We distribute remote control devices, ICs, home security sensors, connected thermostats and AV accessories directly to video and security service providers and OEMs, both domestically and internationally. We also distribute home security sensors and connected thermostats to pro-security installers and hospitality system integrators in the United States and Europe through a network of national and regional distributors and dealers.

Additionally, we sell our wireless control devices and AV accessories under the One For All®, Ecolink™ and private label brand names to retailers in key markets, such as in the United States, United Kingdom, Germany, France, Spain, and Italy. We utilize third-party distributors for the retail channel in countries where we do not have subsidiaries.

Our goal is to provide universal and interoperable control solutions that automatically set up and deliver consistent and intuitive one-touch control of all connected content sources and devices. Over the past five years, we have focused our developments to create core technology solutions that we can offer as stand-alone licensable technologies or as embedded ingredients in our turnkey products or white-label solutions.

Our flagship solution, QuickSet® ("QuickSet") is a software application that can be embedded in any entertainment or smart home platform, or can be delivered as a cloud-based service, through QuickSet Cloud, to enable universal device setup, interoperability and control. QuickSet and QuickSet Cloud utilize data transmitted over HDMI, low power RF (such as Bluetooth or Zigbee), and Internet Protocol ("IP") networks to automatically detect various attributes of connected devices and enables user access and control of smart, connected devices as well as legacy devices, without the need for the user to enter any specific device information. With QuickSet and QuickSet Cloud, consumers can switch easily between activities and reliably view their chosen device or content with a single touch. A QuickSet and QuickSet Cloud user experience can be delivered via a tactile remote, touchscreen interface, on-screen graphical user interface or voice-enabled system.

QuickSet and QuickSet Cloud are integral components of our products and services and are used by our customers as the primary solution for easy discovery, control and interaction between entertainment and smart home devices. Today, QuickSet smart home services are the technology behind LG TV's Home Dashboard, providing a complete and simplified system control experience for households worldwide. The platform is continuously expanded with new capabilities including enhanced communication protocols, such as Matter, IP, Zigbee 3.0, Zigbee RF4CE, Consumer Electronics Control ("CEC") and infrared. Licensees of QuickSet and/or QuickSet Cloud include service providers such as Comcast Corporation, Charter Communications, TiVo, DIRECTV and DISH Network Corporation; smart TV manufacturers such as Sony Group Corporation, LG Electronics and Samsung Electronics Co.; leading game console manufacturer Sony on its PlayStation 5 remote control; and has grown to include HVAC and emerging home automation customers.

The latest release of QuickSet has expanded functionality for entertainment and whole home audio use cases to provide deeper device and content history across an ever-increasing landscape of devices and services in the home. This privacy-first approach in capturing user preferences across devices helps increase engagement through enhanced personalized recommendations for a better end-user experience. QuickSet's content history capabilities also extended to new categories of content usage in the home such as whole home audio as well as audio/video casting.

UEI's QuickSet Widgets provide fully managed Internet of Things ("IoT") capability to non-connected electronic devices for fast time-to-market and enable digital transformation of end-user interaction. It is expanding to include native support of Matter across the QuickSet Widget family with Virtual Agent-assisted easy onboarding. This will enable products powered by the QuickSet Widget including the UEI TIDE family of Smart Thermostats to be Matter-capable.

UEI TIDE, a white label smart thermostat platform designed for HVAC OEMs as well as hospitality-branded applications, offers native cloud connectivity, features our latest device management and lifecycle support services which simplify setup and control and allows interoperability with a variety of smart home devices and ecosystems. The smart thermostat line includes all the necessary connectivity technologies to address the evolving smart home, including seamless connection to the cloud over Wi-Fi plus local device connectivity via Bluetooth Smart, Zigbee and Infrared, including support for Matter, the industry's latest smart home connectivity standard.

With our commitment to create environmentally-sustainable solutions that do not compromise but enhance product performance, we offer UEI Eterna, a line of voice-enabled control solutions designed with our new generation of Extreme Low-Power System-on-Chip and energy harvesting technologies to deliver increased processing capability while using significantly less power compared to prior generations. The energy-harvesting version features our "Battery-4-Life" technology that relies on collecting energy from the environment's ambient light and radio frequencies to deliver a control solution that is designed to require no battery replacement over the useful life of the product.

UEI Virtual Agent, an innovative self-service support solution, simplifies device onboarding by allowing customers to seamlessly hand-off the set-up process from a large screen (SmartTV) to a smaller one (mobile phone). Integrated into the latest version of QuickSet, UEI Virtual Agent provides automated steps for onboarding, feature discovery and troubleshooting capabilities and is available both as a web-based application and a TV app for integration into existing infrastructures. UEI Virtual Agent, when bundled with our newest set of UEI NetReady services for remote diagnostics and customer support, will further enhance the support experience for products already deployed in the home.

For the years ended December 31, 2023, 2022 and 2021, our sales to Daikin Industries Ltd. accounted for 14.0%, 14.4% and 11.8% of our net sales, respectively. For the years ended December 31, 2022 and 2021, our sales to Comcast Corporation accounted for 14.0% and 16.3% of our net sales, respectively.

Markets and Competition

In recent years, we have seen a significant change in our markets with the rise of the direct-to-consumer streaming video apps that are enabled on smart TVs and streaming devices as well as advanced set-top boxes. This has resulted in a change in mix in our customer base, especially in the U.S., where our traditional customers in cable and satellite have been complemented with new customers in the digital media streaming domain. Today our portfolio includes universal control products compatible with Apple's tvOS and Google's AndroidTV platforms designed for the Multichannel Video Programming Distributor market allowing subscribers access to subscription-based channels through hybrid and OTT streaming platforms.

Additionally, some of our current customers have successfully introduced media streaming services and expanded their footprint to new end-users. Comcast-Charter's Xumo TV, Tivo Stream, Comcast's Flex, Sky Glass and DISH Sling are examples of current customer offerings of these types of services. Additionally, these brands, along with our OEM customers in consumer electronics are expanding their customer footprints through distribution of their OS platforms that include UEI's QuickSet technologies, allowing us to grow our global technology footprint and grow our licensing revenue in those channels.

At the same time, we have seen our markets in Home Entertainment OEM, and especially our SmartTV OEMs, successfully upgrade to streaming service aggregators. The advanced TV interfaces on Smart TVs and related streaming devices offer platforms for personalized advertising and smart home services which is expected to ensure demand for our wireless and wired control products, microcontrollers and software technology.

Our principal competitors in the home entertainment market are Remote Solutions, Home Control International, SMK, Ohsung, Tech4Home and Ruwido. In the international retail and private label markets for wireless controls we compete primarily with a variety of accessory trading and branding companies like Jasco and Hama, as well as various manufacturers of wireless controls in Asia. Our primary competitors in the OEM market are the OEMs themselves and various wireless control manufacturers in Asia.

Leveraging our scale and expertise in low-power RF microcontrollers, we continue to pursue further penetration of our traditional OEM consumer electronics markets as well as newer product categories in the smart home and IoT markets including smart lighting, smart and motorized shades, as well as smart toilets and faucets, which rely on smart connectivity and control technologies to reduce water use and improve user experience. Customers in these markets integrate our connectivity and cloud-based solutions, services and technology into their products to enhance their consumer lifestyle ecosystems. Growth in these markets has been driven by the increasing demand for more energy efficient homes, consumer convenience and the increasing proliferation of connected devices.

In home security, safety and automation, we offer universal sub-gigahertz products that are compatible with the top security panel manufacturers, such as Honeywell, GE, Tyco/DSC and 2GIG. In the Do-It-Yourself ("DIY") residential security channel, we offer sensor-based products using industry standard Z-Wave® and ZigBee® protocols. In this market, we compete with offshore-based, original design and built-to-print hardware manufacturers, such as Leedarson. In the connected smart home market, we compete with the OEMs themselves as well as wireless manufacturers in North America, such as Nice, and other original design manufacturers in Asia, as well as technology system providers such as Tuya.

In the HVAC controller and thermostat market, we compete with regional specialists and global companies such as Honeywell and Venstar, as well as Far East based OEM manufacturers such as Computime.

We compete in our markets on the basis of product quality, enhanced features, intellectual property, local design and development expertise, local development support and end-user support. We believe that we will need to continue to introduce new and innovative products and software solutions to remain competitive and to recruit and retain competent personnel to successfully accomplish our future objectives.

Our 25 domestic and international subsidiaries are the following:

- C.G. Development Ltd., established in Hong Kong;
- CG Mexico Distribution Co., S. de R.L. de C.V., established in Mexico;
- CG Mexico Remote Controls, S. de R.L. de C.V., established in Mexico;
- Ecolink Intelligent Technology, Inc.; established under the laws of Delaware;
- Enson Assets Ltd., established in the British Virgin Islands;
- Gemstar Polyfirst Ltd., established in Hong Kong;
- Gemstar Technology (Qinzhou) Co. Ltd., established in the People's Republic of China ("PRC");
- Gemstar Technology (Yangzhou) Co. Ltd., established in the PRC;
- Guangzhou Universal Electronics Service Co., Ltd., established in the PRC;
- One For All France S.A.S., established in France;
- One For All GmbH, established in Germany;
- One For All Iberia S.L., established in Spain;
- One For All UK Ltd., established in the United Kingdom;
- Qinzhou Universal Trading Co. Ltd., established in the PRC;
- UE Japan Ltd., established in Japan;
- UE Korea Ltd., established in South Korea;
- UE Singapore Pte. Ltd., established in Singapore;
- UE Vietnam Company Limited, established in Vietnam;
- UEI Electronics Pte. Ltd., established in India;
- UEI Hong Kong Pte. Ltd., established in Hong Kong;
- Universal Electronics B.V., established in the Netherlands;
- Universal Electronics Italia S.R.L., established in Italy;
- Universal Electronics Yangzhou Co. Ltd., established in the PRC;
- Universal Electronics do Brasil Ltda., established in Brazil; and
- Yangzhou Universal Trading Co. Ltd., established in the PRC.

Resources

Engineering

During 2023, our engineering efforts focused on the following:

- broadening our product and technology portfolio;
- enhancing the features and capabilities of our existing technology platforms;
- integrating our core technology platforms and modifying the applications in our existing products to improve functionality and enhance customer value;
- ensuring continuous and efficient supply chain by relocating certain manufacturing to lower cost jurisdictions;
- developing sustainable products that reduce energy use and eliminate waste;
- formulating measures to protect our proprietary technology and general know-how;
- updating our interoperability device and services libraries worldwide to ensure broader smart home category support;
- identifying, testing and sourcing non-critical off-the-shelf products from vendors worldwide that complement our product portfolio for certain market verticals;
- launching new products that integrate emerging wireless technology protocols, such as Matter and Thread; and
- improving our cloud platform to create value-add features that can scale across a large installed base of customers and end users.

During 2023, our advanced engineering efforts focused on further developing our existing products, services and technologies. We released software updates to our embedded QuickSet application, and continued development initiatives around existing and emerging technologies, such as Zigbee 3.0, Bluetooth Smart, WiFi and Matter, a unifying, IP-based connectivity protocol built on proven technologies designed to connect smart home devices reliably and securely across disparate IoT ecosystems. We integrated the capabilities of our service platform (UEI Virtual Agent) on our Tide and Eterna product platforms for easier device onboarding, identification and troubleshooting.

As a contributor to the Matter specification, we continue to be an active participant in several working groups and Plugfest events to help bring the full interoperability potential of the Matter standard to market. At CES 2024, we announced several new Matter-supported products and technology platforms.

In general, our technical staff are involved in various industry organizations and bodies, which are in the process of setting standards for IR and RF communication and networking in the home. Our participation ensures comprehensive understanding of the technical specifications being developed that can affect the deployment and proliferation of future standards and technologies in the home.

Because of the nature of research and development ("R&D") activities, there can be no assurance that any of our R&D projects will be successfully completed or ultimately achieve commercial success.

Intellectual Property and Technology

A key factor in creating products and software for control of entertainment and smart home devices is our proprietary device knowledge. Each year our device discovery and control libraries continue to grow across the smart home landscape, supporting many common smart home protocols, including IR, HDMI-CEC, Bluetooth and its variants, Zigbee (Rf4CE), Z-Wave, Thread, Matter and IP networks.

We have developed a broad portfolio of patented technologies and the industry's leading database of device discovery, setup and control software. We ship integrated circuits, on which our software and control libraries are embedded and that connect to our cloud services, directly to manufacturers for inclusion in their products. In addition, we license our software and technology to manufacturers.

Our technology also includes other remote controlled home entertainment devices and home automation control modules, as well as wired CEC and wireless IP control protocols commonly found on many of the latest HDMI and internet connected devices. Our proprietary software automatically detects, identifies and enables the appropriate control infrastructure for many home entertainment and automation devices in the home. Our libraries are continuously updated using knowledge captured directly from the original device or from the manufacturers' written specifications to ensure the accuracy and integrity of the libraries.

We hold and apply for patents in the United States and abroad related to our discovery, setup and control technologies across residential safety and security, climate control and smart home automation applications. Our patents have remaining lives ranging from less than one to 18 years. We have also obtained copyright registration and claim copyright protection for certain proprietary software and libraries of our device control libraries. Additionally, the names of many of our products are registered, or are being registered, as trademarks in the United States Patent and Trademark Office and in most of the other countries in which such products are sold. These registrations are valid for terms ranging up to 20 years and may be renewed as long as the trademarks continue to be used and are deemed by management to be important to our operations. While we follow the practice of obtaining patent, copyright and trademark registrations on new developments whenever advisable, in certain cases we have elected common law trade secret protection in lieu of obtaining such other protection.

Manufacturing and Supply

We currently operate vertically integrated manufacturing and assembly factories in the PRC, Vietnam, Mexico and Brazil, which allows us to produce in the regional markets and to scale our production to meet growing demand. We also use selected third-party manufacturers and suppliers in Asia.

Our long-term factory planning strategy is to de-risk our reliance on a PRC-based supply chain by (1) reducing our manufacturing concentration in the PRC, (2) pursuing lower cost jurisdictions for manufacturing to help ensure market competitive products and (3) offering customers a flexible and globally diverse manufacturing footprint to provide a reliable and cost-efficient supply chain. To this end, in 2023, we opened a new factory in Vietnam, which commenced manufacturing operations in June 2023 after incurring startup costs in the first half of 2023. With our Vietnam factory now open and meeting short-term operational targets, with the expectation of continued improvement, we stopped manufacturing activities in our southwestern China factory in September 2023 and have substantially completed its shutdown. We continue to evaluate our Mexico facility as part of our long-term factory planning strategy. We are currently planning to downsize and streamline the Mexico operations by moving to a smaller, more efficient facility. We expect to commence operations in this downsized facility in the second quarter of 2024. We will continue to evaluate our global factory footprint to identify ways to operate more efficiently.

Even though we operate two factories in the PRC, one factory in Vietnam and manufacturing and assembly plants in Mexico and Brazil, respectively, we continue to evaluate additional third-party manufacturers and sources of supply. During 2023, we utilized multiple third-party manufacturers and maintained duplicate tooling for certain of our products. Where possible, we utilize standard parts and components, which are available from multiple sources.

We are a large consumer of integrated circuits, including low-power, RF chips and modules that are used throughout our product portfolios. We continually seek additional sources to reduce our dependence on our integrated circuit suppliers. To further manage our integrated system on a chip supplier dependence, we include microcontroller technology which incorporates non-volatile, reprogrammable flash memory in most of our products. Flash memory-based microcontrollers have shorter lead times than microcontrollers using other memory technologies and may be reprogrammed. This allows us flexibility to use a given component on many different products, has the added benefit of potentially reducing excess and obsolete inventory exposure and allows us to update our product functionality in the field. This diversification lessens our dependence on any one supplier and allows us to negotiate more favorable terms. Our largest integrated circuit supplier, Qorvo International Pte Ltd., provided 11.5% and 11.8% of our total inventory purchases in 2022 and 2021, respectively.

Our manufacturing process consists of plastic injection molding, keypad molding, coating or painting, surface mount technology, assembly, software installation, functional testing, packaging, and quality control. We conduct operations utilizing a formal, documented quality management system to ensure that our products and services satisfy customer needs and expectations. Our manufacturing facilities are certified to the ISO 9001:2015 International Standard for quality management. Testing and quality control are applied to components, parts, sub-assemblies and systems obtained from third-party suppliers. Our manufacturing facilities in Mexico and in Yangzhou, PRC are also certified to the TL 9000 Standard, which is the telecom industry's unique extension to ISO 9001:2015. Our manufacturing facilities are certified to the ISO 14001:2015 International Standard for environmental management systems. In addition, our manufacturing facilities in Yangzhou, PRC have also achieved ISO 45001 International Standard for safety and health management systems.

We are focused on reducing the environmental impact of our operations. We are evaluating the use of renewable energy and our teams continue to examine practices and processes throughout our facilities to identify opportunities for greater energy efficiency. Each of our manufacturing facilities has standing policies and targets for the monitoring and management of waste generation and energy consumption and is focused on reducing electricity consumption, water usage and greenhouse gas emissions.

We are a member of the Responsible Business Alliance ("RBA"), an industry coalition dedicated to driving sustainable value for workers in global supply chains, among other things. As a member of the RBA, we have adopted the RBA Code of Conduct, which establishes standards to ensure that working conditions are safe, that employees are treated with respect and dignity and that business operations are environmentally responsible and conducted ethically. The RBA Code of Conduct has been reflected in our employee policies and procedures. In addition, UEI is committed to complying with applicable laws and regulations of the countries in which we operate and supporting ethical labor practices that do not infringe on human rights. We follow RBA guidelines for the supplier risk assessment process, requiring relevant suppliers of raw materials and components to complete the RBA self-assessment questionnaire ("SAQ"). Upon completion of the RBA SAQ, we have the ability to request an on-site RBA Validated Audit Process audit using the RBA online system for any suppliers that are identified as high-risk.

In addition to observance of quality standards by our suppliers, we require suppliers to adhere to our Global Supplier Code of Conduct and Fair Competition Policy ("Supplier Code of Conduct"), which is available on our website. Our Supplier Code of Conduct sets forth our global expectations in the areas of fair dealing, legal compliance, business integrity, labor practices, health and safety and environmental management.

Among other things, we require our suppliers to respect human rights and to not engage in any form of involuntary or forced labor and to fully comply with all laws and regulations pertaining to the appropriate and dignified treatment of all workers. Our Global Human Rights Policy is aligned with internationally recognized human rights principles defined by the Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights. We also provide training to relevant employees to help identify and report any signs of forced labor or other unlawful labor practices. We have a third-party confidential ethics hotline ("the UEI Ethics Line") to enable our employees or other stakeholders to anonymously report any suspected violations of applicable laws, policies or human rights violations. We are committed to investigating all communications received on the UEI Ethics Line.

Government Regulation and Environmental Matters

Many of our products are subject to various federal, state, local and international laws governing chemical substances in products, including laws regulating the manufacturing and distribution of chemical substances and laws restricting the presence of certain substances in electronics products. We may incur substantial costs, including cleanup costs, fines and civil or criminal sanctions, third-party damages, or personal injury claims, if we were to violate or become liable under environmental laws or if our products become non-compliant with environmental laws. We also face increasing complexity in our product design and procurement operations as we adjust to new and future requirements relating to the material composition of our products.

We may also face significant costs and liabilities in connection with product take-back and "right to repair" legislation. For example, the European Union's Waste Electrical and Electronic Equipment ("WEEE") Directive makes producers of electrical goods financially responsible for specified collection, recycling, treatment, and disposal of past and future covered products. Our European subsidiaries are WEEE compliant.

We believe that we have materially complied with all currently existing international and domestic federal, state and local statutes and regulations regarding environmental standards and occupational safety and health matters to which we are subject. During the years ended December 31, 2023, 2022 and 2021, the costs incurred in complying with federal, state, local and foreign statutes and regulations pertaining to environmental standards and occupational safety and health laws and regulations did not materially affect our earnings, financial condition or competitive position. In addition, during the same period, the costs incurred in complying with other applicable government regulations likewise did not materially affect our earnings, financial condition or competitive position. However, due to the heightened awareness of corporate environmental, social and governance ("ESG") matters and evolving laws and regulations or enforcement policies, increases in compliance costs may have a material adverse effect upon our capital expenditures, earnings or financial condition.

We are committed to reducing and eliminating substances of concern from our products and manufacturing process. Our products distributed in the European Union are compliant with the RoHS (Restriction of Hazardous Substances Directive 2011/65/EU and 2015/863/EU) and REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) directives. In other regions, we also need to comply with our customers' specific requirements relating to the non-use of certain hazardous substances in the products, which are typically equally or more stringent than the RoHS directive. We have a dedicated "Green Team" comprised of engineers and environmental regulation experts, that analyze our products, processes, and raw materials to help ensure that we comply with environmental and government regulations worldwide, as well as the applicable "Green" requirements imposed by our customers. Additionally, we have in-house testing capability to help ensure product compliance. We place great importance on the compliance with local health and safety laws and regulations. At our manufacturing facilities, we are also committed to protecting our workers from exposure to hazardous substances under an established health and safety management system. As an example, we have replaced volatile organic compounds ("VOC") emitting inks and paints with reduced-VOC paints at some of our manufacturing facilities.

We strive to extend the useful life of our products and reduce our products' impact on the environment. We have invested in R&D to improve the energy efficiency of our battery-operated products. For example, we deploy a low energy IR-engine in some of our products, which can extend battery life regardless of the protocols utilized by the product. We have introduced our control platform and related technologies that address the growing demand for sustainable products that reduce energy use and eliminate waste. With this platform, we partnered with technology leaders and invested in bringing ultra-low power connectivity chips with built-in energy harvesting and photovoltaic cells to the market. These chips offer more computing power while consuming substantially less battery power. In addition, to reduce energy consumption even further, we are actively working on solutions powered by low-light solar cells for the entertainment remote control and IoT markets.

We also offer a product refurbishment program to our customers where we reclaim, refurbish and recycle pre-owned remote controls. Under this program, major components in pre-owned remote control units are reused or recycled. For example, the printed circuit board assemblies ("PCBA") are cleaned, tested and reused, or plastics are reground to be reused. We have also employed new master carton packing methods to increase shipping efficiency and reduce cardboard usage. Some of our manufacturing facilities are switching to the use of recycled solder. To further reduce collateral waste, we have introduced an initiative to reduce and/or remove single use plastics ("SUP") from our supply chain and manufacturing process for certain customer programs.

In the nations where we have operations or otherwise conduct business, we are also subject to tariffs, import/export controls, and other trade-related laws and limitations. These limits, regulations, and tariffs, especially those pertaining to or affecting relations between the United States and the PRC, might significantly disrupt our business, affecting our capacity to manufacture, source components and sell goods.

Climate Change

Our operations, supply chain and products are expected to become increasingly subject to federal, state, local and foreign laws, regulations, and international treaties relating to climate change, such as climate disclosure, carbon pricing or product energy efficiency requirements. We strive to continually improve the energy and carbon efficiency of our operations, supply chain and product portfolio and deliver more cost-effective and lower carbon technology solutions to our customers. We believe that technology will be fundamental to finding solutions to achieve compliance with and manage those requirements. Our Board of Directors (the "Board"), specifically the Corporate Governance, Sustainability and Nominating Committee, is responsible for risk oversight, which includes relevant environmental-related risks such as climate change.

Government regulations are subject to change; therefore, we are unable to predict the impact of complying with potential future requirements or whether doing so will materially affect our operations, financial situation or business.

Human Capital

As of December 31, 2023, we employed 4,177 members of staff across our worldwide facilities. Of this staff, 3,127 are associated with our manufacturing and supply chain organizations in the PRC, Mexico, Vietnam and Brazil. Beyond the manufacturing and supply chain organizations, 649 of staff work in engineering and R&D, 117 in sales, marketing, consumer service and support and 284 in executive and administrative functions.

Additionally, in the PRC, as is standard practice, we work with third-party agencies who have recruited and provided us with workers to support our production activities. Since the fourth quarter of 2021, these third-party agencies have been required to adhere to our Supplier Code of Conduct, which among other things, prohibits the use of forced labor and sets forth requirements on fair dealing, legal compliance, business integrity, labor practices, health and safety and environmental management.

Employee Recruitment, Retention, and Development

We provide and maintain a work environment that is designed to attract, develop and retain top talent through offering our employees an engaging work experience that contributes to their career development. We recognize that our success is based on the collective talents and dedication of those we employ. Talent management is critical to our ability to execute our long-term growth strategy, and we utilize both internal human resource personnel and external recruiting firms to identify and attract such talent. Through our history of technological innovation, we appreciate the importance of retention, growth and development of our employees. We regularly collect feedback from employees to better understand and improve their experiences and identify opportunities to continually strengthen our culture. Due to the nature of our activities, we tend to heavily invest in engineering capital, employing highly skilled and specialized engineers and technicians in the areas of electronics, RF design, software, cloud, mechanical, industrial design, manufacturing and quality disciplines.

Our staff is located around the globe at different office and development locations. Our R&D locations are as follows:

- advanced engineering, architecture and cloud teams are located in Santa Ana, California, and Scottsdale, Arizona;
- cloud architecture, software and service teams are located in Santa Ana and San Mateo, California;
- sensor engineering and R&D teams are located in Carlsbad, California;
- connected thermostat engineering and R&D teams are located in Santa Ana and Poway, California;
- hardware engineering teams are located in Panyu and Suzhou in the PRC;
- software, firmware and device database teams are located in Bangalore, India; and
- a software services team focused on support software solutions is located in Plymouth, Minnesota.

Next to these specialized centers of excellence, we employ engineering, sales and marketing and support staff in many of our regional offices in the United States, The Netherlands, Hong Kong, PRC, Brazil, India, Japan, Korea, Singapore and Mexico.

Inclusion

We are an Equal Opportunity Employer and are committed to providing a workplace free of discrimination, harassment and retaliation for all employees and we value equality, opportunity and respect. Our Code of Conduct covers topics related to inclusion and anti-discrimination. We encourage any employee who believes they are the subject of discrimination, harassment or retaliation to express concerns without fear of retribution or retaliation to their immediate supervisors, any senior-level managers, or through the UEI Ethics Line.

Labor unions represent approximately 20.0% of our 4,177 employees as of December 31, 2023. Some of these unionized workers are employed in Monterrey, Mexico, and are represented under contract with the Sindicato Industrial de Trabajadores de Nuevo León adherido a la Federación Nacional de Sindicatos Independientes. Unionized workers, employed in Manaus, Brazil, are represented under contract with the Sindicato dos Trabalhadores nas Industrias Metalugicas, Mecanicas e de Materiais Eletricos de Manaus. Additionally, workers at our Vietnam facility are covered by a collective bargaining agreement. These workers represent approximately 10.0% of our 4,177 employees as of December 31, 2023. Our business units are subject to various laws and regulations relating to their relationships with their employees. These laws and regulations are specific to the location of each business unit. We believe that our relationships with employees and their representative organizations are good.

Safety, Health, and Wellness

The health and safety of our employees, contractors, visitors and the communities in which we operate is paramount. We are committed to reducing or eliminating health and safety risks through our health and safety programs, including effective control measures, emergency response plans and training programs. This commitment is outlined in our Global Health and Safety Policy. As a member of RBA, we also adhere to the standards of the RBA Code of Conduct to ensure working conditions are safe throughout our supply chain.

Seasonality

Historically, our business has been influenced by the retail sales cycle, with increased sales in the second half of the year. We expect this pattern to be repeated during 2024.

Information About Our Executive Officers

The following table sets forth certain information concerning our executive officers on March 14, 2024:

Name	Age	Position
Paul D. Arling	61	Chairman of the Board and Chief Executive Officer
Bryan M. Hackworth	54	Senior Vice President and Chief Financial Officer
Ramzi S. Ammari	58	Senior Vice President, Corporate Planning and Strategy
David Chong	62	Executive Vice President, Global Sales
Richard A. Firehammer, Jr.	66	Senior Vice President, General Counsel, Head of Global Compliance, and Corporate Secretary
Richard K. Carnifax	37	Senior Vice President, Global Operations

Paul D. Arling is our Chairman and Chief Executive Officer. He joined us in May 1996 as Chief Financial Officer and was named to our Board of Directors in August 1996. He was appointed President and Chief Operating Officer in September 1998, was promoted to Chief Executive Officer in October 2000 and appointed as Chairman in July 2001. At the 2023 Annual Meeting of Stockholders, Mr. Arling was re-elected as our Chairman to serve until the 2024 Annual Meeting of Stockholders. From 1993 through May 1996, he served in various capacities at LESCO, Inc. (a manufacturer and distributor of professional turf care products). Prior to LESCO, he worked for Imperial Wallcoverings (a manufacturer and distributor of wall covering products) as Director of Planning and The Michael Allen Company (a strategic management consulting company) where he was employed as a management consultant. Mr. Arling received his Bachelor of Science and Master of Business Administration from The Wharton School of the University of Pennsylvania.

Bryan M. Hackworth is our Senior Vice President and Chief Financial Officer. He was promoted to Chief Financial Officer in August 2006. Mr. Hackworth joined us in June 2004 as Corporate Controller and subsequently assumed the role of Chief Accounting Officer in May 2005. Before joining us in 2004, he spent five years at Mars, Inc., a privately held international manufacturer and distributor of consumer products and served in several financial and strategic roles. Prior to joining Mars, Inc., Mr. Hackworth spent six years at Deloitte & Touche LLP as an auditor, specializing in the manufacturing and retail industries. Mr. Hackworth is a certified public accountant (inactive) in the state of California and holds a Bachelor of Arts in Economics from University of California, Irvine.

Ramzi S. Ammari is our Senior Vice President, Corporate Planning and Strategy. He joined us in June 1997 as a Project Manager and has held various positions of increasing responsibility within our organization until being named to his current position in October 2013. He has global responsibility for the Company's technology innovation roadmap; driving new product initiatives; directing and implementing strategic partnerships, joint ventures and acquisitions; and recommending new avenues for business creation. Prior to joining us, Mr. Ammari worked at Mitsubishi Consumer Electronics of America for four years as Business Planning Manager where he was responsible for introducing the first flat-screen plasma display panel television for the North America market. He received his Bachelor of Science, Engineering degree in 1989 and, subsequently, a Master of Business Administration from University of California, Irvine in 1993.

David Chong is our Executive Vice President, Global Sales. He was previously responsible for the general management and sales of our Asia region and was promoted to his current position in October 2023. Mr. Chong joined us in January 2009 as Senior Vice President of Global OEM Sales. Prior to joining us, Mr. Chong served as Senior Vice President at Philips Consumer Electronics Division and as the Chief Marketing Officer of the business group Philips Display (Philips TV and computer monitor business). At Philips Display, he led the re-engineering of the Product Creation, Marketing and Sales Organization to compete successfully in the LCD TV space. Prior to this, he also served as Vice President and General Manager of the Audio Video Business in Asia, Vice President and Global Business Line Manager for Audio and various senior management positions at Philips' CE Division. Mr. Chong started at Philips Research Lab in 1984 as a research scientist working in the area of VLSI design methodologies. He also served as Managing Director for Asia at InVue Security Product before joining us. Mr. Chong had his senior education in The United Kingdom, holding a Bachelor of Science in Electrical and Electronics Engineering with High Honors from University of Nottingham.

Richard A. Firehammer, Jr., Esq. is our Senior Vice President, General Counsel, Head of Global Compliance, and Corporate Secretary. He joined us in October 1993 as General Counsel. He became our Corporate Secretary in February 1994. He was our Vice President from May 1997 until August 1998, and served as counsel to us from September 1998 until February 1999, at which time he was promoted to Senior Vice President. In January 2022, in addition to his duties as General Counsel and Secretary, he took on the added responsibilities as Head of Global Compliance. From November 1992 to September 1993, he was associated with the Chicago, Illinois law firm, Shefsky & Froelich, Ltd. From 1987 to 1992, he was with the law firm Vedder, Price, Kaufman & Kammholz in Chicago, Illinois. He received his Bachelor of Science in Accounting from Indiana University and a Juris Doctor degree from Whittier College School of Law. Mr. Firehammer is also a certified public accountant (inactive).

Richard K. Carnifax is our Senior Vice President, Global Operations. He joined us in May 2020 as Vice President, Global Supply Chain and in July 2022, he was promoted to Vice President, Operations. In February 2023, he was promoted to his current position, Senior Vice President, Global Operations. Prior to joining us, from March 2019 until May 2020, Mr. Carnifax was the Chief Operating Officer at Cast Nylons, a privately held manufacturer and distributor of cast nylon stock shapes and custom cast parts, and was Vice President, Operations at Cast Nylons from November 2017 until March 2019. From November 2015 until September 2017, he held various operational roles at Air Enterprises, a privately held manufacturer of specialty air handling equipment. Prior to joining Air Enterprises, Mr. Carnifax spent four years scheduling and planning materials for Howden, a provider of high-quality air and gas handling products and services to the power, oil and gas, mining and petrochemical industries. Mr. Carnifax holds a Bachelor of Arts in Political Science and a Master of Arts in International Relations/Business from the University of Akron.

ITEM 1A. RISK FACTORS

Forward-Looking Statements

We make forward-looking statements in Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report based on the beliefs and assumptions of our management and on information currently available to us. Forward-looking statements include information about our possible or assumed future results of operations, which follow under the headings "Business", "Liquidity and Capital Resources", and other statements throughout this report preceded by, followed by or that include the words "believes", "expects", "anticipates", "intends", "plans", "estimates" or similar expressions. Any number of risks and uncertainties could cause actual results to differ materially from those we express in our forward-looking statements, including the risks and uncertainties we describe below and other factors we describe from time to time in our periodic filings with the SEC. We therefore caution you not to rely unduly on any forward-looking statement. The forward-looking statements in this report speak only as of the date of this report, and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future developments, or otherwise.

Risks and Uncertainties

We are subject to various risks that could materially and adversely affect our business, results of operations, cash flows, liquidity, or financial condition which make an investment in our securities risky. You should understand that these risks could, in circumstances we may or may not be able to accurately predict, recognize, or control, have a material adverse effect on our business, growth, reputation, prospects, financial condition, operating results (including components of our financial results), cash flows, liquidity and stock price. In addition, these risks could cause results to differ materially from those we express in forward-looking statements contained in this report or in other Company communications, including those we file from time to time with the SEC. These risk factors do not identify all risks that we face; our operations could also be affected by factors, events, or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations. Although the risks are organized by headings, and each risk is discussed separately, many are interrelated. You should not interpret the disclosure of any risk factor to imply that the risk has not already materialized. Because there is no way to determine in advance whether, or to what extent, any present uncertainty will ultimately impact our business, you should give equal weight to each of the following:

Risks Relating to Economic Conditions and Global Events

General political and economic factors beyond our control could adversely affect our business and results of operations. These factors include, but are not limited to, supply chain disruptions, labor shortages, wage pressures, geo-political matters and conflicts, rising inflation and potential economic slowdown or recession, as well as increases in costs including fuel and energy costs, foreign currency exchange rate fluctuations, and other matters that influence consumer spending and preferences. Among other events, the invasion of Ukraine by Russia has escalated tensions among the United States, the North Atlantic Treaty Organization ("NATO") and Russia. Conflict in the Middle East has led to disruption of international shipping lanes, causing shipping delays and fluctuating freight costs. These conflicts and the resulting sanctions and related countermeasures could lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, and supply chain interruptions. Additionally, they have the potential to spread to or exacerbate tensions in other countries or regions, leading to new and unanticipated disruptions.

Global markets continued to face threats and uncertain economic and financial market conditions that may also adversely affect the financial condition of our customers, suppliers and other business partners. Any significant decrease in customers' purchases of our products or our inability to collect accounts receivable resulting from an adverse impact of the global markets on customers' financial condition could have a material adverse effect on our business, financial condition and results of operations. Additionally, disruptions in financial markets could reduce our access to debt capital markets, negatively affecting our ability to implement our business strategy.

Risks Relating to Operations

Cybersecurity Issues: Cybersecurity Incidents, Failure to Maintain the Integrity of and Protect Internal or Customer Data May Result in Faulty Business Decisions, Operational Inefficiencies, Damage to our Reputation and/or Subject Us to Costs, Fines, or Lawsuits

Our business requires collection, processing, and retention of large volumes of data, including personally identifiable information of our customers in various information systems that we maintain and in those maintained by third parties with whom we contract, including in areas such as customer product servicing, human resources outsourcing, website hosting, and various forms of electronic communications. We and third parties who provide services to us also maintain personally identifiable information about our employees. The integrity and protection of that customer, employee, and company data, including proprietary information, is critical to us. If that data is inaccurate or incomplete or inaccessible, we may make faulty decisions. Despite the security measures we have in place, our facilities and systems, and those of the retailers, dealers, licensees and other third-party suppliers and vendors with which we do business, may be vulnerable to cybersecurity threats, attacks or incidents, acts of vandalism or misconduct, computer viruses, misplaced or lost data, programming and/or human errors or other similar events. Any cybersecurity incidents involving the misappropriation, loss or other unauthorized disclosure of customer, employee, supplier or Company information, whether caused by us, an unknown third party, or the retailers, dealers, licensees or other third-party suppliers and vendors with which we do business, could result in losses, severely damage our reputation, expose us to the risks of litigation and liability, disrupt our operations and have a material adverse effect on our business, results of operations and financial condition. As cybersecurity threats evolve in sophistication and become more prevalent worldwide, we continue to aim to increase our sensitivity and attention to these threats, seek additional investments and resources to address these threats and enhance the security of our facilities and systems and strengthen our controls and procedures to monitor, protect against and mitigate these threats. The domestic and international legal and regulatory environment related to information security, data collection and privacy is increasingly rigorous and complex, with new and constantly changing requirements applicable to our business. Compliance with these requirements, including the European

Union's General Data Protection Regulation ("GDPR"), China's newly enacted Personal Information Protection Law ("PIPL") and other domestic (including state law) and international regulations, could result in additional costs and changes to our business practices.

Moreover, we rely heavily on computer systems to manage and operate our business, record and process transactions, and manage, support and communicate with our employees, customers, suppliers, vendors, and other third parties. Computer systems are important to production planning, finance, company operations and customer service, among other business-critical processes. Despite our efforts to prevent disruptions to our computer systems, these systems may be affected by damage, disruption, attack, or interruption from, among other causes, power outages, system failures, computer viruses and other intrusions, including cybersecurity incidents. Computer hardware and storage equipment that is integral to efficient operations, such as email, telephone and other functionality, is concentrated in certain physical locations in the various continents in which we operate. We rely on software applications, enterprise cloud storage systems and cloud computing services provided by third-party vendors, and our business may be adversely affected by service disruptions in or cybersecurity incidents related to such systems. Remote work and remote access to our systems has increased, which also increases the risk of cybersecurity incidents on our systems surface. In addition, there has been a global increase in cybersecurity threat volume, frequency, and sophistication driven by the global enablement of remote workforces. Geopolitical tensions or conflicts, such as Russia’s invasion of Ukraine, may further heighten the risk of cybersecurity incidents. We continue to try to mitigate these risks in a number of ways, including through additional investment, engagement of third-party experts and consultants, improving the security of our facilities and systems (including through upgrades to our security and information technology systems), providing training for all employees (with more enhanced or frequent training based on role or responsibility), assessing the continued appropriateness of relevant insurance coverage and strengthening our controls and procedures to monitor, mitigate and respond appropriately to these threats. We carry cyber insurance, and while we have not incurred any material losses due to any failure of or disruptions to our systems, or from any cybersecurity incidents, we cannot be certain that our coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or that any insurer will not deny coverage as to any future claim.

Proprietary Technologies

We produce highly complex products that incorporate leading-edge technology, including hardware, firmware, and software. Firmware and software may contain bugs that may unexpectedly interfere with product operation. There can be no assurance that our testing programs will detect all defects in individual products or defects that may affect numerous shipments. The presence of defects may harm customer satisfaction, reduce sales opportunities, or increase warranty claims and/or returns. An inability to cure or repair such a defect may result in the failure of a product line, temporary or permanent withdrawal of a product or market, damage to our reputation, increased inventory costs, or product re-engineering expenses, any of which may have a material impact on our operating results, financial condition and cash flows.

Technology Changes in Control and Sensing

We currently derive substantial revenue from the sale of remote controls, sensors and home automation products based on IR and RF and other technologies. Other control technologies exist or may be developed that may compete with our technology. In addition, we develop and maintain our own database of IR and RF codes. There are other IR and RF libraries offered by companies that we compete with in the marketplace. In addition, if competing control and sensing technology and products gain acceptance and start to be integrated into home electronics devices and home security and automation products, demand for our products may decrease, resulting in decreased operating results, financial condition and cash flows.

Our Technology Development Activities May Experience Delays

We may experience technical, financial, resource or other difficulties or delays related to the further development of our technologies. Delays may have adverse financial effects and may allow competitors to gain an advantage over us in the marketplace or in the standards setting arena. There can be no assurance that we will continue to have adequate staffing or that our development efforts will ultimately be successful. Moreover, certain of our technologies have not been fully tested in commercial use, and it is possible that they may not perform as expected. In such cases, our business, financial condition and operating results may be adversely affected, and our ability to secure new licensees and other business opportunities may be diminished.

Dependence upon New Product Introduction

Our ability to remain competitive in the video services, consumer electronics, security, home automation, climate control and home appliance markets will depend considerably upon our ability to successfully identify new product opportunities, as well as develop and introduce these products and enhancements on a timely and cost effective basis. There can be no assurance that we will be successful at developing and marketing new products or enhancing our existing products, or that these new or enhanced products will achieve consumer acceptance and, if achieved, will sustain that acceptance. In addition, there can be no assurance that products developed by others will not render our products non-competitive or obsolete or that we will be able to obtain or maintain the rights to use proprietary technologies developed by others which are incorporated in our products. Any failure to anticipate or respond adequately to technological developments and customer requirements, or any significant delays in product development or introduction, may have a material adverse effect on our operating results, financial condition and cash flows. Moreover, the introduction of new products may require significant expenditures for R&D, tooling, manufacturing processes, inventory and marketing. In order to achieve high-volume production of any new product, we may have to make substantial investments in inventory and expand our production capabilities. We cannot be certain that we will recover the costs we incurred in developing new products, investing in inventory, expanding our production capabilities, or that those new products will be successful.

Dependence on Consumer Preference

We are susceptible to fluctuations in our business based upon consumer demand for our products. We cannot guarantee that increases in demand for our products associated with increases in the deployment of new technology will continue. We believe that our success depends on our ability to anticipate, gauge and respond to fluctuations in consumer preferences. However, it is impossible to predict with complete accuracy the occurrence and effect of fluctuations in consumer demand over a product's life cycle. Moreover, any growth in revenues that we achieve may be transitory and should not be relied upon as an indication of future performance.

Dependence on Major Customers

The economic strength and weakness of our worldwide customers affect our performance. We sell our products, accessory products, and proprietary technologies to video service providers, OEMs, retailers and private label customers. We also supply our products, accessory products, and technologies to our wholly owned, non-U.S. subsidiaries and to independent foreign distributors, who in turn distribute our products worldwide. While we generally have a broad and varied customer base, during the years ended December 31, 2023, 2022 and 2021, Daikin Industries Ltd. accounted for sales totaling more than 10% of our net sales. During the years ended December 31, 2022 and 2021, Comcast Corporation also accounted for sales totaling more than 10% of our net sales. In addition to these customers, we have some customers that, individually or through their subsidiaries or affiliated partners, purchase a large amount of products from us. Although our broad distribution channels help to minimize the impact of the loss of any one customer, the loss of any of these large individual customers, or our inability to maintain order volume with these customers, may have an adverse effect on our sales, operating results, financial condition and cash flows.

Demand for Consumer Service and Support

We provide consumer service and support to our retail customers to add overall value and to help differentiate us from our competitors. Certain of our products have more features than others and therefore require more end-user technical support, which may increase our support costs and have an adverse effect on our business, operating results, financial condition and cash flows. We continually review our service and support group and are marketing our expertise in this area to other potential retail customers.

Manufacturing Risks

We operate factories in the PRC, Vietnam, Mexico and Brazil. In addition, we utilize third-party manufacturers located in Asia to manufacture a portion of our products. We believe that the loss of any one or more of these third-party manufacturers would not have a long-term material adverse effect on our business, results of operations and cash flows, because numerous other manufacturers are available to fulfill our requirements; however, the loss of any of our major third-party manufacturers may adversely affect our business, operating results, financial condition and cash flows until alternative manufacturing arrangements are secured.

U.S.-China Trade and Supply Chain Compliance Risks

In recent years, U.S.-China trade and investment has become subject to additional regulatory conditions and restrictions, including restrictions on certain imports and exports, increased tariffs, inbound and outbound investment restrictions, and enhanced prohibitions targeting the use of forced labor in supply chains. Political leaders, regulatory agencies and legislators have also increased their focus on enforcing these rules and monitoring companies' compliance. We maintain policies and procedures designed to ensure compliance with these rules, and we do not believe that these rules or our efforts to comply with them materially impact our business, but it is possible that these restrictions, tariffs and related government initiatives will expand and that their effect our business will become more onerous, and we cannot be certain that our compliance efforts will in all cases be successful.

In the United States, among other relevant restrictions, the Uyghur Forced Labor Prevention Act (the "UFLPA") creates a rebuttable presumption that all goods produced or manufactured, even partially, in the PRC's Xinjiang Uyghur Autonomous Region ("XUAR") were made with forced labor and, therefore, would not be allowed entry at U.S. ports. Importers are required to present clear and convincing evidence that goods from the XUAR are not made with forced labor. While we do not authorize the sourcing of any product from the XUAR and have increased actions to ensure our entire supply chain is free of any products made with forced labor, there is nonetheless a risk, particularly in light of prior media allegations and government inquiries focusing on our subsidiary Gemstar and Uyghur individuals previously working at its facilities in non-XUAR locations in China, that our business, results of operations and financial condition could be adversely affected by the UFLPA, related regulatory requirements and enforcement activity, or related customer concerns. Gemstar has terminated its relationship with the third-party labor agency that engaged these workers, ended its arrangement with the workers in question, and paid all outstanding wages and severance directly and individually to each of these workers; further, we believe that we have addressed all outstanding questions from government authorities concerning this matter. Nonetheless, our reliance on international supply chains involves a risk of adverse effects to our business, including from government restrictions and enforcement efforts.

Among other things, we utilize third-party suppliers as well as third-party employment or labor agencies to provide us with staff to support our production activities. While we require these suppliers and agencies to adhere to our Supplier Code of Conduct, which among other things prohibits forced labor in any manner and requires them to treat all employees with respect and dignity, use of third-party agencies has come under worldwide scrutiny. If a supplier or third-party labor agency were to engage in actual or apparent non-compliance with our Supplier Code of Conduct or otherwise violate applicable laws or regulations, this could create compliance challenges for us and adversely affect our business or our customer relationships.

Dependence upon Key Suppliers
We continue to operate in a supply-constrained environment, and we are heavily dependent on third-party suppliers and their ability to deliver sufficient quantities of key components and products at reasonable prices and in time for us to meet schedules for the delivery of our products and services. Most of the components used in our products are available from multiple sources. However, we purchase integrated circuits ("ICs") used in products, from a small number of key suppliers. To reduce our dependence on our IC suppliers we continually seek additional sources. We maintain inventories of our ICs, which may be used in part to mitigate, but not eliminate, delays resulting from supply interruptions. Further, we have identified alternative sources of supply for our ICs, component parts, and finished goods; however, there can be no assurance that we will be able to continue to obtain these inventory purchases on a timely basis or in the quantities we need. Any extended interruption, shortage or termination in the supply of any of the components used in our products, or a reduction in their quality or reliability, or a significant increase in prices of components, would have an adverse effect on our operating results, financial position and cash flows.

From time to time, we may obtain components from a single source due to technology, availability, price, quality or other considerations. New products that we introduce may utilize custom components obtained initially from only one source until we have determined whether there is a need for additional suppliers. Replacing a single-source supplier could delay production of some products as replacement suppliers may be subject to capacity constraints or other output limitations. For some components, alternative sources may not exist or may be unable to produce the quantities necessary to satisfy our requirements. The loss of, deterioration of our relationship with, or limits in allocation by, a single-source supplier, could adversely affect our business and financial performance.

Difficulty in Ordering Integrated Circuits and Increases in Commodities and Freight Costs Have Adversely Affected and Will Continue to Adversely Affect Our Business
We have experienced difficulty in ordering ICs in the recent past and this difficulty could continue in the future. While we have identified other sources of ICs and are taking other production and inventory control steps in order to mitigate the effects caused by these types of shortages, we cannot guarantee that the alternative sources will meet our short- and longer-term IC needs and/or without experiencing increases in the prices we pay for these components. If we are not able to purchase sufficient quantities of ICs from our current and alternative suppliers, we may not be able to produce sufficient quantities of products to meet our customers' demands. This, in turn, may affect our ability to meet our quarterly revenue targets and otherwise adversely affect our business. In addition, many of our products are paired with certain of our customers' products, like set-top boxes and televisions. If those customers are not able to obtain sufficient quantities of ICs for their products, their demand for our products may decrease. Also, we are continuing to experience increases in freight costs which have and may continue to adversely affect our margins. At the same time, in order to secure components for our products or services, we have and may continue to make advance payments to suppliers and/or enter into non-cancelable commitments with suppliers. We have and may continue to strategically purchase ICs and other key components in advance of demand to take advantage of favorable pricing or to address concerns about future availability. If we fail to anticipate customer demand properly or if customer changes its demand significantly, a temporary "oversupply" could result in excess or obsolete components.

Transportation Costs and Impact of Oil Prices
We ship products from our factories and foreign manufacturers via ocean and air transport. It is sometimes difficult to forecast swings in demand or delays in production and, as a result, products may be shipped via air which is more costly than ocean shipments. We typically cannot recover the increased cost of air freight from our customers. Additionally, tariffs and other

export fees may be incurred to ship products from foreign manufacturers to the customer. These increases in costs and tariffs may have a material adverse effect on our product margins. We also have an exposure to oil prices in two forms. The first is in the prices of oil-based materials in our products, which are primarily the plastics and other components that we include in our finished products. The second is in the cost of delivery and freight, which would be passed on by the carriers that we use in the form of higher rates. Rising oil prices may have an adverse effect on cost of sales and operating expenses, and Russia's invasion of Ukraine may continue to create uncertainty in oil prices. Conflict in the Middle East may produce continued or increased disruptions to international shipping and fluctuating freight costs.

Disruptions Caused by Labor Disputes or Organized Labor Activities Could Materially Harm our Business and Reputation
Currently, approximately 800 of our Brazil and Mexico employees are represented by labor unions. Additionally, approximately 400 of our Vietnam employees are covered by a collective bargaining agreement. Disputes with the current labor unions or new union organizing activities could lead to production slowdowns or stoppages and make it difficult for us to meet scheduled delivery times for product shipments to some of our customers, which could result in a loss of business and material damage to our reputation. In addition, union activity and compliance with international labor standards could result in higher labor costs, which could have a material adverse effect on our financial position and results of operations.

Leased Property
We lease all of the properties used in our business. We can give no assurance that we will enter into new or renewal leases, or that, if entered into, the new lease terms will be similar to the existing terms or that the terms of any such new or renewal leases will not have a significant and material adverse effect on our operating results, financial condition and cash flows.

Competition
Competition within the industries we serve is based primarily on product availability, price, speed of delivery, ability to tailor specific solutions to customer needs, quality, and depth of product lines. Our competition is fragmented across our products, and, accordingly, we do not compete with any one company across all product lines. We compete with a variety of entities, some of which have greater financial resources. Other competitors are smaller and may be able to offer more specialized products. Our ability to remain competitive in this industry depends in part on our ability to successfully identify new product opportunities, develop and introduce new products and enhancements on a timely and cost-effective basis, as well as our ability to successfully identify and enter into strategic alliances with entities doing business within the industries we serve. Competition in any of these areas may reduce our sales and adversely affect our earnings or cash flow resulting from decreased sales volumes, reduced prices and increased costs of manufacturing, distributing and selling our products. There can be no assurance that our product offerings will be, and/or will remain, competitive or that strategic alliances, if any, will achieve the type, extent, and amount of success or business that we expect them to achieve. The sales of our products and technology may not occur or grow in the manner we expect, and thus we may not recoup costs incurred in the R&D as quickly as we expect, if at all. Some customers may elect to engage a second source to manufacture the same product, and there is no guarantee that these customers will maintain the volume that was initially allocated to us throughout the product life cycle.

The home security and automation industry is highly fragmented and subject to significant competition and pricing pressures. In particular, the monitored security industry providers have highly recognized brands which may drive increased awareness of their security/automation offerings rather than ours, have access to greater capital and resources than us, and may spend significantly more on advertising, marketing and promotional activities which could have a material adverse effect on our ability to drive awareness and demand for our products and services. In addition, video service providers have expanded into the monitored security industry and are bundling their existing offerings with monitored security services. We also face competition from DIY companies that are increasingly providing products which enable customers to self-monitor and control their environments without third-party involvement. Further, DIY providers may also offer professional monitoring with the purchase of their systems and equipment or new IoT devices and services with automated features and capabilities that may be appealing to customers. Continued pricing pressure, improvements in technology and shifts in customer preferences towards self-monitoring or DIY could adversely impact our customer base and/or pricing structure and have a material adverse effect on our business, financial condition, results of operations and cash flows.

Change in Competition and Pricing
Even with having our own factories, we will continue to rely on third-party manufacturers to build a portion of our products. Price is always an issue in winning and retaining business. If customers become increasingly price sensitive, new competition may arise from manufacturers who decide to go into direct competition with us or from current competitors who perform their own manufacturing. If such a trend develops, we may experience downward pressure on our pricing or lose sales, which may have a material adverse effect on our operating results, financial condition and cash flows.

Strategic Business Transactions
We have historically made strategic acquisitions of businesses in industries adjacent to our core business and will likely acquire additional businesses in the future as part of our long-term growth strategy. The success of future acquisitions depends in large part on our ability to integrate the operations and personnel of the acquired companies and manage challenges that may arise as a result of the acquisitions, particularly when the acquired businesses operate in new or foreign markets. In the event we do not successfully integrate such future acquisitions into our existing operations so as to realize the expected return on our investment, our results of operations, cash flow or financial condition could be adversely affected.

Recruitment and Retention of Talent and Key Employees
In order to be successful, we must attract, hire, retain, train, motivate, and develop qualified executives, engineers, technical staff and other key employees. Identifying, developing internally or hiring externally, training and retaining qualified executives, engineers and qualified sales representatives are critical to our future, and competition for experienced employees in the technology industry can be intense as employees' expectations of compensation, benefits and work flexibility continue to increase. Equity-based compensation can be important to attracting and retaining qualified employees and lack of positive performance in our stock price may adversely affect our ability to attract or retain key employees. In addition, workforce dynamics are constantly evolving in all regions, and we may not be able to manage changing workforce dynamics successfully.

Risks Related to Doing Business in the PRC

Presently, we manufacture many of our products in our factories in the PRC. Additionally, many of our contract manufacturers are located in the PRC. In addition to the other risks identified herein, doing business in the PRC carries a number of risks including the following:

The Fluctuation of the Chinese Yuan Renminbi May Adversely Impact Our Manufacturing Costs
Under Chinese monetary policy, the Chinese Yuan Renminbi is permitted to fluctuate within a managed band against a basket of certain foreign currencies and has resulted in increased volatility in the exchange rate of the Chinese Yuan Renminbi against the U.S. Dollar. Any significant appreciation of the Chinese Yuan Renminbi against the U.S. Dollar could lead to higher manufacturing costs for our products.

Availability of Adequate Workforce Levels
Presently, a portion of workers at our PRC factories are obtained from third-party employment agencies. As the labor laws, social insurance and wage levels continue to grow and the workers become more sophisticated, our costs to employ these and other workers in the PRC may grow beyond that anticipated by management. Some of our key customers have demanded that we reduce the percentage of workers sourced from third-party employment agencies, which may also lead to increased costs in recruitment, retention and compliance. While we have already experienced increases in labor rates in the PRC, as the PRC market continues to open up and grow, we may experience an increase in competition for the same workers, resulting in either an inability to attract and retain an adequate number of qualified workers or an increase in our employment costs to obtain and retain these workers.

Changes in the Policies of the PRC Government May Have a Significant Impact Upon the Business We Conduct in the PRC and the Profitability of Such Business
Our business operations may be adversely affected by the current and future political environment in the PRC. The government of the PRC has exercised and continues to exercise substantial control over virtually every sector of the Chinese economy, through regulation and state ownership. Our ability to operate in the PRC may be adversely affected by changes in Chinese laws and regulations, including those relating to taxation, labor and social insurance, import and export tariffs, raw materials, environmental regulations, land use rights, property and other matters. Additionally, in light of recent geo-political tensions and competing territorial claims, the PRC's relationships with other countries or governments could grow more complex or openly adversarial, potentially leading to far-reaching market disruptions. Potential conflict across the Taiwan Strait or between the PRC and other countries or governments could cause a significant adverse effect to our business, and could lead to a disruption in our ability to operate in or source from the PRC.

The PRC Laws and Regulations Governing Our Current Business Operations are Sometimes Vague and Uncertain
There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including but not limited to the laws and regulations governing our business, or the enforcement and performance of our arrangements with customers. We cannot predict what effect the interpretation of existing or new PRC laws or regulations may have on our business. If the relevant authorities find that we are in violation of PRC laws or regulations, they would have broad discretion in dealing with such a violation, including, without limitation: levying fines; revoking our business and other licenses; requiring that we restructure our ownership or operations; and requiring that we discontinue any portion or all of our business.

The PRC's Legal and Judicial System May Not Adequately Protect Our Business and Operations and the Rights of Foreign Investors
The PRC legal and judicial system may negatively impact foreign investors, with inconsistent enforcement of existing laws. In addition, the promulgation of new laws, changes to existing laws and the preemption of local regulations by national laws may adversely affect foreign investors.

Risks Relating to Regulation and Legal

Certain Regulatory and Financial Risks Related to Climate Change
Growing concerns about climate change may result in the imposition of additional regulations or restrictions to which we may become subject. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to climate change, including regulating greenhouse gas emissions. The outcome of new legislation or regulation in the U.S. and other jurisdictions in which we operate may result in new or additional requirements, additional charges to fund energy efficiency activities, and fees or restrictions on certain activities. Compliance with these climate change initiatives may also result in additional costs to us. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Even without such regulation, increased public awareness and adverse publicity about potential impacts on climate change emanating from us or our industry could harm us. We may not be able to recover the cost of compliance with new or more stringent laws and regulations, which could adversely affect our results of operations, financial position or cash flows. Ultimately, the impacts of climate change, whether involving physical risks or transition risks are expected to be widespread and unpredictable and may materially adversely affect our business and financial results.

Significant Developments From Potential Changes in U.S. Trade Policies Could Have a Material Adverse Effect On Us
The U.S. government implemented additional tariffs on certain goods imported from the PRC. We manufacture a substantial amount of our products in the PRC and are presently subject to these additional tariffs and will remain so until the tariff lists are altered. These tariffs, and other governmental action relating to international trade agreements or policies, may adversely impact demand for our products, our costs, customers, suppliers and/or the U.S. economy or certain sectors thereof and, as a result, adversely impact our business. These additional tariffs may cause us to increase prices to our customers which may reduce demand, or, if we are unable to increase prices, result in lowering our margin on products sold. It remains unclear what the U.S. or foreign governments will or will not do with respect to tariffs, international trade agreements and policies on a short-term or long-term basis. We cannot predict future trade policy or the terms of any renegotiated trade agreements and their impacts on our business. The adoption and expansion of trade restrictions, the occurrence of a trade war, or other governmental action related to tariffs or trade agreements or policies has the potential to adversely impact demand for our products, our costs, our customers, our suppliers, and the U.S. economy, which in turn could adversely impact our business, financial condition and results of operations. As a result of these tariffs and other governmental action, we moved production of many of our products destined for the U.S. to Mexico, Vietnam and a third-party manufacturing partner outside of the PRC.

Policy Changes Affecting International Trade Could Adversely Impact the Demand for Our Products and Our Competitive Position
Due to the international scope of our operations, changes in government policies on foreign trade and investment may affect the demand for our products and services, impact the competitive position of our products or prevent us from being able to sell products in certain countries. Our business may benefit from free trade agreements. Efforts to withdraw from or substantially modify such agreements or the implementation of more restrictive trade policies such as more detailed inspections, higher tariffs, import or export licensing requirements, exchange controls or new barriers to entry, could have a material adverse effect on our results of operations, financial condition or cash flow and that of our customers, vendors and suppliers.

Risks and Uncertainties Associated with Our Expansion Into and Our Operations Outside of the United States May Adversely Affect Our Results of Operations, Cash Flow, Liquidity or Financial Condition
Our international operations continue to grow, making up a significant part of our current business and future strategic plans. We presently operate factories in the PRC, Vietnam, Mexico and Brazil, engineering centers in India, Korea and Japan and rely on third-party manufacturers located in Asia. We are increasingly exposed to the challenges and risks of doing business outside the United States, which could reduce our revenues or profits, increase our costs, result in significant liabilities or sanctions, or otherwise disrupt our business. These challenges include: (1) compliance with complex and changing laws, regulations and policies of governments that may impact our operations, such as foreign ownership restrictions, import and export controls, tariffs, and trade restrictions; (2) compliance with U.S. and foreign laws that affect the activities of companies abroad, such as anti-corruption laws, competition laws, currency regulations, and laws affecting dealings with certain nations; (3) limitations on our ability to repatriate non-U.S. earnings in a tax effective manner; (4) the difficulties involved in managing an organization doing business in many different countries; (5) uncertainties as to the enforceability of contract and intellectual property rights

under local laws; (6) rapid changes in government policy, political or civil unrest, acts of terrorism, or the threat of international boycotts or U.S. anti-boycott legislation; and (7) currency exchange rate fluctuations.

We are also exposed to risks relating to U.S. policy with respect to companies doing business in foreign jurisdictions, and as such we are subject to a variety of taxes in the U.S. (federal, state, and local) and numerous foreign jurisdictions. We may recognize additional tax expense and be subject to additional tax liabilities due to changes in laws, regulations, administrative practices, principles, and interpretations related to tax, including changes to the global tax framework, competition, and other laws and accounting rules in various jurisdictions. Such changes could come about as a result of economic, political, and other conditions. Our tax expense and liabilities are also affected by other factors, such as changes in our business operations, acquisitions, investments, entry into new businesses and geographies, intercompany transactions, the relative amount of our foreign earnings, losses incurred in jurisdictions for which we are not able to realize related tax benefits, the applicability of special tax regimes, changes in foreign currency exchange rates, changes in our stock price, and changes in our deferred tax assets and liabilities and their valuation. Significant judgment is required in evaluating and estimating our tax expense and liabilities. In the ordinary course of our business, there are many transactions and calculations which make the ultimate tax determination uncertain.

We become subject to tax controversies in various jurisdictions at various times, and these jurisdictions may assess additional tax liabilities against us. Developments in an audit, investigation, or other tax controversy could have a material effect on our operating results or cash flows in the period or periods for which that development occurs, as well as for prior and subsequent periods. We regularly assess the likelihood of an adverse outcome resulting from these proceedings to determine the adequacy of our tax accruals. Although we believe our tax estimates are reasonable, the final outcome of audits, investigations, and any other tax controversies could be materially different from our historical tax accruals.

Failure by Our International Operations to Comply With Anti-Corruption Laws or Trade Sanctions Could Increase Our Costs, Reduce Our Profits, Limit Our Growth, Harm Our Reputation, or Subject Us to Broader Liability

We are subject to restrictions imposed by the U.S. Foreign Corrupt Practices Act and anti-corruption laws and regulations of other countries applicable to our operations, such as the U.K. Bribery Act. These laws require us to maintain adequate internal controls and accurate books and records. We have properties and do business in many parts of the world where corruption is common, and our compliance with anti-corruption laws may potentially conflict with local customs and practices. The compliance programs, internal controls and policies we maintain and enforce to promote compliance with these laws may not prevent our employees, contractors or agents from acting in ways prohibited by these laws and regulations. We are also subject to trade sanctions administered by the U.S. Office of Foreign Assets Control and the U.S. Department of Commerce, and other U.S. government agencies, and authorities in other countries where we do business. Our Global Compliance Department, compliance programs, and internal control policies and procedures may not prevent conduct that is prohibited under these rules. The United States or other countries may impose additional sanctions at any time against any country in which or with whom we do business. Depending on the nature of the sanctions imposed, our operations in the relevant country could be restricted or otherwise adversely affected. Any violations of anti-corruption laws and regulations or trade sanctions could result in significant civil and criminal penalties, reduce our profits, disrupt or have a material adverse effect on our business or damage our reputation or result in lawsuits or regulatory actions being brought against us or our officers or directors. In addition, the operation of these laws and regulations or an imposition of further restrictions in these areas could increase our cost of operations, reduce our profits or cause us to forgo development opportunities or limit certain business operations that would otherwise support growth.

We are Subject to a Wide Variety of Complex Domestic and Foreign Laws and Regulations

We are subject to a wide variety of complex domestic and foreign laws and regulations, and legal compliance risks, including securities laws, tax laws, employment and pension-related laws, competition laws, U.S. and foreign export and trading laws, laws governing improper business practices, and health, safety and environmental laws and regulations. These laws and regulations not only govern our current operations and products, but could also impose liability on us for our past operations. From time to time, our Company, our operations and the industries in which we operate are being reviewed or investigated by regulators, which may lead to enforcement actions or the assertion of private litigation claims and damages. Our costs to respond to any investigation or to comply with these laws and regulations may increase as these requirements become more stringent in the future, and these increased costs may adversely affect our results of operations, cash flow or financial condition. Although we believe that we have adopted appropriate risk management and compliance programs to mitigate these risks, the global and diverse nature of our operations means that compliance risks will continue to exist. Investigations, examinations and other proceedings, the nature and outcome of which cannot be predicted, will likely arise from time to time. These investigations, examinations and other proceedings may subject us to significant liability and require us to pay significant settlements, fines and penalties, which may have a material adverse effect on our results of operations, cash flows or financial condition.

Patents, Trademarks, and Copyrights
We have numerous patents, trade secrets, trademarks, trade names, and know-how that are valuable to our business. However, the procedures by which we identify, document, and file for patent, trademark, and copyright protection are based solely on engineering and management judgment, with no assurance that a specific filing will be issued, or if issued, will deliver any lasting value to us. Because of the rapid innovation of products and technologies that is characteristic of our industry, there can be no assurance that rights granted under any patent will provide competitive advantages to us or will be adequate to safeguard and maintain our proprietary rights. We further believe that while our business is not materially dependent upon any single patent, trade secret, trademark, trade name, copyright, or know-how, we do have "families" of patents that are interrelated, which if determined to be invalid or unenforceable, could have a detrimental effect on our business. Despite our efforts to protect such intellectual property and other proprietary information from unauthorized use or disclosure, third parties may attempt to disclose, obtain or use our intellectual property and information without our authorization. Although we rely on the patent, trademark, trade secret and copyright laws of the United States and other countries to protect our intellectual property rights, the laws of some countries may not protect such rights to the same extent as the laws of the United States. Unauthorized use of our intellectual property by third parties, the failure of foreign countries to have laws to protect our intellectual property rights, or an inability to effectively enforce such rights in foreign countries could have an adverse effect on our business.

In addition, as is typical in our business, third parties (including non-practicing entities ("NPEs")) may challenge the validity of our patents. In the event that such challenges prove successful, the value of our patents may decline which, in turn, could have an adverse effect on our business. Further, some of our products include or use technology and/or components of third parties. While it may be necessary in the future to seek or renew licenses relating to various aspects of such products, we believe that, based upon past experience and industry practice, such licenses may be obtained on commercially reasonable terms; however, there can be no guarantee that such licenses may be obtained on such terms or at all. Because of technological changes in the wireless and home control industry, current extensive patent coverage, and the rapid rate of issuance of new patents, it is possible certain components of our products and business methods may unknowingly infringe upon the patents of others.

Potential for Litigation
As is typical in our industry and for the nature and kind of business in which we are engaged, from time to time various claims, charges and litigation are asserted or commenced by third parties against us or by us against third parties, arising from or related to product liability, infringement of patent or other intellectual property rights, breach of warranty, contractual relations or employee relations. The amounts claimed may be substantial, but they may not bear any reasonable relationship to the merits of the claims or the extent of any real risk of court awards assessed against us or in our favor. If a customer or third party believes that he or she has suffered harm to person or property due to an actual or alleged security system failure, he or she (or their insurers) may pursue legal action against us, and the cost of defending the legal action and of any judgment against us could be substantial. In particular, because some of our products and services are intended to help protect lives and real and personal property, we may have greater exposure to litigation risks than businesses that provide other consumer and small business products and services. While our customer contracts contain a series of risk-mitigation provisions that are aimed at limiting our liability and/or limiting a claimant's ability to pursue legal action against us, in the event of litigation with respect to such matters it is possible that these risk-mitigation provisions may be deemed not applicable or unenforceable and, regardless of the ultimate outcome, we may incur significant costs of defense that could materially and adversely affect our business, financial condition, results of operations and cash flows.

Environmental Matters
Many of our products are subject to various federal, state, local and international laws governing chemical substances in products, including laws regulating the manufacture and distribution of chemical substances and restricting the presence of certain substances in electronics products. In addition, many of these laws and regulations make producers of electrical goods responsible for collection, recycling, treatment and disposal of recovered products. As a result, we may face significant costs and liabilities in complying with these laws and any future laws and regulations or enforcement policies that may have a material adverse effect upon our operating results, financial condition, and cash flows. In addition, our operations, supply chain and our products are expected to become increasingly subject to federal, state, local and foreign laws, regulations, and international treaties relating to climate change, such as climate disclosure, carbon pricing or product energy efficiency requirements, requiring us to comply or potentially face market-access limitations or other sanctions including fines. We strive to continually improve the energy and carbon efficiency of our operations, supply chain and product portfolio and deliver more cost-effective and lower carbon technology solutions to our customers.

Regulations Related to the Use of Conflict-Free Minerals May Increase Our Costs and Expenses, and an Inability to Certify that Our Products are Conflict-Free May Adversely Affect Customer Relationships
The Dodd-Frank Wall Street Reform and Consumer Protection Act contains provisions to improve the transparency and accountability of the use by public companies in their products of minerals mined in certain countries and to prevent the sourcing of such "conflict" minerals. As a result, the SEC enacted annual disclosure and reporting requirements for public

companies to conduct due diligence to determine the source of any conflict minerals used in our products and to make annual disclosures in filings with the SEC. Because our supply chain is broad-based and complex, we may not be able to easily verify the origins for all minerals used in our products. In addition, the rules may reduce the number of suppliers who provide components and products containing conflict-free minerals and thus may increase the cost of the components used in manufacturing our products and the costs of our products to us. Any increased costs and expenses may have a material adverse impact on our financial condition and results of operations. Further, if we are unable to certify that our products are conflict free, we may face challenges with our customers, which may place us at a competitive disadvantage, and our reputation may be harmed.

The Prominence and Evolution on Disclosures related to ESG Matters May Expose Us to Certain Performance and Reputational Risks
We have established certain ESG goals and reporting of ESG data. Our failure to adequately update, accomplish or accurately track and report on these goals on a timely basis, or at all, could adversely affect our reputation, financial performance and growth and expose us to increased scrutiny from the investment community, special interest groups and enforcement authorities. Standards for tracking and reporting ESG matters continue to evolve. Methodologies for reporting ESG data may be updated and previously reported ESG data may be adjusted to reflect improvement in availability and quality of third-party data, changing assumptions, changes in the nature and scope of our operations and other changes in circumstances. Our processes and controls for reporting ESG matters relating to our operations and supply chain are evolving along with various standards for identifying, measuring, and reporting ESG metrics, including ESG-related disclosures that may be required by the SEC, European and other regulators, and such standards may change over time. If our ESG practices do not meet evolving investor or other stakeholder expectations and standards, then our reputation or our attractiveness as an investment, business partner, service provider or employer could be negatively impacted.

Risks Relating to Finance

Growth Projections
Management has made projections required for the preparation of financial statements in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") regarding future events and the financial performance of the Company, including those involving:

- the benefits the Company expects as a result of the development and success of products and technologies, including new products and technologies;
- the benefits expected by conducting business in Asian and Latin American markets, without which, we may not be able to recover the costs we incur to enter into such markets;
- new contracts with new and existing customers and new market penetrations;
- the expected continued adoption of the Company's technologies in gaming consoles, mobile devices, and other home entertainment and control devices;
- the expected continued growth in digital TVs, DVRs, PVRs and overall growth in the Company's industry;
- the impact competitors and OTT providers may have on our business; and
- the effects we may experience due to current global and regional economic conditions.

Actual events or results may be unfavorable to management's projections, which may have a material adverse effect on our projected operating results, financial condition and cash flows.

Additionally, we have long-lived and intangible assets recorded on our consolidated balance sheet. We assess these assets for impairment whenever events or changes in circumstances indicate that the fair value may be below its carrying value. Factors considered important that may trigger said assessment include, among others, a significant adverse change in legal factors or in business climate, a decline in macroeconomic conditions, a significant decline in our financial performance or a significant decline in the price of our common stock for a sustained period of time. Impairment assessment involves judgment as to assumptions regarding future sales and cash flows and the impact of market conditions on those assumptions. Future events and changing market conditions may impact our assumptions and may result in changes in our estimates of future sales and cash flows that may result in us incurring substantial impairment charges, which would adversely affect our results of operations or financial condition.

Market Projections and Data are Forward-looking in Nature
Our strategy is based on our own projections and on analyst, industry observer and expert projections, which are forward-looking in nature and are inherently subject to risks and uncertainties. The validity of their and our assumptions, the timing and scope of the markets within which we compete, economic conditions, customer buying patterns, the timeliness of equipment development, pricing of products, and availability of capital for infrastructure improvements may affect these predictions. In

addition, market data upon which we rely is based on third-party reports that may be inaccurate. The inaccuracy of any of these projections and/or market data may adversely affect our operating results and financial condition.

Potential Fluctuations in Quarterly Results

We may from time to time increase our operating expenses to fund greater levels of R&D, sales and marketing activities, development of new distribution channels, improvements in our operational and financial systems, moving manufacturing capabilities to other countries, and development of our customer support capabilities, In addition, legal expenses could increase from time to time as we enhance or increase our litigation efforts and/or to support our efforts to comply with or respond to various government regulations and investigations. To the extent such expenses precede or are not subsequently followed by increased revenues, our business, operating results, financial condition and cash flows will be adversely affected. In addition, we may experience significant fluctuations in future quarterly operating results that may be caused by many other factors, including demand for our products, introduction or enhancement of products by us and our competitors, the loss or acquisition of any significant customers, market acceptance of new products, price reductions by us or our competitors, mix of distribution channels through which our products are sold, product or supply constraints, level of product returns, mix of customers and products sold, component pricing, mix of international and domestic revenues, foreign currency exchange rate fluctuations and general economic conditions. In addition, as a strategic response to changes in the competitive environment, we may from time to time make certain pricing or marketing decisions or acquisitions that may have a material adverse effect on our business, results of operations or financial condition. As a result, we believe period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as an indication of future performance. Due to all of the foregoing factors, it is possible that in some future quarters our operating results will be below the expectations of public market analysts and investors. If this happens the price of our common stock may be materially adversely affected.

Fluctuations in Foreign Currency Exchange Rates or Interest Rates May Adversely Affect Our Results of Operations, Cash Flow, Liquidity or Financial Condition

Because of our international operations, we are exposed to risk associated with interest rates and value changes in foreign currencies, which may adversely affect our business. We earn revenues and incur expenses in foreign currencies as part of our operations outside of the U.S. Accordingly, fluctuations in currency exchange rates may significantly increase the amount of U.S. dollars required for foreign currency expenses or significantly decrease the U.S. dollars we receive from foreign currency revenues. We are also exposed to currency translation risk because the results of our non-U.S. business are generally reported in local currency, which we then translate to U.S. dollars for inclusion in our financial statements. As a result, changes between the foreign exchange rates and the U.S. dollar affect the amounts we record for our foreign assets, liabilities, revenues and expenses, and could have a negative effect on our financial results. We expect that our exposure to foreign currency exchange rate fluctuations will grow as the relative contribution of our non-U.S. operations increases. We actively manage the exposure of our foreign currency risk as part of our overall financial risk management policy, by entering into foreign exchange hedging agreements with financial institutions to reduce exposures to some of the principal currencies, but these efforts may not be successful. These hedging agreements also do not cover all currencies in which we do business, do not eliminate foreign currency risk entirely for the currencies that they do cover, and involve costs and risks of their own in the form of transaction costs, credit requirements and counterparty risk.

In addition, under the Second Amended and Restated Credit Agreement ("Second Amended Credit Agreement") with U.S. Bank National Association ("U.S. Bank"), we may elect to pay interest on the revolving line of credit ("Credit Line") based on the Secured Overnight Financing Rate ("SOFR") plus an applicable margin or a base rate (based on the prime rate of U.S. Bank or as otherwise specified in the Second Amended Credit Agreement), plus an applicable margin. To the extent these interest rates increase, our interest expense will increase, which could adversely affect our financial condition, operating results and cash flows.

Our Ability to Generate Cash Depends on Many Factors Beyond Our Control

Our historical financial results have been, and we anticipate that our future financial results will be, subject to fluctuations. Our ability to generate cash is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We cannot assure you that our business will generate sufficient cash flow from our operations or that future borrowings will be available to us in an amount sufficient to enable us to make payments of our debt, fund our other liquidity needs and make planned capital expenditures.

The degree to which we are currently leveraged could have important consequences for stockholders. For example, it could:

- require us to dedicate a substantial portion of our cash flow from operations to the payment of debt service, reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes;
- increase our vulnerability to adverse economic or industry conditions;

- limit our ability to obtain additional financing in the future to enable us to react to changes in our business; or
- place us at a competitive disadvantage compared to businesses in our industry that have less debt.

A significant portion of our operations is conducted through our subsidiaries. As a result, our ability to generate sufficient cash flow for our needs is dependent on the earnings of our subsidiaries and the payment of those earnings to us in the form of dividends, loans or advances and through repayment of loans or advances from us. Except for Universal Electronics BV, which has guaranteed the performance under our Credit Line, our subsidiaries are separate and distinct legal entities and have no obligation to pay any amounts due on our debt or to provide us with funds to meet our cash flow needs. In addition, any payment of dividends, loans or advances by our subsidiaries may be subject to statutory or contractual restrictions. Payments to us by our subsidiaries will also be contingent upon our subsidiaries' earnings and business considerations. Our right to receive any assets of any of our subsidiaries upon their liquidation or reorganization will be effectively subordinated to the claims of that subsidiary's creditors, including trade creditors. In addition, even if we are a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to that held by us. Further, changes in the laws of foreign jurisdictions in which we operate may adversely affect the ability of some of our foreign subsidiaries to repatriate funds to us.

We may also fund a portion of our seasonal working capital needs and obtain funding for other general corporate purposes through short-term borrowings backed by our revolving credit facility. If any of the banks in these credit and financing facilities are unable to perform on their commitments, our cash flow, liquidity or financial condition may be adversely impacted. Although we currently have available credit facilities to fund our current operating needs, we cannot be certain that we will be able to replace our existing credit facilities or refinance our existing or future debt when necessary. Our cost of borrowing and ability to access the capital markets are affected not only by market conditions, but also by our debt and credit ratings assigned by the major credit rating agencies. Downgrades in these ratings will increase our cost of borrowing and may have an adverse effect on our access to the capital markets, including our access to the commercial paper market. An inability to access the capital markets may have a material adverse effect on our results of operations, cash flow, liquidity or financial condition. Additionally, any failure to comply with covenants in the instruments governing our debt could result in an event of default which, if not cured or waived, would have a material adverse effect on us.

Risks Relating to Our Stock

The Price of Our Common Stock is Volatile and May Decline Regardless of Our Operating Performance
Historically, we have had large fluctuations in the price of our common stock including a significant decline in our stock price, and such fluctuations may continue. The trading market for our common stock has historically been at low volumes and our market price is volatile and may fluctuate significantly in response to a number of factors, most of which we cannot control, including the public's response to press releases or other public announcements by us or third parties, including our filings with the SEC and announcements relating to product and technology development, relationships with new and existing customers, litigation and other legal proceedings in which we are involved and intellectual property impacting us or our business; announcements concerning strategic transactions, such as spin-offs, joint ventures and acquisitions or divestitures; the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections; changes in financial estimates or ratings by any securities analysts who follow our common stock, our failure to meet these estimates or failure of those analysts to initiate or maintain coverage of our common stock; the inclusion or removal of our common stock from any indices; investor perceptions as to the likelihood of achievement of near-term goals; changes in market share of significant customers; changes in operating performance and stock market valuations of other technology or content providing companies generally; and market conditions or trends in our industry or the economy as a whole. Stockholders of other companies have instituted securities class action litigation against such companies after periods of price volatility in such companies' stock. If we were to become involved in such securities litigation, we may incur substantial costs and the attention of management may be diverted from our business.

In addition, our officers and directors periodically sell shares of our common stock which they own, many times pursuant to trading plans established under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Sales of shares by our officers and directors may not be indicative of their respective opinions of our performance at the time of sale or of our potential future performance. Nonetheless, the market price of our stock may be affected by such sales of shares by our officers and directors.

Approved Stock Repurchase Programs May Not Result in a Positive Return of Capital to Stockholders
Periodically, our Board approves programs to repurchase our common stock based upon an assessment of the then current value as compared to the then trading ranges and investor analyst reports. Also considered in this decision is the effect any such repurchases may have on our cash balances and needs, cash flow, and short- and long-term borrowing. Additionally, we, the technology industry and the stock market as a whole have experienced extreme stock price and volume fluctuations that have

affected stock prices in ways that may have been unrelated to our and these companies' operating performance. Price volatility over a given period may cause the average price at which we repurchase our own stock to exceed the stock's price at a given point in time. While we believe our stock price should reflect expectations of future growth and profitability, we also believe our stock price should reflect expectations that our share repurchase program will be fully consummated even though our share repurchase program does not obligate us to acquire any specific number of shares. If we fail to meet expectations related to future growth, profitability, share repurchases or other market expectations, our stock price may decline significantly, which could have a material adverse impact on investor confidence.

Our Governing Corporate Documents Contain, and Our Board of Directors May Implement, Antitakeover Provisions that May Deter Takeover Attempts
Our governing corporate documents, among other things, require super-majority votes in connection with certain mergers and similar transactions. In addition, our Board of Directors may, without stockholder approval, implement other anti-takeover defenses, such as a stockholder's rights plan.

General Risks

Economic Downturns and Other Global, National, and Regional Conditions May Adversely Affect Our Results of Operations, Cash Flow, Liquidity or Financial Condition
Because we conduct our business on a global platform, our business is sensitive to global and regional business and economic conditions. Adverse changes in global, national, regional economies, governmental policies (including in areas such as trade, travel, immigration, healthcare, and related issues), and geopolitical conditions (such as the Russian invasion of Ukraine, conflict in the Middle East, tension across the Taiwan Strait and tension between the United States and the PRC, and the ramifications of those and other events) impact our activities. Additionally, we conduct business in countries that have policies which restrict outbound U.S. Dollar transactions. During 2023, we experienced these conditions in Argentina and expect these restrictions to continue. Such conditions in the United States and worldwide may impact our business due to weak economic conditions, changes in energy prices and currency values, political instability, heightened travel security measures, advisories, or disruptions, and concerns over disease, violence, war, or terrorism may reduce the demand for some of our products and impair the ability of those with whom we do business to satisfy their obligations to us, each of which could adversely affect our results of operations, cash flow, liquidity or financial condition. Higher inflation rates, interest rates, tax rates and unemployment rates, higher labor and healthcare costs, recessions, changing governmental policies, laws and regulations, and other economic factors could also adversely affect demand for some of our products and our results of operations, cash flow, liquidity or financial condition and that of our customers, vendors and suppliers.

Global economic uncertainty continues to exist. The continuation or worsening of the global economic downturn may adversely impact our net sales, the collection of accounts receivable, funding for working capital needs, expected cash flow generation from current and acquired businesses, and our investments, which may adversely impact our results of operations, cash flow, liquidity or financial condition. We finance a portion of our sales through trade credit. Credit markets remain tight, and some customers who require financing for their businesses have not been able to obtain necessary financing. A continuation or worsening of these conditions could limit our ability to collect our accounts receivable, which could adversely affect our results of operations, cash flow, liquidity or financial condition.

Our ability to meet customers' demands depends, in part, on our ability to obtain timely and adequate delivery of quality materials, parts and components from our suppliers. Certain of our components are available only from a single source or limited sources. If certain key suppliers were to become capacity constrained or insolvent as a result of an economic downturn, it may result in a reduction or interruption in supplies or a significant increase in the price of supplies and adversely impact our financial results. In addition, credit constraints at key suppliers may result in accelerated payment of accounts payable by us, impacting our cash flow.

Risks Relating to Natural or Man-Made Disasters, Contagious Disease, Climate Change, Violence, or War May Cause Increases in the Cost of Raw Materials, Production, and Energy which May Adversely Affect Our Earnings or Cash Flow
Our ability, including manufacturing or distribution capabilities, and that of our suppliers, business partners and contract manufacturers, to make, move and sell products is critical to our success. We purchase raw materials and energy for use in the manufacturing, distribution and sale of our products. So called "Acts of God," such as hurricanes, earthquakes, tsunamis, floods, volcanic activity, wildfires, and other natural disasters, as well as man-made disasters and the spread of contagious diseases in locations where we lease and/or own properties and equipment or manage our business, and these circumstances could continue or worsen in the future to an extent and for durations that we are not able to predict. Actual or threatened war, terrorist activity, political unrest, civil or geopolitical strife, and other acts of violence could have a similar effect. As with the effects we have already experienced from the COVID-19 pandemic, any one or more of these events, including the actions

taken in the ongoing conflicts in the Middle East and by Russia against Ukraine, could disrupt sales volumes, raw material and fuel supplies and increase our costs, reduce our ability to manufacture and supply our products, and/or increase our operating costs, all of which could adversely affect our earnings or cash flows and profits. There are also inherent climate-related risks wherever our business is conducted. Changes in market dynamics, stakeholder expectations, local, national and international climate change policies, and the frequency and intensity of extreme weather events on critical infrastructure globally, all have the potential to disrupt our business and operations. Such events could result in increases in our costs and expenses and harm our future revenue, cash flows and financial positions.

Although raw materials and energy supplies (including oil and natural gas) are generally available from various sources in sufficient quantities, unexpected shortages and increases in the cost of raw materials and energy, or any deterioration in our relationships with or the financial viability of our suppliers, may have an adverse effect on our earnings or cash flow in the event we are unable to offset higher costs in a timely manner by sufficiently decreasing our operating costs or raising the prices of our products. In recent years, some raw material and energy prices have increased, particularly silicon and plastic packaging. The cost of raw materials and energy has in the past experienced, and likely will in the future continue to experience, periods of volatility.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

We have developed cybersecurity risk management processes to identify, manage, and prevent risks related to cybersecurity. Our Information Technology ("IT") team manages our cybersecurity program and the security measures and processes we have in place.

Risk Management and Strategy

Global cybersecurity threats and incidents can pose risks to UEI, impacting data security, operational efficiency, and financial stability. Our business requires collection, processing, and retention of large volumes of Company and sensitive and confidential third party data, including personally identifiable information in various information systems that we maintain and in those maintained by third parties with whom we contract, including in areas such as customer product servicing, human resources outsourcing, website hosting, and various forms of electronic communications. Cybersecurity incidents risk disclosure of sensitive information and disruption of our operations. Financial consequences include recovery costs, fines, and potential legal repercussions. Such incidents could result in losses, severely damage our reputation or expose us to the risks of litigation and liability.

Cybersecurity is managed as part of the Company's enterprise risk management program. We have integrated cybersecurity risk management into our enterprise-wide risk assessment through evaluations of IT infrastructure, compliance audits and aligning cybersecurity goals with overall business objectives. We work with cybersecurity experts to better understand potential cybersecurity threats.

Measures we have employed to identify potential cybersecurity threats include advanced threat detection systems, such as intrusion detection systems and security information and event management tools. We manage and work to prevent these cybersecurity threats using a variety of strategies, including deploying firewalls and anti-malware tools, implementing access controls and leading security audits. Our incident response plans and monitoring systems also support detection and prevention of cybersecurity threats.

We aim to monitor these risks in connection with third parties in addition to our own operations. We collaborate with external cybersecurity consultants and auditors for independent audits and vulnerability assessments of our existing processes and systems. Our third-party cyber risk assessment program is designed to oversee certain third parties and have those third parties adhere to cybersecurity standards. This program has measures to help further manage and attempt to mitigate potential cybersecurity risks arising from third-party engagements, including security audits, compliance checks for cybersecurity standards, risk evaluation procedures for certain third parties, contractual security requirements in certain third party agreements and monitoring tools. We conduct cybersecurity training with our employees as appropriate based on their roles within the Company.

Governance

Our Board of Directors plays a role in guiding and overseeing our cybersecurity strategies. Our Audit Committee maintains responsibility for cybersecurity oversight by setting policies, reviewing risk management strategies and reviewing compliance with legal and regulatory requirements. The Audit Committee, as appropriate, briefs the broader Board of Directors on cybersecurity matters.

Management is also responsible for upholding our cybersecurity processes. Our Vice President of IT Infrastructure is responsible for cybersecurity oversight and for developing strategies to mitigate cyber risks, monitoring policy compliance and educating staff on security practices. Our Cybersecurity Management team, led by our Vice President of IT Infrastructure, reports to the Audit Committee of the Board of Directors on cybersecurity matters, including incident reports, compliance status and updates on cybersecurity initiatives. The Audit Committee aims to meet at least once each fiscal quarter to specifically address cybersecurity matters, but convenes as necessary to fulfill its cybersecurity oversight responsibilities.

To date, management has not identified risks from cybersecurity incidents, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect the Company, including its business strategy, results of operations, or financial condition. While we work to maintain our cybersecurity processes, there can be no assurance that such actions will be sufficient to prevent cybersecurity incidents or mitigate all potential risks to such systems, networks, and data or those of our third-party providers.

ITEM 2. PROPERTIES

Our global headquarters is located in Scottsdale, Arizona. We utilize the following facilities:

Location	Purpose or Use	Square Feet	Status
Scottsdale, Arizona	Corporate headquarters, engineering, research and development	25,106	Leased, expires February 27, 2027
Bangalore, India	Engineering, research and development	21,326	Leased, expires July 31, 2024
Carlsbad, California	Engineering, research and development	30,758	Leased, expires December 31, 2027
Plymouth, Minnesota	Engineering, research and development	5,275	Leased, expires March 31, 2025
Poway, California	Engineering, research and development	7,891	Leased, expires December 31, 2024
Santa Ana, California	Engineering, research and development	18,420	Leased, expires November 30, 2027
Suzhou, PRC	Engineering, research and development	5,705	Leased, expires December 31, 2025
Hong Kong, PRC	Asian headquarters	6,550	Leased, expires July 31, 2025
Enschede, Netherlands	European headquarters and call center	19,407	Leased, expires February 28, 2029
Guangzhou, PRC	Service center	26,850	Leased, expires April 14, 2026
Hai Duong, Vietnam	Manufacturing facility	124,776	Leased, expires December 1, 2034
Manaus, Brazil	Manufacturing facility	56,120	Leased, expires August 19, 2025
Monterrey, Mexico	Manufacturing facility	101,571	Leased, expires April 30, 2024
Monterrey, Mexico	Manufacturing facility	61,296	Leased, expires April 15, 2029
Monterrey, Mexico	Storage facility	145,185	Leased, expires July 29, 2025
Yangzhou, PRC (1)	Manufacturing facility	1,247,688	Land leased, expires July 31, 2055
Yangzhou, PRC	Manufacturing facility	77,888	Leased, expires October 31, 2025

(1) Private ownership of land in mainland PRC is not allowed. All land in the PRC is owned by the government and cannot be sold to any individual or entity. These facilities were developed on land which we lease from the PRC government.

In addition to the facilities listed above, we lease space in various international locations, primarily for use as sales offices.

Upon expiration of our facilities leases, we believe we will obtain lease agreements under similar terms; however, there can be no assurance that we will receive similar terms or that any offer to renew will be accepted.

We currently believe that our manufacturing, engineering, and research and development facilities are suitable and adequate for our continued needs. We will continue to assess the suitability and adequacy of these facilities to meet both our current needs, as well as our expected future requirements.

See "ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA — Notes to Consolidated Financial Statements — Note 8" for additional information regarding our obligations under leases.

ITEM 3. LEGAL PROCEEDINGS

We are subject to lawsuits arising out of the conduct of our business. The discussion of our litigation matters in "ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA — Notes to Consolidated Financial Statements — Note 13 — Commitments and Contingencies — Litigation" is incorporated by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades on the NASDAQ Global Select Market under the symbol UEIC. Our stockholders of record on March 11, 2024 numbered 159. We have never paid cash dividends on our common stock. We intend to retain our earnings, if any, to reinvest in the business for future operations and expansion and, as such, we do not anticipate paying any cash dividends in the foreseeable future.

Purchases of Equity Securities

The following table sets forth, for the fourth quarter, our total stock repurchases, average price paid per share and the maximum number of shares that may yet be purchased on the open market under our plans or programs:

Period	Total Number of Shares Purchased [(1)]	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs [(2)]
October 1, 2023 - October 31, 2023	—	$ —	—	—
November 1, 2023 - November 30, 2023	103,187	8.63	100,000	900,000
December 1, 2023- December 31, 2023	55	9.58	—	900,000
Total	103,242	$ 8.63	100,000	900,000

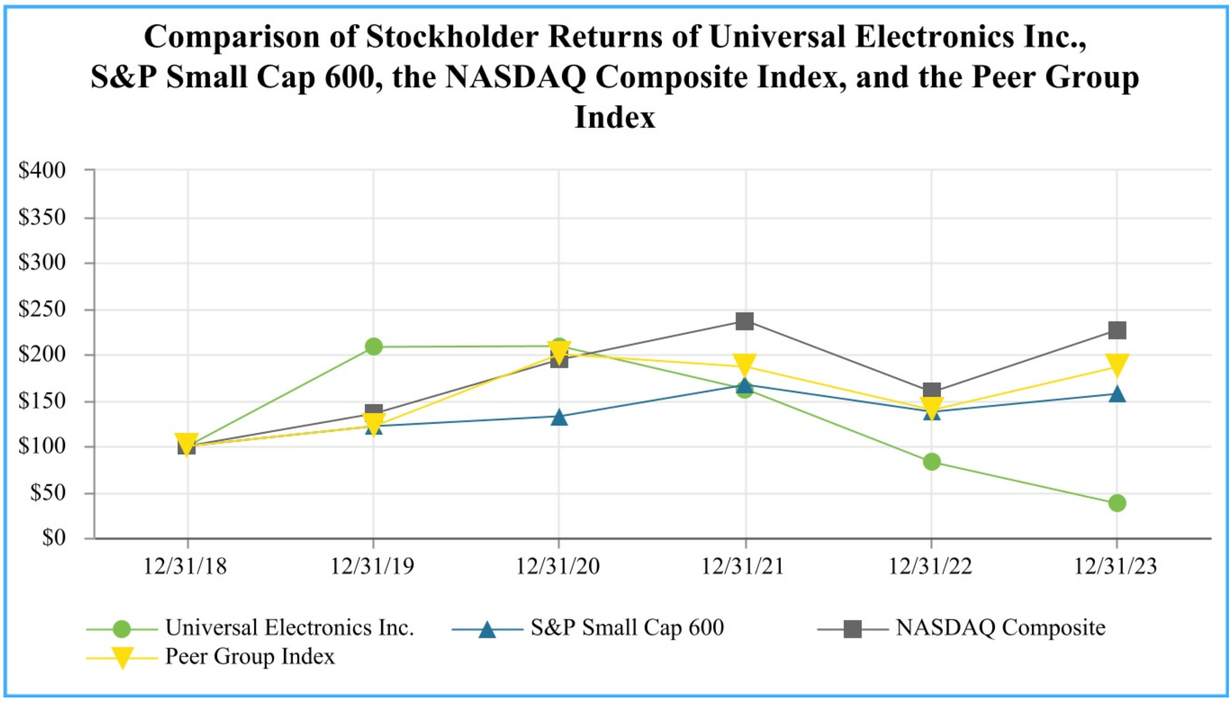
(1) Of the repurchases in November and December, 3,187 and 55 shares, respectively, represent common shares of the Company that were owned and tendered by employees to satisfy tax withholding obligations in connection with the vesting of restricted shares.

(2) On October 26, 2023, our Board approved a new share repurchase program with an effective date of November 7, 2023 (the "October 2023 Program"). Pursuant to the October 2023 Program, we are authorized to repurchase up to 1,000,000 shares of our common stock. We may utilize various methods to effect the repurchases under the October 2023 Program, including open market repurchases, negotiated block transactions, accelerated share repurchases or open market solicitations for shares, some or all of which could be effected through Rule 10b5-1 plans

Performance Chart

The following graph and table compares the cumulative total stockholder return with respect to our common stock versus the cumulative total return of the Standard & Poor's Small Cap 600 (the "S&P Small Cap 600"), the NASDAQ Composite Index, and the Peer Group Index for the five-year period ended December 31, 2023. The comparison assumes that $100 was invested on December 31, 2018 in each of our common stock, S&P Small Cap 600, the NASDAQ Composite Index, and the Peer Group Index and that all dividends were reinvested. We have not paid any dividends and, therefore, our cumulative total return calculation is based solely upon stock price appreciation and not upon reinvestment of dividends. The graph and table depicts year-end values based on actual market value increases and decreases relative to the initial investment of $100, based on information provided for each calendar year by the NASDAQ Stock Market and the New York Stock Exchange.

The comparisons in the graph and table below are based on historical data and are not intended to forecast the possible future performance of our common stock.



	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023
Universal Electronics Inc.	$ 100	$ 207	$ 208	$ 161	$ 82	$ 37
S&P Small Cap 600	$ 100	$ 121	$ 132	$ 166	$ 137	$ 156
NASDAQ Composite Index	$ 100	$ 135	$ 194	$ 236	$ 158	$ 226
Peer Group Index [(1)]	$ 100	$ 121	$ 200	$ 186	$ 139	$ 186

[(1)] Companies in the Peer Group Index are as follows: Dolby Laboratories, Inc.; Logitech International S.A.; VOXX International Corp.; and Xperi Corporation (formerly TiVo Corporation).

The information presented above is as of December 31, 2018 through December 31, 2023. This information should not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to the liabilities of Section 18 of the Exchange Act nor should this information be incorporated by reference into any prior or future filings under the Exchange Act, except to the extent that we specifically incorporate it by reference into a filing.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We generally discuss 2023 and 2022 items and year-to-year comparisons between 2023 and 2022 in the section that follows. Discussions of 2021 items and year-to-year comparisons between 2022 and 2021 that are not included in this Annual Report on Form 10-K may be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on March 8, 2023.

The following discussion should be read in conjunction with the Consolidated Financial Statements and the related notes that appear elsewhere in this document.

Overview

We design, develop, manufacture, ship and support control and sensor technology solutions and a broad line of universal control systems, audio-video ("AV") accessories, wireless security and smart home products that are used by the world's leading brands in the video services, consumer electronics, security, home automation, climate control, and home appliance markets. Our product and technology offerings include:

- easy-to-use, voice-enabled, automatically-programmed universal, two-way radio frequency ("RF") as well as infrared ("IR") remote controls, sold primarily to video service providers (cable, satellite, Internet Protocol television ("IPTV") and Over the Top ("OTT") services), original equipment manufacturers ("OEMs"), retailers, and private label customers;
- wall-mount and handheld thermostat controllers and connected accessories for smart energy management systems, primarily to OEM customers, as well as hotels, hospitality and system integrators;
- proprietary and standards-based RF sensors designed for residential security, safety and home automation applications;
- integrated circuits ("ICs"), on which our software and universal device control database is embedded, sold primarily to OEMs, video service providers, and private label customers;
- software, firmware and technology solutions that can enable devices such as Smart TVs, hybrid set-top boxes, audio systems, smart speakers, game consoles and other consumer electronic and smart home devices to wirelessly connect and interoperate within home networks to enable control and delivery of home entertainment, smart home services and device or system information;
- cloud-services that support our embedded software and hardware solutions (directly or indirectly) enabling real-time device identification and system control;
- intellectual property that we license primarily to OEMs and video service providers;
- embedded and cloud-enabled software for reliable firmware update provisioning and digital rights management validation services to major consumer electronics brands; and
- AV accessories sold, directly and indirectly, to consumers including universal remote controls, television wall mounts and stands and digital television antennas.

A key factor in creating products and software for control of entertainment devices is our proprietary device knowledge. Each year our device discovery and control libraries continue to grow across AV and smart home platforms, supporting many common smart home protocols, including IR, HDMI-CEC, Zigbee (Rf4CE), Z-Wave, IP, as well as Home Network and Cloud Control.

Our technology also includes other remote controlled home entertainment devices and home automation control modules, as well as wired Consumer Electronics Control ("CEC") and wireless IP control protocols commonly found on many of the latest HDMI and internet connected devices. Our proprietary software automatically detects, identifies and enables the appropriate control commands for many home entertainment and automation devices in the home. Our libraries are continuously updated with device control codes used in newly introduced AV and Internet of Things ("IoT") devices. These control codes are captured directly from original control devices or from the manufacturer's written specifications to ensure the accuracy and integrity of the library.

We operate as one business segment. We have one domestic subsidiary and 24 international subsidiaries located in Brazil, British Virgin Islands, France, Germany, Hong Kong (3), India, Italy, Japan, Korea, Mexico (2), the Netherlands, People's Republic of China (the "PRC") (6), Singapore, Spain, United Kingdom and Vietnam.

To recap our results for 2023:

- Net sales decreased 22.5% to $420.5 million in 2023 from $542.8 million in 2022.
- Our gross profit percentage decreased to 23.2% in 2023 from 28.1% in 2022.
- Operating expenses, as a percent of sales, increased to 43.5% in 2023 from 25.4% in 2022.
- Operating loss was $85.3 million in 2023 compared to operating income of $14.5 million in 2022, and our operating loss percentage was 20.3% in 2023, compared to an operating income percentage of 2.7% in 2022.
- Income tax expense was $6.0 million in 2023 compared to $11.0 million in 2022.

Our strategic business objectives for 2024 include the following:

- deliver new standard products, as well as custom variants, currently on our project development backlog, specifically in the climate control channel;
- broaden our home control and home automation product offerings with the aim of acquiring new customers that represent market share leaders in their respective channels and regions;
- expand our software and service platform, QuickSet, to deliver new features that enhance the personalization and engagement of users on smart entertainment and smart home platforms;
- execute go-to-market strategies that help position our sustainable technology in our major verticals;
- seek acquisitions or strategic partners that complement and strengthen our existing business; and
- expedite our long-term factory planning strategy to optimize our manufacturing footprint and reduce our manufacturing concentration in the PRC.

We intend for the following discussion of our financial condition and results of operations to provide information that will assist in understanding our consolidated financial statements, the changes in certain key items in those financial statements from period to period, and the primary factors that accounted for those changes, as well as how certain accounting principles, policies and estimates affect our consolidated financial statements.

Macroeconomic Conditions

We have been negatively impacted and we expect to continue to be negatively impacted by adverse macroeconomic conditions, in particular reduced consumer spending. Inflation has increased our component and logistics costs. While we have been able to increase sales prices on certain products, there may be a delay in our ability to increase prices and we may not be able to fully offset the impact of increased material costs which would negatively impact our gross profit. Our cost of labor, materials and borrowing may continue to increase, which would negatively impact our financial results. In addition, we expect recessionary pressures in the global economy will ultimately negatively impact our sales demand.

We continued to see supply chain improvements across most long-lead time components, including ICs, during 2023. While we expect this to continue, demand fluctuations and output may affect us in the future based on feedback from our supplier base. We continue to take production and inventory control steps as required to mitigate the effects caused by any shortages including advanced purchasing of long-lead time components, as necessary; however, we cannot guarantee that these steps will allow us to meet some customer short-term requirements. As such, these supply constraints may continue to cause difficulty and delays in our ability to fulfill customer orders and may at times result in increased logistics costs.

Goodwill and Long-Lived Assets Impairment Trigger

Goodwill
During the three months ended March 31, 2023, a decline in our financial performance, the overall negative trend in the video service provider channel and an uncertain economic environment contributed to a significant decline in our market capitalization. We considered this to be an impairment trigger. We, therefore, performed a quantitative valuation analysis indicating a significant implied control premium over our market capitalization. As a result of the substantial implied control premium, we recorded an impairment charge of $49.1 million during the three months ended March 31, 2023.

Long-Lived Assets
During the three months ended March 31, 2023, market conditions deteriorated and our stock price declined significantly, which we considered to be a trigger of potential impairment for our long-lived asset group. As such, we performed a recoverability test using non-discounted forecasted cash flows, which resulted in total cash flows in excess of the carrying value of the asset group by approximately 11% to 57%. This test indicated no recoverability issues.

During the three months ended September 30, 2023, as part of our manufacturing footprint optimization efforts, we identified certain long-lived assets that were unused due to the closure of our southwestern China factory and unused at our Mexico factory, due to decreased demand in our U.S. market. As a result, we recorded impairment charges of $7.7 million during the three months ended September 30, 2023.

In addition, certain future events and circumstances, including adverse changes in general business and economic conditions in the United States and worldwide and changes in consumer behavior could result in changes to our assumptions and judgments used in the impairment tests. A downward revision of these assumptions could cause the total undiscounted cash flows of the long-lived asset group to fall below its respective carrying values and a non-cash impairment charge would be required. Such a charge may have a material effect on the consolidated financial statements.

Manufacturing Footprint

We have been evaluating our global manufacturing footprint based upon our long-term factory planning strategy to (1) de-risk our reliance on a PRC-based supply chain and (2) reduce our manufacturing capacity due to decreased demand and a change in mix of our products. As part of this evaluation, we opened a new factory in Vietnam, which commenced manufacturing operations in June 2023 after incurring startup costs in the first half of 2023. With our Vietnam factory now open and meeting short-term operational targets, with the expectation of continued improvement, we stopped manufacturing activities in our southwestern China factory in September 2023 and have substantially completed its shutdown. We are also working to downsize our factory in Mexico due to decreased demand in our U.S. market and our Vietnam facility's ability to supply our North American customers. As a result of these decisions, we have recorded impairment charges of $7.7 million and severance and other restructuring expenses of $4.0 million during the year ended December 31, 2023.

We continue to evaluate our Mexico facility as part of our long-term factory planning strategy. We are currently planning to downsize and streamline the Mexico operations by moving to a smaller, more efficient facility. We expect to commence operations in this downsized facility in the second quarter of 2024, which may result in a material amount of severance and moving costs. We will continue to evaluate our global factory footprint to identify ways to operate more efficiently and decisions may result in charges that could have a material effect on the consolidated the financial statements.

Critical Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, inventory valuation, impairment of long-lived assets, intangible assets and goodwill and income taxes. Actual results may differ from these judgments and estimates, and they may be adjusted as more information becomes available. Any adjustment may be significant and may have a material impact on our consolidated financial statements.

An accounting estimate is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably may have been used, or if changes in the estimate that are reasonably likely to occur may materially impact the financial statements. Management believes the following critical accounting estimates affect our more significant judgments and estimates used in the preparation of our consolidated financial statements. In addition to the accounting policies mentioned below, see "ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA — Notes to Consolidated Financial Statements — Note 2" for other significant accounting policies.

Revenue recognition

Revenue is recognized when control of a good or service is transferred to a customer. Control is considered to be transferred when the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of that good or service. Revenues are generated from manufacturing and delivering universal control, sensing and automation products and AV accessories, which are sold through multiple channels, and licensing intellectual property that is embedded in these products or licensed to others for use in their products. We also generate revenues from a cloud-based software solution enabling software updates, digital rights management provisioning and remote technical support to consumer electronics customers.

Timing of Revenue Recognition – When determining the classification of over time versus point in time revenue recognition, there is significant judgment exercised by management in identifying and evaluating whether new contracts and/or products meet the criteria for over time or point in time revenue recognition. Significant judgments include the evaluation of legal terms and rights within each jurisdiction that we operate, specifically as it relates to our entitlement to gross margin at termination, and the evaluation of whether it is possible, contractually or economically, to repurpose or redirect products.

Royalty Revenue – We license our symbolic intellectual property which includes our patented technologies and database of control codes. Royalty revenue is recognized for these licensing arrangements on an over time basis. We record license revenue for per-unit based licenses when our customers manufacture or ship a product incorporating our intellectual property and we have a present right to payment. The number of shipped units is estimated based on historical royalty revenue and other known factors. If actual shipped units differ from our estimates we will record a reduction or increase to net sales in the period the actuals are reported by the licensee, typically in the following quarter.

Sales Returns and Allowances – A provision is recorded for estimated sales returns and allowances and is deducted from gross sales to arrive at net sales in the period the related revenue is recorded. These estimates are based on historical sales returns and allowances, analysis of credit memo data and other known factors. Actual returns and claims in any future period are inherently uncertain and thus may differ from our estimates. If actual or expected future returns and claims are significantly greater or lower than the reserves that we have established, we will record a reduction or increase to net sales in the period in which we make such a determination.

Sales Discounts and Rebates – A provision is recorded for estimated sales discounts and rebates and is deducted from gross sales to arrive at net sales in the period the related revenue is recorded. We accrue for discounts and rebates based on historical experience and our expectations regarding future sales to our customers. Changes in such accruals may be required if actual discounts and rebates differ from our estimates.

Inventories

Our finished good, component part, and raw material inventories are valued at the lower of cost or net realizable value. Cost is determined using the first-in, first-out method. We write down our inventory for the estimated difference between cost and estimated net realizable value based upon our best estimates of future demand and market conditions. We carry inventory in amounts necessary to satisfy our customers' inventory requirements on a timely basis. We continually monitor our inventory status to control inventory levels and write down any excess or obsolete inventories on hand. If actual market conditions become less favorable than those projected by management, additional inventory write-downs may be required, which may have a material impact on our financial statements. Such circumstances may include, but are not limited to, the development of new competing technology that impedes the marketability of our products or the occurrence of significant price decreases in our raw material or component parts, such as integrated circuits. Each percentage point change in the ratio of excess and obsolete inventory reserve to inventory would impact cost of sales by approximately $1.0 million.

Goodwill

We evaluate the carrying value of goodwill on December 31 of each year and between annual evaluations if events occur or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. Such circumstances may include, but are not limited to: (1) a significant adverse change in legal factors or in business climate, (2) a decline in macroeconomic conditions, (3) a significant decline in our financial performance or (4) a significant decline in the price of our common stock for a sustained period of time.

We perform our annual impairment test, and any required interim tests, using the optional qualitative assessment, weighing the relative impact of factors that are specific to our single reporting unit including our market capitalization compared to the carrying value of our stockholders' equity, as well as industry and macroeconomic factors. Based on the qualitative assessment performed, we consider the aggregation of the relevant factors, and conclude whether it is more likely than not that the fair value of our single reporting unit is less than the carrying value. If we conclude that it is more likely than not that the fair value of our single reporting unit is less than the carrying value, or if we decide not to elect the optional qualitative assessment, we perform a quantitative impairment test, using cash flow projections, discounted by our weighted-average cost of capital. In addition to any quantitative impairment analysis, we also consider the implied control premium compared to our market capitalization.

Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows and risk-adjusted discount rates. In addition, we make certain judgments and assumptions in determining our reporting unit. We base our fair value estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates.

Long-Lived and Intangible Assets Impairment

We assess the impairment of long-lived and intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important which may trigger an impairment review may include the following, but are not limited to: (1) significant underperformance relative to historical or projected future operating results; (2) significant changes in the manner or use of the assets, their physical condition or strategy for the overall business; (3) significant negative industry or economic trends; (4) a current expectation that a long-lived asset will be sold or otherwise disposed of significantly before the end of it previously estimated useful life; or (5) a significant decline in our stock price for a sustained period.

We conduct an impairment review when we determine that the carrying value of a long-lived or intangible asset may not be recoverable based upon the existence of one or more of the above indicators of impairment. The asset is impaired if its carrying value exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. In assessing recoverability, we make assumptions regarding estimated future cash flows and other factors.

Determining the recoverability of long-lived or intangible assets is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows and the future market value of our asset group. In addition, we make certain judgments and assumptions in determining our asset group. We base our recoverability estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates.

Income Taxes

We calculate our current and deferred tax provisions based on estimates and assumptions that may differ from the actual results reflected in our income tax returns filed during the subsequent year. We record adjustments based on filed returns when we have identified and finalized them, which is generally in the third and fourth quarters of the subsequent year.

We recognize deferred tax assets and liabilities for the expected tax consequences of temporary differences between the tax basis of assets and liabilities and their reported amounts using enacted tax rates in effect for the year in which we expect the differences to reverse. We record a valuation allowance to reduce the deferred tax assets to the amount that we are more likely than not to realize. We have considered future market growth, forecasted earnings and tax rates, future taxable income, the mix of earnings in the jurisdictions in which we operate and prudent tax planning strategies in determining the need for a valuation allowance. In the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, we would increase the valuation allowance and make a corresponding charge to earnings in the period in which we make such determination. Likewise, if we later determine that we are more likely than not to realize the net deferred tax assets, we would reverse the applicable portion of the previously provided valuation allowance. In order for us to realize our deferred tax assets we must be able to generate sufficient taxable income in the tax jurisdictions in which the deferred tax assets are located. Any changes to the realizability of our deferred tax assets or liabilities may have a material impact on our financial statements.

We are subject to income taxes in the United States and foreign countries, and we are subject to routine corporate income tax audits in many of these jurisdictions. We believe that our tax return positions are fully supported, but tax authorities could challenge certain positions which may not be fully sustained. Our income tax expense includes amounts intended to satisfy income tax assessments that result from these challenges in accordance with the accounting for uncertainty in income taxes prescribed by U.S. GAAP. Determining the income tax expense for these potential assessments and recording the related assets and liabilities requires management judgments and estimates.

We maintain reserves for uncertain tax positions, including related interest and penalties. We review our reserves quarterly, and we may adjust such reserves due to proposed assessments by tax authorities, changes in facts and circumstances, issuance of new regulations or new case law, previously unavailable information obtained during the course of an examination, negotiations between tax authorities of different countries concerning our transfer prices, execution of advanced pricing agreements, resolution with respect to individual audit issues, the resolution of entire audits, or the expiration of statutes of limitations. The amounts ultimately paid upon resolution of audits may be materially different from the amounts previously included in our income tax expense and, therefore, may have a material impact on our financial statements.

Results of Operations

The following table sets forth our results of operations expressed as a percentage of net sales for the periods indicated.

	Year Ended December 31,	
	2023	2022
Net sales	100.0 %	100.0 %
Cost of sales	76.8	71.9
Gross profit	23.2	28.1
Research and development expenses	7.4	6.0
Factory restructuring charges	1.0	—
Selling, general and administrative expenses	23.4	19.4
Goodwill impairment	11.7	—
Operating income (loss)	(20.3)	2.7
Interest income (expense), net	(1.0)	(0.4)
Other income (expense), net	(0.6)	(0.2)
Income (loss) before provision for income taxes	(21.9)	2.1
Provision for income taxes	1.4	2.0
Net income (loss)	(23.3)%	0.1 %

Year Ended December 31, 2023 ("2023") Compared to Year Ended December 31, 2022 ("2022")

Net sales. Net sales for 2023 were $420.5 million, a decrease of 22.5% compared to $542.8 million in 2022. Lower customer demand in our home entertainment channel, consisting of video service providers and consumer electronics companies, was the primary reason for the decline in sales.

Gross profit. Gross profit in 2023 was $97.6 million compared to $152.3 million in 2022. Gross profit as a percent of sales decreased to 23.2% in 2023 compared to 28.1% in 2022. Gross profit as a percentage of sales was adversely impacted by excess capacity which resulted in manufacturing inefficiencies. In an effort to optimize our factory footprint and reduce capacity to be commensurate with current demand, we impaired machinery and equipment and leasehold improvements associated with the closure of our southwestern China factory, which ceased manufacturing operations in September 2023. We also incurred impairment charges relating to machinery and equipment at our Mexico factory. In addition, we incurred start-up costs in the first half of 2023 associated with our Vietnam facility. Overall, operations in our new Vietnam factory have exceeded our expectations and we expect continued improvement in production efficiencies as it scales. Partially offsetting these items was a stronger U.S. dollar versus the Chinese Yuan Renminbi.

Research and development ("R&D") expenses. R&D expenses decreased 3.6% to $31.3 million in 2023 from $32.5 million in 2022. The decrease in R&D expenses is primarily due to reduced external product development expenses.

Factory restructuring charges. During the year ended December 31, 2023, we recorded $4.0 million in expense, which included severance and other expenses related to the closure of our southern China factory. In addition, we incurred expenses to move equipment from our Mexico factory to our Vietnam factory.

Selling, general and administrative ("SG&A") expenses. SG&A expenses decreased 6.5% to $98.5 million in 2023 from $105.3 million in 2022, due to a decrease in outside legal expenses related to a specific legal matter, as well as cost savings initiatives executed in 2023.

Goodwill impairment. During the year ended December 31, 2023, we recorded a non-cash goodwill impairment charge of $49.1 million due to our market capitalization being significantly less than the carrying value of our equity.

Interest income (expense), net. Net interest expense increased to $4.3 million in 2023 from $2.2 million in 2022 as a result of a higher interest rate, partially offset by a lower average loan balance and increased interest income.

Other income (expense), net. Other expense, net was $2.6 million in 2023, compared to other expense, net of $1.0 million in 2022, both as a result of additional net foreign currency losses offset partially by fixed asset sales.

Income tax expense. Income tax expense was $6.0 million in 2023 compared to $11.0 million in 2022. Our effective tax rate in 2023 and 2022, (6.5)% and 96.4%, respectively, differs from the U.S. statutory rate of 21% primarily as a result of our jurisdictional mix of pre-tax income/loss, as well as losses incurred in the U.S. which are not benefited due to a valuation allowance.

Liquidity and Capital Resources

Sources of Cash

Historically, we have utilized cash provided from operations as our primary source of liquidity, as internally generated cash flows have been sufficient to support our business operations, capital expenditures and discretionary share repurchases. In addition, we have utilized our revolving line of credit to fund share repurchases and past acquisitions. We anticipate that we will continue to utilize both cash flows from operations and our revolving line of credit to support ongoing business operations, capital expenditures, expenses associated with our long-term factory planning strategy, future discretionary share repurchases and potential future acquisitions. We believe our current cash balances, anticipated cash flow to be generated from operations and available borrowing resources will be sufficient to cover expected cash outlays for at least the next twelve months and for the foreseeable future thereafter; however, because our cash is located in various jurisdictions throughout the world, we may at times need to increase borrowing from our revolving line of credit or take on additional debt until we are able to transfer cash among our various entities.

Our liquidity is subject to various risks including the market risks identified in "ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK".

	December 31,	
	2023	2022
Cash and cash equivalents	$ 42,751	$ 66,740
Available borrowing resources	70,000	37,000

Cash and cash equivalents – At December 31, 2023, we had $8.5 million, $11.1 million, $2.4 million, $8.2 million and $12.6 million of cash and cash equivalents in North America, the PRC, Asia (excluding the PRC), Europe, and South America, respectively. We attempt to mitigate our exposure to liquidity, credit and other relevant risks by placing our cash and cash equivalents with financial institutions we believe are high quality.

Our cash balances are held in numerous locations throughout the world. The majority of our cash is held outside of the United States and may be repatriated to the United States but, under current law, may be subject to federal and state income taxes and foreign withholding taxes. Additionally, repatriation of some foreign balances is restricted by local laws.

Available Borrowing Resources – Our Second Amended and Restated Credit Agreement ("Second Amended Credit Agreement") with U.S. Bank National Association ("U.S. Bank") provides for a $125.0 million revolving line of credit ("Credit Line") that expires on April 30, 2024. On March 13, 2024, we executed an amendment to our Second Amended Credit Agreement, which adjusts the Credit Line to a two-tiered limit of $85.0 million up to $100.0 million (subject to meeting certain financial conditions) and extends the term to April 30, 2025. The Credit Line may be used for working capital and other general corporate purposes including acquisitions, share repurchases and capital expenditures. Amounts available for borrowing under the Credit Line are reduced by the balance of any outstanding letters of credit, of which there were none at December 31, 2023. At December 31, 2023, we had an outstanding balance of $55.0 million on our Credit Line and $70.0 million of availability.

See "ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA - Notes to Consolidated Financial Statements - Note 9" for further information regarding our Credit Line.

Uses of Cash

Our cash flows were as follows:

(In thousands)	Year Ended December 31, 2023	Increase (Decrease)	Year Ended December 31, 2022
Cash provided by (used for) operating activities	$ 25,190	$ 14,264	$ 10,926
Cash provided by (used for) investing activities	(13,877)	7,331	(21,208)
Cash provided by (used for) financing activities	(34,779)	(55,280)	20,501
Effect of foreign currency exchange rate changes on cash and cash equivalents	(523)	3,769	(4,292)
Net increase (decrease) in cash and cash equivalents	$ (23,989)	$ (29,916)	$ 5,927

	December 31, 2023	Increase (Decrease)	December 31, 2022
Cash and cash equivalents	$ 42,751	$ (23,989)	$ 66,740
Working capital	97,703	(23,864)	121,567

Net cash provided by operating activities was $25.2 million during 2023 compared to $10.9 million during 2022. Net loss was $98.2 million for the year ended December 31, 2023, which includes the impairment of goodwill of $49.1 million and long-lived assets of $8.0 million, compared to net income of $0.4 million for the year ended December 31, 2022. Inventories decreased by $51.5 million during the year ended December 31, 2023 compared to an increase of $9.9 million during the year ended December 31, 2022. This significant decrease in inventories is primarily the result of less demand for our video service products. In addition, lead times for components and raw materials have normalized, enabling more efficient production planning. Our inventory turns increased to 2.8 turns at December 31, 2023 compared to 2.2 turns at December 31, 2022. Changes in accounts receivables and contract assets resulted in cash inflows of $5.0 million during the year ended December 31, 2023 compared to $12.8 million during the year ended December 31, 2022, largely as a result of a reduction in sales during 2023 offset by an increase in days sales outstanding. Days sales outstanding were 94 days at December 31, 2023 compared to 80 days at December 31, 2022. Changes in accounts payable and accrued liabilities resulted in cash outflows of $21.4 million and $28.7 million during the years ended December 31, 2023 and December 31, 2022, respectively, due primarily to a decrease in inventory purchases as a result of lower demand. Changes in accrued income taxes resulted in cash outflows of $3.5 million during the year ended December 31, 2023 compared to $2.1 million during the year ended December 31, 2022.

Net cash used for investing activities during 2023 was $13.9 million, of which $8.1 million and $5.8 million was used for capital expenditures and the development of patents, respectively. Net cash used for investing activities during 2022 was $21.2 million, of which $7.5 million, $0.9 million, $14.0 million and $6.6 million was used for the purchase of our term deposit investment, acquisition of Qterics Inc., capital expenditures, and the development of patents, respectively. Offsetting these amounts was $7.8 million received upon the redemption of our term deposit investment.

Future cash flows used for investing activities are largely dependent on the timing and amount of capital expenditures. We estimate that we will incur between $9.0 million and $11.0 million in 2024, which includes amounts associated with our factory in Vietnam, which commenced operations during the second quarter of 2023.

Net cash used for financing activities was $34.8 million during 2023 compared to net cash provided by financing activities of $20.5 million during 2022. The primary financing activities in 2023 and 2022 were borrowings and repayments on our line of credit and repurchases of shares of our common stock. Net repayments on our line of credit were $33.0 million in 2023 and net borrowings were $32.0 million in 2022. During 2023, we purchased 164,540 shares of our common stock at a cost of $1.8 million compared to 434,107 shares at a cost of $13.0 million during 2022.

Future cash flows used for financing activities are affected by our financing needs which are largely dependent on the level of cash provided by or used in operations and the level of cash used in investing activities. Additionally, potential future repurchases of shares of our common stock will impact our cash flows used for financing activities. See "ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA - Notes to Consolidated Financial Statements - Note 14" for further information regarding our share repurchase programs.

Material Cash Commitments – The following table summarizes our material cash commitments and the effect these commitments are expected to have on our cash flows in future periods:

	Payments Due by Period				
(In thousands)	**Total**	**Less than 1 year**	**1 - 3 years**	**4 - 5 years**	**After 5 years**
Credit Line	$ 55,000	$ 55,000	$ —	$ —	$ —
Inventory purchases	7,498	7,498	—	—	—
Operating lease obligations	20,560	6,054	8,017	3,957	2,532
Property, plant, and equipment purchases	1,709	1,709	—	—	—
Software license	5,462	555	1,320	1,741	1,846
Total material cash commitments	$ 90,229	$ 70,816	$ 9,337	$ 5,698	$ 4,378

We anticipate meeting our material cash commitments with our cash generated from operations and available borrowing on our Credit Line.

Recent Accounting Pronouncements

See "ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA — Notes to Consolidated Financial Statements — Note 2" for a discussion of recent accounting pronouncements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks, including interest rate and foreign currency exchange rate fluctuations. We have established policies, procedures and internal processes governing our management of these risks and the use of financial instruments to mitigate our risk exposure.

Interest Rate Risk

We are exposed to interest rate risk related to our debt. From time to time, we borrow amounts on our Credit Line for working capital and other liquidity needs. Under the Second Amended Credit Agreement, we may elect to pay interest on outstanding borrowings on our Credit Line based on the Secured Overnight Financing Rate ("SOFR") or a base rate (based on the prime rate of U.S. Bank) plus an applicable margin as defined in the Second Amended Credit Agreement. Accordingly, changes in interest rates would impact our results of operations in future periods. A 100 basis point increase in interest rates would have an approximate $0.4 million annual impact on net income based on our outstanding Credit Line balance at December 31, 2023.

We cannot make any assurances that we will not need to borrow additional amounts in the future or that funds will be extended to us under comparable terms or at all. If funding is not available to us at a time when we need to borrow, we would have to use our cash reserves, including potentially repatriating cash from foreign jurisdictions, which may have a material adverse effect on our operating results, financial position and cash flows.

Foreign Currency Exchange Rate Risk

At December 31, 2023, we had wholly-owned subsidiaries in Brazil, the British Virgin Islands, France, Germany, Hong Kong, India, Italy, Japan, Korea, Mexico, the Netherlands, the PRC, Singapore, Spain, United Kingdom and Vietnam. We are exposed to foreign currency exchange rate risk inherent in our sales commitments, anticipated sales, anticipated purchases, operating expenses, assets and liabilities denominated in currencies other than the U.S. Dollar. The most significant foreign currencies to our operations are the Chinese Yuan Renminbi, Euro, British Pound, Mexican Peso, Indian Rupee, Hong Kong Dollar, Brazilian Real, Japanese Yen, Korean Won and Vietnamese Dong. Our most significant foreign currency exposure is to the Chinese Yuan Renminbi as this is the functional currency of our China-based factories where the majority of our products are manufactured. If the Chinese Yuan Renminbi were to strengthen against the U.S. Dollar, our manufacturing costs would increase. We are generally a net payor of the Mexican Peso, Indian Rupee, Hong Kong Dollar, Japanese Yen, Korean Won and Vietnamese Dong and therefore benefit from a stronger U.S. Dollar and are adversely affected by a weaker U.S. Dollar relative to the foreign currency. For the Euro, British Pound and Brazilian Real, we are generally a net receiver of the foreign currency and therefore benefit from a weaker U.S. Dollar and are adversely affected by a stronger U.S. Dollar relative to the foreign currency. Even where we are a net receiver, a weaker U.S. Dollar may adversely affect certain expense figures taken alone.

From time to time, we enter into foreign currency exchange agreements to manage the foreign currency exchange rate risks inherent in our forecasted income and cash flows denominated in foreign currencies. The terms of these foreign currency exchange agreements normally last less than nine months. We recognize the gains and losses on these foreign currency contracts in the same period as the remeasurement losses and gains of the related foreign currency-denominated exposures.

It is difficult to estimate the impact of fluctuations on reported income, as it depends on the opening and closing rates, the average net balance sheet positions held in a foreign currency and the amount of income generated in local currency. We routinely forecast what these balance sheet positions and income generated in local currency may be and we take steps to minimize exposure as we deem appropriate. Alternatively, we may choose not to hedge the foreign currency risk associated with our foreign currency exposures, primarily if such exposure acts as a natural foreign currency hedge for other offsetting amounts denominated in the same currency or the currency is difficult or too expensive to hedge. We do not enter into any derivative transactions for speculative purposes.

The sensitivity of earnings and cash flows to variability in exchange rates is assessed by applying an approximate range of potential rate fluctuations to our assets, obligations and projected results of operations denominated in foreign currency with all other variables held constant. The analysis includes all of our foreign currency contracts offset by the underlying exposures. Based on our overall foreign currency rate exposure at December 31, 2023, we believe that movements in foreign currency rates may have a material effect on our financial position and results of operations. We estimate that if the exchange rates for the Chinese Yuan Renminbi, Euro, British Pound, Mexican Peso, Indian Rupee, Hong Kong Dollar, Brazilian Real, Japanese Yen, Korean Won and Vietnamese Dong relative to the U.S. Dollar fluctuate 10% from December 31, 2023, net income in the first quarter of 2024 would fluctuate by approximately $4.9 million.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

All schedules are omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Universal Electronics Inc.

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of Universal Electronics Inc. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedules included under Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated March 14, 2024, expressed an unqualified opinion.

Basis for opinion

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

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

Critical audit matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue recognition – Identifying and evaluating terms and conditions in contracts for the timing of revenue recognition

As described further in Note 2 and Note 4 to the consolidated financial statements, product revenue is generated through manufacturing and delivering universal control, sensing, and automation products, and AV accessories. The Company recognizes revenue over time for custom products with no alternative use when the Company has an enforceable right to payment for performance completed to date, including a reasonable margin, through a contractual commitment from the customer. Revenue is recognized at a point in time if the criteria for recognizing revenue over time are not met. For each new contract and/or product, management performs an analysis to determine whether the asset created is a custom asset with no alternative use and whether the terms and conditions of the contract indicate the Company has an enforceable right to payment, with a reasonable margin, for performance completed prior to the transfer of control of the underlying asset. We identified the determination of over-time versus point-in-time revenue recognition as a critical audit matter.

The principal considerations for our determination that over-time versus point-in-time revenue recognition is a critical audit matter is the significant judgment exercised by management in identifying and evaluating whether new contracts and/or products meet the criteria for over-time or point-in-time revenue recognition. Significant judgments include the evaluation of contractual legal terms and rights within each jurisdiction in which the Company operates and evaluation of whether it is possible, contractually or economically, to repurpose or redirect products for an alternative use.

Our audit procedures related to the over-time versus point-in-time revenue recognition included the following, among others:

- We tested the design and operating effectiveness of key controls over the Company’s new and amended contract review process, specifically those related to the identification and evaluation of terms and conditions associated with an enforceable right to payment.
- We tested the design and operating effectiveness of key controls associated with the Company’s classification of new products, including those associated with the determination and classification of a product as having no alternative use.
- For a selection of products from the Company's active products listing, we performed testing to determine whether products marked as custom with no alternative use are restricted, contractually or economically, to be repurposed or redirected. This includes evaluating management judgment regarding the economic feasibility of repurposing a finished product and evidence to support that the final product has no alternative use.
- For a selection of revenue transactions, we traced the products sold into the Company’s listing of active products and determined whether that product was appropriately classified as custom or non-custom. For transactions selected with custom products, we also obtained and read the contract and contract amendments to determine whether the payment terms within the contract specifically identified an enforceable right to payment, including a reasonable margin, upon cancellation. The two parts to this test serve to determine whether the transaction was appropriately recorded over time or at a point in time.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2005.

Newport Beach, California
March 14, 2024

UNIVERSAL ELECTRONICS INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share-related data)

	December 31, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	$ 42,751	$ 66,740
Accounts receivable, net	112,596	112,346
Contract assets	4,240	7,996
Inventories	88,273	140,181
Prepaid expenses and other current assets	7,325	6,647
Income tax receivable	3,666	4,130
Total current assets	258,851	338,040
Property, plant and equipment, net	44,619	62,791
Goodwill	—	49,085
Intangible assets, net	25,349	24,470
Operating lease right-of-use assets	18,693	21,599
Deferred income taxes	6,787	6,242
Other assets	1,573	1,936
Total assets	$ 355,872	$ 504,163
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 57,033	$ 71,373
Line of credit	55,000	88,000
Accrued compensation	20,305	20,904
Accrued sales discounts, rebates and royalties	5,796	6,477
Accrued income taxes	1,833	5,585
Other accrued liabilities	21,181	24,134
Total current liabilities	161,148	216,473
Long-term liabilities:		
Operating lease obligations	12,560	15,027
Deferred income taxes	1,992	2,724
Income tax payable	435	723
Other long-term liabilities	817	810
Total liabilities	176,952	235,757
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred stock, $0.01 par value, 5,000,000 shares authorized; none issued or outstanding	—	—
Common stock, $0.01 par value, 50,000,000 shares authorized; 25,346,383 and 24,999,951 shares issued on December 31, 2023 and 2022, respectively	253	250
Paid-in capital	336,938	326,839
Treasury stock, at cost, 12,459,845 and 12,295,305 shares on December 31, 2023 and 2022, respectively	(369,973)	(368,194)
Accumulated other comprehensive income (loss)	(20,758)	(21,187)
Retained earnings	232,460	330,698
Total stockholders' equity	178,920	268,406
Total liabilities and stockholders' equity	$ 355,872	$ 504,163

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL ELECTRONICS INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Year Ended December 31,		
	2023	2022	2021
Net sales	$ 420,457	$ 542,751	$ 601,602
Cost of sales	322,897	390,459	428,586
Gross profit	97,560	152,292	173,016
Research and development expenses	31,281	32,452	30,917
Factory restructuring charges	4,015	—	—
Selling, general and administrative expenses	98,490	105,292	118,846
Goodwill impairment	49,075	—	—
Operating income (loss)	(85,301)	14,548	23,253
Interest income (expense), net	(4,332)	(2,200)	(566)
Loss on sale of Argentina subsidiary	—	—	(6,050)
Other income (expense), net	(2,621)	(955)	(557)
Income (loss) before provision for income taxes	(92,254)	11,393	16,080
Provision for income taxes	5,984	10,986	10,779
Net income (loss)	$ (98,238)	$ 407	$ 5,301
Earnings (loss) per share:			
Basic	$ (7.64)	$ 0.03	$ 0.39
Diluted	$ (7.64)	$ 0.03	$ 0.39
Shares used in computing earnings (loss) per share:			
Basic	12,855	12,703	13,465
Diluted	12,855	12,779	13,742

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL ELECTRONICS INC.
CONSOLIDATED COMPREHENSIVE INCOME (LOSS) STATEMENTS
(In thousands)

	Year Ended December 31,		
	2023	2022	2021
Net income (loss)	$ (98,238)	$ 407	$ 5,301
Other comprehensive income (loss):			
Change in foreign currency translation adjustment	429	(7,663)	(427)
Change in foreign currency translation due to sale of Argentina subsidiary	—	—	5,425
Comprehensive income (loss)	$ (97,809)	$ (7,256)	$ 10,299

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL ELECTRONICS INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Common Stock Issued		Common Stock in Treasury					
	Shares	Amount	Shares	Amount	Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Totals
Balance at January 1, 2021	24,392	$ 244	(10,618)	$ (295,495)	$ 302,084	$ (18,522)	$ 324,990	$ 313,301
Net income							5,301	5,301
Currency translation adjustment						(427)		(427)
Change in foreign currency translation due to sale of Argentina subsidiary						5,425		5,425
Shares issued for employee benefit plan and compensation	203	2			1,090			1,092
Purchase of treasury shares			(1,243)	(59,664)				(59,664)
Stock options exercised	54	1			1,637			1,638
Shares issued to directors	30	—			—			—
Employee and director stock-based compensation					9,969			9,969
Performance-based common stock warrants					(686)			(686)
Balance at December 31, 2021	24,679	247	(11,861)	(355,159)	314,094	(13,524)	330,291	275,949
Net income							407	407
Currency translation adjustment						(7,663)		(7,663)
Shares issued for employee benefit plan and compensation	212	2			1,197			1,199
Purchase of treasury shares			(434)	(13,035)				(13,035)
Stock options exercised	80	1			1,535			1,536
Shares issued to directors	29	—			—			—
Employee and director stock-based compensation					10,013			10,013
Balance at December 31, 2022	25,000	250	(12,295)	(368,194)	326,839	(21,187)	330,698	268,406
Net loss							(98,238)	(98,238)
Currency translation adjustment						429		429
Shares issued for employee benefit plan and compensation	317	3			1,290			1,293
Purchase of treasury shares			(165)	(1,779)				(1,779)
Shares issued to directors	29	—			—			—
Employee and director stock-based compensation					8,809			8,809
Balance at December 31, 2023	25,346	$ 253	(12,460)	$ (369,973)	$ 336,938	$ (20,758)	$ 232,460	$ 178,920

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL ELECTRONICS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31, 2023	2022	2021
Cash flows from operating activities:			
Net income (loss)	$ (98,238)	$ 407	$ 5,301
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:			
Depreciation and amortization	22,927	24,033	26,747
Provision for credit losses	70	(182)	—
Deferred income taxes	(1,149)	1,377	(1,560)
Shares issued for employee benefit plan	1,293	1,199	1,092
Employee and director stock-based compensation	8,809	10,013	9,969
Performance-based common stock warrants	—	—	(686)
Impairment of goodwill	49,075	—	—
Impairment of long-lived assets	7,963	2,888	3,338
Loss on sale of Argentina subsidiary, net of cash transferred	—	—	5,960
Changes in operating assets and liabilities:			
Accounts receivable and contract assets	5,040	12,765	2,007
Inventories	51,458	(9,913)	(14,985)
Prepaid expenses and other assets	2,860	(917)	(630)
Accounts payable and accrued liabilities	(21,379)	(28,670)	870
Accrued income taxes	(3,539)	(2,074)	2,860
Net cash provided by (used for) operating activities	25,190	10,926	40,283
Cash flows from investing activities:			
Purchase of term deposit	—	(7,487)	—
Redemption of term deposit	—	7,803	—
Acquisition of the net assets of Qterics, Inc.	—	(939)	—
Acquisitions of property, plant and equipment	(8,116)	(14,006)	(12,586)
Acquisitions of intangible assets	(5,761)	(6,579)	(4,455)
Net cash provided by (used for) investing activities	(13,877)	(21,208)	(17,041)
Cash flows from financing activities:			
Borrowings under line of credit	78,000	133,000	112,000
Repayments on line of credit	(111,000)	(101,000)	(76,000)
Proceeds from stock options exercised	—	1,536	1,638
Treasury stock purchased	(1,779)	(13,035)	(59,664)
Net cash provided by (used for) financing activities	(34,779)	20,501	(22,026)
Effect of foreign currency exchange rate changes on cash and cash equivalents	(523)	(4,292)	2,444
Net increase (decrease) in cash and cash equivalents	(23,989)	5,927	3,660
Cash and cash equivalents at beginning of period	66,740	60,813	57,153
Cash and cash equivalents at end of period	$ 42,751	$ 66,740	$ 60,813
Supplemental cash flow information:			
Income taxes paid	$ 13,176	$ 10,922	$ 10,093
Interest paid	$ 7,015	$ 2,214	$ 620

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL ELECTRONICS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023

Note 1 — Description of Business

Universal Electronics Inc. ("UEI"), based in Scottsdale, Arizona, designs, develops, manufactures, ships and supports control and sensor technology solutions and a broad line of universal control systems, audio-video ("AV") accessories, and intelligent wireless security and smart home products that are used by the world's leading brands in the video services, consumer electronics, security, home automation, climate control, and home appliance markets. In addition, over the past 37 years, we have developed a broad portfolio of patented technologies and cloud-based connectivity and control software solutions that we license to our customers, including many leading Fortune 500 companies.

Distribution methods for our control solutions vary depending on the sales channel. We license our connectivity and control solution technologies across a variety of channels, primarily to original equipment manufacturers ("OEMs"). We distribute remote control devices, integrated circuits, home security sensors, connected thermostats and AV accessories directly to video and security service providers and OEMs, both domestically and internationally. We also distribute home security sensors and connected thermostats to pro-security installers and hospitality system integrators in the United States and Europe through a network of national and regional distributors and dealers.

Additionally, we sell our wireless control devices and AV accessories under the One For All®, Ecolink™ and private label brand names to retailers through our international subsidiaries and direct to retailers in key markets, such as in the United States, United Kingdom, Germany, France, Spain, and Italy. We utilize third-party distributors for the retail channel in countries where we do not have subsidiaries.

As used herein, the terms "we", "us" and "our" refer to Universal Electronics Inc. and its subsidiaries unless the context indicates to the contrary.

Note 2 — Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include our accounts and those of our wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in the consolidated financial statements.

Reportable Segment

An operating segment, in part, is a component of an enterprise whose operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. Operating segments may be aggregated only to a limited extent. Our chief operating decision maker, the Chief Executive Officer, reviews financial information presented on a consolidated basis, accompanied by disaggregated information about revenues for purposes of making operating decisions and assessing financial performance. Accordingly, we only have a single operating and reportable segment.

Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, we evaluate our estimates and assumptions, including those related to revenue recognition, allowance for credit losses, inventory valuation, impairment of long-lived assets, intangible assets and goodwill, business combinations, income taxes and related valuation allowances, stock-based compensation expense and performance-based common stock warrants. Actual results may differ from these assumptions and estimates, and they may be adjusted as more information becomes available. Any adjustment may be material.

Revenue Recognition

Revenue is recognized when control of a good or service is transferred to a customer. Control is considered to be transferred when the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of that good or service. Revenues are generated from manufacturing, shipping and supporting control and sensor technology solutions and a broad line of pre-programmed and universal control products, AV accessories, and intelligent wireless security and smart home products that are used in the video services, consumer electronics, security, home automation, climate control, and home appliance market, which are sold through multiple channels, and licensing intellectual property that is embedded in these products or licensed to others for use in their products. We also generate revenues from a cloud-based software solution enabling software updates, digital rights management provisioning and remote technical support to consumer electronics customers.

Revenue - Product revenue is generated through manufacturing, shipping and supporting control and sensor technology solutions and a broad line of pre-programmed and universal control products, AV accessories, and intelligent wireless security and smart home products that are used in the video services, consumer electronics, security, home automation, climate control, and home appliance market, which are sold through multiple channels. Our performance obligations are satisfied over time or at a point in time, depending on the nature of the product. Our contracts have an anticipated duration of less than a year and consideration may be variable based on indeterminate volumes.

Revenue is recognized over time when our performance creates an asset with no alternative use to us (custom products) and we have an enforceable right to payment for performance completed to date, including a reasonable margin, through a contractual commitment from the customer. Custom products are those products for which we are unable to redirect the asset to another customer in the foreseeable future without significant rework. The method for measuring progress towards satisfying a performance obligation for a custom product is based on the costs incurred to date (cost-to-cost method). We believe that the costs associated with production are most closely aligned with the revenue associated with those products.

We recognize revenue at a point in time if the criteria for recognizing revenue over time are not met, the title of the goods has transferred and we have a present right to payment.

A provision is recorded for estimated sales returns and allowances and is deducted from gross sales to arrive at net sales in the period the related revenue is recorded. These estimates are based on historical sales returns and allowances, analysis of credit memo data and other known factors. Actual returns and claims in any future period are inherently uncertain and thus may differ from our estimates. If actual or expected future returns and claims are significantly greater or lower than the reserves that we have established, we will record a reduction or increase to net sales in the period in which we make such a determination.

We license our symbolic intellectual property which includes our patented technologies and database of control codes. Royalty revenue is recognized for these licensing arrangements on an over time basis. We record license revenue for per-unit based licenses when our customers manufacture or ship a product incorporating our intellectual property and we have a present right to payment. We record per-unit-based licenses with minimum guarantees ratably over the license period to which the minimum guarantee relates and any per-unit sales in excess of the minimum guarantee in the period in which the sale occurs. We record licenses with fixed consideration ratably over the license period. Tiered royalties are recorded on a straight-line basis according to the forecasted per-unit fees taking into account the pricing tiers.

We recognize service revenues related to our cloud-based software solution on an over-time basis, as our customers simultaneously receive and consume the benefits provided by our performance. Revenues are recognized over the period during which the performance obligations are satisfied, and control of the service is transferred to the customers.

Contract assets - Contract assets represent the value of revenue recognized over time for which we have not yet invoiced the customer. Generally, we invoice the customer within 90 days of revenue recognition.

Contract liabilities - A contract liability is recorded when consideration is received from a customer prior to fully satisfying a performance obligation in a contract. Our contract liabilities primarily consist of cash received in advance of providing our cloud-based software services. These contract liabilities will be recognized as revenues when control of the related product or service is transferred to the customer. See Note 4 for further information concerning contract liabilities.

Other sales-related matters - Trade receivables are recorded at the invoiced amount and do not bear interest. Payment terms are typically on open credit terms consistent with industry practice and do not have significant financing components. We accrue for discounts and rebates based on historical experience and our expectations regarding future sales to our customers. Accruals for discounts and rebates are recorded as a reduction to sales in the same period as the related revenue. Such discounts were $10.5 million and $12.2 million at December 31, 2023 and 2022, respectively. Changes in such accruals may be required if future rebates and incentives differ from our estimates.

We present all non-income government-assessed taxes (sales, use and value added taxes) collected from our customers and remitted to governmental agencies on a net basis (excluded from revenue) in our financial statements. The government-assessed taxes are recorded in our consolidated balance sheets until they are remitted to the government agency.

Income Taxes

We provide for income taxes utilizing the asset and liability approach of accounting for income taxes. Under this approach, deferred taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. Deferred taxes are presented net as non-current by jurisdiction. The provision for income taxes generally represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred taxes result from the differences between the financial and tax bases of our assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. Valuation allowances are recorded to reduce deferred tax assets when a judgment is made that is considered more likely than not that a tax benefit will not be realized. A decision to record a valuation allowance results in an increase in income tax expense or a decrease in income tax benefit. If the valuation allowance is released in a future period, income tax expense will be reduced accordingly.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex global tax regulations. The impact of an uncertain income tax position is recognized at the largest amount that is more likely than not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. If the estimate of tax liabilities proves to be less than the ultimate assessment, a further charge to expense would result.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not, on a jurisdiction-by-jurisdiction basis, that some portion or all of the deferred tax assets will 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. We continue to assess the need for a valuation allowance on deferred tax assets by evaluating both positive and negative evidence that may exist. Any adjustment to the net deferred tax asset valuation allowance would be recorded in the income statement for the period that the adjustment is determined to be required.

The Tax Cuts and Jobs Act (the "Tax Act") subjects a U.S. shareholder to tax on Global Intangible Low-Taxed Income ("GILTI") earned by certain foreign subsidiaries. We have elected to account for GILTI in the year the tax is incurred as a period expense.

See Note 10 for further information concerning income taxes.

Research and Development

Research and development costs are expensed as incurred and consist primarily of salaries, employee benefits, supplies and materials.

Advertising

Advertising costs are expensed as incurred. Advertising expense totaled $0.6 million, $0.5 million and $0.8 million for the years ended December 31, 2023, 2022 and 2021, respectively.

Shipping and Handling Fees and Costs

We include shipping and handling fees billed to customers in net sales. Shipping and handling costs associated with in-bound freight or amounts billed to customers are recorded in cost of sales. Other shipping and handling costs are included in selling, general and administrative expenses. Shipping and handling fees and costs totaled $8.3 million, $10.8 million and $11.8 million for the years ended December 31, 2023, 2022 and 2021, respectively.

Stock-Based Compensation

We recognize the grant date fair value of stock-based compensation awards as expense in proportion to vesting during the derived service period, which ranges from one to three years. Forfeitures of stock-based awards are accounted for as they occur. Upon the exercise of stock options or the vesting of restricted stock awards, newly issued shares of our common stock are issued. Our stock-based compensation awards are made at the discretion of the Compensation Committee and are not timed or coordinated with the release of material, non-public information.

We determine the fair value of restricted stock awards with a service condition utilizing the average of the high and low trading prices of our common shares on the date they were granted.

The fair value of stock options granted to employees and directors is determined utilizing the Black-Scholes option pricing model. The assumptions utilized in the Black-Scholes model include the risk-free interest rate, expected volatility, expected life in years and dividend yield. The risk-free interest rate over the expected term is equal to the prevailing U.S. Treasury note rate over the same period. Expected volatility is determined utilizing historical volatility over a period of time equal to the expected life of the stock option. Expected life is computed utilizing historical exercise patterns and post-vesting behavior. The dividend yield is assumed to be zero since we have not historically declared dividends and do not have any plans to declare dividends in the future. See Note 15 for further information regarding stock-based compensation.

Performance-Based Common Stock Warrants

The measurement date for performance-based common stock warrants is the date on which the warrants vest. We recognize the fair value of performance-based common stock warrants as a reduction to net sales ratably as the warrants vest based on the projected number of warrants that will vest, the proportion of the performance criteria achieved by the customer within the period relative to the total performance required (aggregate purchase levels) for the warrants to vest and the fair value of the related unvested warrants. If we do not have a reliable forecast of future purchases to be made by the customer by which to estimate the number of warrants that will vest, then the maximum number of potential warrants is assumed until such time that a reliable forecast of future purchases is available. To the extent that our projections change in the future as to the number of warrants that will vest, a cumulative catch-up adjustment will be recorded in the period in which our estimates change. See Note 16 for further information regarding performance-based common stock warrants.

Foreign Currency Translation and Foreign Currency Transactions

We use the U.S. Dollar as our functional currency for financial reporting purposes. The functional currency for most of our foreign subsidiaries is their local currency. The translation of foreign currencies into U.S. Dollars is performed for balance sheet accounts using exchange rates in effect at the balance sheet dates and for revenue and expense accounts using the average exchange rate during each period. The gains and losses resulting from the translation are included in the foreign currency translation adjustment account, a component of accumulated other comprehensive income in stockholders' equity, and are excluded from net income. The portions of intercompany accounts receivable and accounts payable that are intended for settlement are translated at exchange rates in effect at the balance sheet date. Our intercompany foreign investments and long-term debt that are not intended for settlement are translated using historical exchange rates.

Transaction gains and losses generated by the effect of changes in foreign currency exchange rates on recorded assets and liabilities denominated in a currency different than the functional currency of the applicable entity are recorded in other income (expense), net. See Note 17 for further information concerning transaction gains and losses.

Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares and dilutive potential common shares, including the dilutive effect of stock options, restricted stock and common stock warrants, outstanding during the period. Dilutive potential common shares for all periods presented are computed utilizing the treasury stock method; however, dilutive potential common shares are excluded where their inclusion would be anti-dilutive.

Financial Instruments

Our financial instruments consist primarily of cash and cash equivalents, term deposit, accounts receivable, accounts payable, accrued liabilities, debt and derivatives. The carrying value of our financial instruments, excluding derivatives, approximates fair value as a result of their short maturities. Our derivatives are carried at fair value. See Notes 3, 4, 9, 11, 12 and 19 for further information concerning our financial instruments.

Cash, Cash Equivalents and Term Deposit

Cash and cash equivalents include cash accounts and all investments purchased with initial maturities of three months or less. Our term deposit, entered into on January 24, 2022, had an initial maturity of one year, but was redeemed prior to December 31, 2022. Domestically, we generally maintain balances in excess of federally insured limits. We attempt to mitigate our exposure to liquidity, credit and other relevant risks by placing our cash, cash equivalents and term deposit with financial institutions we believe are high quality. These financial institutions are located in many different geographic regions. As part of our cash and risk management processes, we perform periodic evaluations of the relative credit standing of our financial institutions. We have not sustained credit losses from instruments held at financial institutions. See Note 3 for further information concerning cash, cash equivalents and term deposit.

Allowance for Credit Losses

We maintain an allowance for credit losses for estimated losses on our trade receivables, resulting from the inability of our customers to make payments for products sold or services rendered. The allowance for credit losses is based on a variety of factors, including credit reviews, historical experience, length of time receivables are past due, current economic trends and changes in customer payment behavior.

We also record specific provisions for individual accounts when we become aware of a customer's inability to meet its financial obligations to us, such as in the case of bankruptcy filings or deterioration in the customer's operating results or financial position. If circumstances related to a customer change, our estimates of the recoverability of the receivables would be further adjusted. See Note 4 for further information concerning our allowance for credit losses.

Inventories

Inventories consist of remote controls, wireless sensors and AV accessories, as well as the related component parts and raw materials. Inventoriable costs include materials, labor, freight-in and manufacturing overhead related to the purchase and production of inventories. We value our inventories at the lower of cost or net realizable value. Cost is determined using the first-in, first-out method. We attempt to carry inventories in amounts necessary to satisfy our customer requirements on a timely basis. See Note 5 for further information concerning our inventories and suppliers.

Product innovations and technological advances may shorten a given product's life cycle. We continually monitor our inventories to identify any excess or obsolete items on hand. We write down our inventories for estimated excess and obsolescence in an amount equal to the difference between the cost of the inventories and estimated net realizable value. These estimates are based upon management's judgment about future demand and market conditions.

Property, Plant, and Equipment

Property, plant, and equipment are recorded at cost. The cost of property, plant, and equipment includes the purchase price of the asset and all expenditures necessary to prepare the asset for its intended use. We capitalize additions and improvements and expense maintenance and repairs as incurred.

We capitalize certain internal and external costs incurred to acquire or create internal use software, principally related to software coding, designing system interfaces and installation and testing of the software.

For financial reporting purposes, depreciation is calculated using the straight-line method over the estimated useful lives of the respective assets. When assets are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the appropriate accounts and any gain or loss is included as a component of depreciation expense.

Estimated useful lives are as follows:

Buildings	25-33 years
Tooling and equipment	2-7 years
Computer equipment	3-5 years
Software	3-7 years
Furniture and fixtures	5-8 years
Leasehold and building improvements	Lesser of lease term or useful life (approximately 2 to 10 years)

See Note 6 for further information concerning our property, plant, and equipment.

Goodwill

We record the excess purchase price of net tangible and intangible assets acquired over their estimated fair value as goodwill. We evaluate the carrying value of goodwill on December 31 of each year and between annual evaluations if events occur or circumstances change that may reduce the fair value of the reporting unit below its carrying amount. Such circumstances may include, but are not limited to: (1) a significant adverse change in legal factors or in business climate, (2) a decline in macroeconomic conditions, (3) a significant decline in our financial performance or (4) a significant decline in the price of our common stock for a sustained period of time.

We perform our annual impairment test, and any required interim tests, using the optional qualitative assessment, weighing the relative impact of factors that are specific to our single reporting unit including our market capitalization compared to the carrying value of our stockholders' equity, as well as industry and macroeconomic factors. Based on the qualitative assessment performed, we consider the aggregation of the relevant factors, and conclude whether it is more likely than not that the fair value of our single reporting unit is less than the carrying value. If we conclude that it is more likely than not that the fair value of our single reporting unit is less than the carrying value, or if we decide not to elect the optional qualitative assessment, we perform a quantitative impairment test, using cash flow projections, discounted by our weighted-average cost of capital. In addition to any quantitative impairment analysis, we also consider the implied control premium compared to our market capitalization.

See Note 7 for further information concerning goodwill and goodwill impairment.

Intangible Assets

Intangible assets consist of capitalized software development costs, customer relationships, developed and core technologies, distribution rights, patents and trademarks and trade names. Capitalized amounts related to patents represent external legal costs for the application, maintenance and extension of the useful life of patents. Intangible assets are amortized using the straight-line method over their estimated period of benefit.

Estimated useful lives are as follows:

Capitalized software development	2 years
Customer relationships	10-15 years
Developed and core technology	5-15 years
Distribution rights	10 years
Patents	10 years
Trademarks and trade names	10 years

See Note 7 for further information concerning intangible assets.

Long-Lived and Intangible Assets Impairment

We assess the impairment of long-lived and intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important which may trigger an impairment review may include the following, but are not limited to: (1) significant underperformance relative to historical or projected future operating results; (2) significant changes in the manner or use of the assets, their physical condition or strategy for the overall business; (3) significant negative industry or economic trends; (4) a current expectation that a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life; or (5) a significant decline in our stock price for a sustained period.

We conduct an impairment review when we determine that the carrying value of a long-lived or intangible asset may not be recoverable based upon the existence of one or more of the above indicators of impairment. The asset is impaired if its carrying value exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset.

An impairment loss is the amount by which the carrying value of an asset exceeds its fair value. We estimate fair value utilizing the projected discounted cash flow method and a discount rate determined by our management to be commensurate with the risk inherent in our current business model.

See Note 6 for further information concerning long-lived assets. See Note 7 for further information concerning intangible assets.

Leases

We determine if an arrangement is a lease at inception and determine the classification of the lease, as either operating or finance, at commencement. Operating leases are included in operating lease right-of-use ("ROU") assets, other accrued liabilities and long-term operating lease obligations on our consolidated balance sheets. We presently do not have any finance leases.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date of the lease based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the commencement date, including the lease term, in determining the present value of lease payments. Operating lease ROU assets also factor in any lease payments made, initial direct costs and lease incentives received. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Some of our leases include options to extend with a range of three years to five years with two extensions at the then current market rate. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Leases with an initial term of twelve months or less, or on a month-to-month basis, are not recorded on the balance sheet and are recognized on a straight-line basis over the lease term. If applicable, we combine lease and non-lease components, which primarily relate to ancillary expenses associated with real estate leases such as common area maintenance charges and management fees.

See Note 8 for further information concerning our leases.

Business Combinations

We allocate the purchase price of acquired businesses to the tangible and intangible assets and the liabilities assumed based on their estimated fair values on the acquisition date. The excess of the purchase price over the fair value of net assets acquired is recorded as goodwill. We engage independent third-party appraisal firms to assist us in determining the fair values of assets acquired and liabilities assumed. Such valuations require management to make significant fair value estimates and assumptions, especially with respect to intangible assets and contingent consideration. Management estimates the fair value of certain intangible assets and contingent consideration by utilizing the following (but not limited to):

- future cash flow from customer contracts, customer lists, distribution agreements, acquired developed technologies, trademarks, trade names and patents;
- expected costs to complete development of in-process technology into commercially viable products and cash flows from the products once they are completed;
- brand awareness and market position, as well as assumptions regarding the period of time the brand will continue to be used in our product portfolio; and
- discount rates utilized in discounted cash flow models.

Results of operations and cash flows of acquired businesses are included in our operating results from the date of acquisition.

In those circumstances where an acquisition involves a contingent consideration arrangement, we recognize a liability equal to the fair value of the contingent payments we expect to make as of the acquisition date. We re-measure this liability at each reporting period and record changes in the fair value within operating expenses. Increases or decreases in the fair value of the contingent consideration liability can result from changes in discount periods and rates, as well as changes in the timing and amount of earnings estimates or in the timing or likelihood of achieving earnings-based milestones. Contingent consideration is recorded in other accrued liabilities and long-term contingent consideration in our consolidated balance sheets.

See Note 21 for further information concerning business combinations.

Derivatives

Our foreign currency exposures are primarily concentrated in the Brazilian Real, British Pound, Chinese Yuan Renminbi, Euro, Hong Kong Dollar, Indian Rupee, Japanese Yen, Korean Won, Mexican Peso and Vietnamese Dong. We periodically enter into foreign currency exchange contracts with terms normally lasting less than nine months, to protect against the adverse effects that exchange-rate fluctuations may have on our foreign currency-denominated receivables, payables, cash flows and reported income. We do not enter into financial instruments for speculation or trading purposes.

The derivatives we enter into have not qualified for hedge accounting. The gains and losses on both the derivatives and the foreign currency-denominated balances are recorded as foreign exchange transaction gains or losses and are classified in other income (expense), net. Derivatives are recorded on the balance sheet at fair value. The estimated fair value of derivative financial instruments represents the amount required to enter into similar offsetting contracts with similar remaining maturities based on quoted market prices. See Note 19 for further information concerning derivatives.

Fair-Value Measurements

We measure fair value using the framework established by the FASB in ASC Topic 820 for fair value measurements and disclosures. This framework requires fair value to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants.

The valuation techniques are based upon observable and unobservable inputs. Observable or market inputs reflect market data obtained from independent sources. Unobservable inputs require management to make certain assumptions and judgments based on the best information available. Observable inputs are the preferred data source. These two types of inputs result in the following fair value hierarchy:

Level 1: Quoted prices (unadjusted) for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Prices or valuations that require management inputs that are both significant to the fair value measurement and unobservable.

Recently Adopted Accounting Pronouncements

None.

Other Accounting Pronouncements

Accounting Updates Not Yet Effective

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting – Improvements to Reportable Segments Disclosures." The guidance enhances disclosures of significant segment expenses by requiring the disclosure of significant segment expenses regularly provided to the chief operating decision maker, extends certain annual disclosures to interim periods, and permits more than one measure of segment profit or loss to be reported under certain conditions. All disclosure requirements are also required for companies with a single reportable segment. The guidance is effective in fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption of the guidance is permitted, including adoption in any interim periods for which financial statements have not been issued. The Company is currently evaluating the guidance and its impact to the financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes - Improvements to Tax Disclosures." The guidance expands disclosures in an entity's income tax rate reconciliation table and regarding cash taxes paid both in the U.S. and foreign jurisdictions. The guidance will be effective for annual periods beginning after December 15, 2024. The Company is currently evaluating the guidance and its impact to the financial statements and related disclosures.

We have assessed all other ASUs issued but not yet adopted and concluded that those not disclosed are not relevant to the Company or are not expected to have a material impact.

Note 3 — Cash and Cash Equivalents and Term Deposit

Cash and cash equivalents were held in the following geographic regions:

	December 31,	
(In thousands)	**2023**	**2022**
North America	$ 8,460	$ 6,825
People's Republic of China ("PRC")	11,102	32,569
Asia (excluding the PRC)	2,427	1,914
Europe	8,145	13,042
South America	12,617	12,390
Total cash and cash equivalents	$ 42,751	$ 66,740

On January 25, 2022, we entered into a one-year term deposit cash account with Banco Santander (Brasil) S.A., denominated in Brazilian Real. The term deposit earned interest at a variable annual rate based upon the Brazilian CDI overnight interbank rate. As of December 31, 2022, all of this term deposit was redeemed.

Note 4 — Revenue and Accounts Receivable, Net

Revenue Details

The pattern of revenue recognition was as follows:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Goods and services transferred at a point in time	$ 324,433	$ 450,227	$ 498,554
Goods and services transferred over time	96,024	92,524	103,048
Net sales	$ 420,457	$ 542,751	$ 601,602

Our net sales to external customers by geographic area were as follows:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
United States	$ 129,528	$ 167,501	$ 200,136
Asia (excluding the PRC)	85,347	127,702	127,140
Europe	90,221	103,993	126,551
People's Republic of China	63,334	85,215	87,866
Latin America	28,870	28,363	25,943
Other	23,157	29,977	33,966
Total net sales	$ 420,457	$ 542,751	$ 601,602

Specific identification of the customer billing location was the basis used for attributing revenues from external customers to geographic areas.

Net sales to the following customer totaled more than 10% of our net sales:

	Year Ended December 31,					
	2023		**2022**		**2021**	
	$ (thousands)	**% of Net Sales**	**$ (thousands)**	**% of Net Sales**	**$ (thousands)**	**% of Net Sales**
Comcast Corporation	(1)	(1)	$ 75,917	14.0 %	$ 98,361	16.3 %
Daikin Industries Ltd.	$ 58,843	14.0 %	$ 78,413	14.4 %	$ 70,793	11.8 %

(1) Sales associated with this customer did not total more than 10% of our net sales for the indicated period.

Accounts Receivable, Net

Accounts receivable, net were as follows:

	December 31,	
(In thousands)	**2023**	**2022**
Trade receivables, gross	$ 106,182	$ 108,030
Allowance for credit losses	(815)	(957)
Allowance for sales returns	(532)	(618)
Trade receivables, net	104,835	106,455
Other [1]	7,761	5,891
Accounts receivable, net	$ 112,596	$ 112,346

(1) Other accounts receivable is primarily comprised of value added tax and supplier rebate receivables.

Allowance for Credit Losses

Changes in the allowance for credit losses were as follows:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Balance at beginning of period	$ 957	$ 1,285	$ 1,412
Additions (reductions) to costs and expenses	70	(182)	—
Cash receipts	—	—	—
Write-offs/Foreign exchange effects	(212)	(146)	(127)
Balance at end of period	$ 815	$ 957	$ 1,285

Trade receivables associated with this significant customer that totaled more than 10% of our accounts receivable, net were as follows:

	December 31,			
	2023		2022	
	$ (thousands)	**% of Accounts Receivable, Net**	**$ (thousands)**	**% of Accounts Receivable, Net**
Comcast Corporation	(1)	(1)	$ 15,367	13.7 %

(1) Trade receivables associated with this customer did not total more than 10% of our accounts receivable, net for the indicated period.

Contract Liabilities

We have current and non-current contract liability balances primarily relating to our firmware update provisioning and digital rights management validation services.

Changes in the carrying amount of contract liabilities were as follows:

	Year Ended December 31,	
(In thousands)	**2023**	**2022**
Balance at beginning of period	$ 1,931	$ 390
Contract liabilities acquired (1)	—	2,390
Payments received	6,080	4,964
Revenue recognized	(4,529)	(5,812)
Foreign exchange effects	19	(1)
Balance at end of period	$ 3,501	$ 1,931

(1) During the year ended December 31, 2022, we recognized $2.4 million of contract liabilities related to the Qterics, Inc. ("Qterics") acquisition. Refer to Note 21 for further information about this acquisition.

Note 5 — Inventories and Significant Supplier

Inventories were as follows:

	December 31,	
(In thousands)	**2023**	**2022**
Raw materials	$ 32,794	$ 58,759
Components	11,061	25,226
Work in process	3,827	2,616
Finished goods	40,591	53,580
Inventories	$ 88,273	$ 140,181

Significant Supplier

We purchase integrated circuits, components and finished goods from multiple sources. Purchases from the following supplier totaled 10% of our total inventory purchases:

	Year Ended December 31,					
	2023		2022		2021	
	$ (thousands)	% of Total Inventory Purchases	$ (thousands)	% of Total Inventory Purchases	$ (thousands)	% of Total Inventory Purchases
Qorvo International Pte Ltd.	[1]	[1]	$ 33,293	11.5 %	$ 38,712	11.8 %

[1] Purchases associated with this supplier did not total more than 10% of our total inventory purchases for the indicated period.

There were no trade payable balances from suppliers that totaled more than 10% of our total accounts payable at December 31, 2023 and December 31, 2022.

Note 6 — Property, Plant, and Equipment, Net

Property, plant, and equipment, net were as follows:

	December 31,	
(In thousands)	2023	2022
Buildings	$ 17,806	$ 18,291
Computer equipment	9,679	9,344
Furniture and fixtures	3,598	3,529
Leasehold and building improvements	33,049	39,761
Machinery and equipment	82,302	96,947
Software	28,074	23,607
Tooling	30,724	31,898
	205,232	223,377
Accumulated depreciation	(163,301)	(170,474)
	41,931	52,903
Construction in progress	2,688	9,888
Total property, plant, and equipment, net	$ 44,619	$ 62,791

Depreciation expense was $18.0 million, $19.9 million and $22.8 million for the years ended December 31, 2023, 2022 and 2021, respectively.

During the three months ended September 30, 2023, as part of our manufacturing footprint optimization efforts, we made the decision to close our southwestern China factory and manufacturing operations were stopped in September 2023. We are also planning to downsize and streamline the Mexico operations by moving to a smaller, more efficient facility. As a result of these decisions, we recorded impairment charges of $7.7 million, of which $7.6 million and $0.1 million is recorded in cost of sales and selling, general and administrative expenses, respectively. In addition, during the year ended December 31, 2023, we recorded an additional $0.2 million of impairment charges, recorded in cost of sales, relating to the underutilization of property, plant and equipment in our other PRC-based factories. During the year ended December 31, 2022, we incurred $2.9 million in impairment charges, recorded in cost of sales, relating to the underutilization of certain property, plant and equipment in our Mexico factory. During the year ended December 31, 2021, we incurred $3.3 million in impairment charges, recorded in cost of sales, relating to the underutilization of property, plant and equipment in our PRC-based factories, as a result of our long-term factory planning strategy of reducing our concentration risk in that region.

Construction in progress was as follows:

	December 31,	
(In thousands)	**2023**	**2022**
Leasehold and building improvements	$ 623	$ 475
Machinery and equipment	738	2,282
Software	11	4,862
Tooling	1,197	1,827
Other	119	442
Total construction in progress	$ 2,688	$ 9,888

We expect that most of the assets under construction will be placed into service during the first six months of 2024. We will begin to depreciate the cost of these assets under construction once they are placed into service.

Long-lived tangible assets by geographic area, which include property, plant, and equipment, net and operating lease ROU assets, were as follows:

	December 31,	
(In thousands)	**2023**	**2022**
United States	$ 13,245	$ 16,427
People's Republic of China	26,679	42,893
Mexico	9,227	14,402
Vietnam	10,089	6,923
All other countries	4,072	3,745
Total long-lived tangible assets	$ 63,312	$ 84,390

Note 7 — Goodwill and Intangible Assets, Net

Goodwill

During the year ended December 31, 2023, a decline in our financial performance, overall negative trend in the video service provider channel and an uncertain economic environment contributed to a significant decline in our market capitalization. We considered this to be an impairment trigger. We, therefore, performed a quantitative valuation analysis under an income approach to estimate our reporting unit's fair value. The income approach used projections of estimated operating results and cash flows that were discounted using a discount rate based on the weighted-average cost of capital. The main assumptions supporting the cash flow projections include, but are not limited to, revenue growth, margins, discount rate, and terminal growth rate. The financial projections reflect our best estimate of economic and market conditions over the projected period, including forecasted revenue growth, margins, capital expenditures, depreciation and amortization. In addition to our valuation analysis under an income approach, we also considered the implied control premium compared to our market capitalization.

We determined that the implied control premium over our market capitalization to be substantial; therefore, we recorded an impairment charge of $49.1 million during the year ended December 31, 2023.

Changes in the carrying amount of goodwill were as follows:

(In thousands)		
Balance at December 31, 2021	$	48,463
Goodwill acquired during the period [(1)]		713
Foreign exchange effects		(91)
Balance at December 31, 2022		49,085
Goodwill impairment		(49,075)
Foreign exchange effects		(10)
Balance at December 31, 2023	$	—

[(1)] During the year ended December 31, 2022, we recognized $0.7 million of goodwill related to the Qterics, Inc. acquisition. Refer to Note 21 for further information about this acquisition.

We conducted annual goodwill impairment reviews on December 31, 2022 and 2021. Based on the analysis performed, we determined that our goodwill was not impaired.

Intangible Assets, Net

The components of intangible assets, net were as follows:

	December 31,					
	2023			2022		
(In thousands)	Gross [(1)]	Accumulated Amortization [(1)]	Net [(1)]	Gross [(1)]	Accumulated Amortization [(1)]	Net [(1)]
Capitalized software development costs	$ 2,161	$ (421)	$ 1,740	$ 1,647	$ (44)	$ 1,603
Customer relationships	6,340	(3,803)	2,537	6,340	(3,080)	3,260
Developed and core technology	4,220	(3,754)	466	4,520	(3,693)	827
Distribution rights	—	—	—	308	(281)	27
Patents	33,195	(12,686)	20,509	29,388	(10,790)	18,598
Trademarks and trade names	450	(353)	97	450	(295)	155
Total intangible assets, net	$ 46,366	$ (21,017)	$ 25,349	$ 42,653	$ (18,183)	$ 24,470

[(1)] This table excludes the gross value of fully amortized intangible assets totaling $45.0 million and $43.7 million on December 31, 2023 and 2022, respectively.

Amortization expense is recorded in selling, general and administrative expenses, except amortization expense related to capitalized software development costs, which is recorded in cost of sales. Amortization expense by statement of operations caption was as follows:

	Year Ended December 31,		
(In thousands)	2023	2022	2021
Cost of sales	$ 443	$ 49	$ 27
Selling, general and administrative expenses	4,440	3,969	3,963
Total amortization expense	$ 4,883	$ 4,018	$ 3,990

Estimated future annual amortization expense related to our intangible assets at December 31, 2023 is as follows:

(In thousands)		
2024	$	5,095
2025		4,552
2026		3,830
2027		3,135
2028		2,506
Thereafter		6,231
Total	$	25,349

The remaining weighted average amortization period of our intangible assets at December 31, 2023 is 6.5 years.

Note 8 — Leases

We have entered into various operating lease agreements for automobiles, offices and manufacturing facilities throughout the world. At December 31, 2023, our operating leases had remaining lease terms of up to 37 years, including any reasonably probable extensions.

Lease balances within our consolidated balance sheets were as follows:

(In thousands)	December 31, 2023		December 31, 2022	
Assets:				
Operating lease right-of-use assets	$	18,693	$	21,599
Liabilities:				
Other accrued liabilities	$	4,813	$	5,509
Long-term operating lease obligations		12,560		15,027
Total lease liabilities	$	17,373	$	20,536

Operating lease expense, including variable and short-term lease costs which were insignificant to the total, operating lease cash flows and supplemental cash flow information were as follows:

	Year Ended December 31,					
(In thousands)	2023		2022		2021	
Cost of sales	$	3,012	$	2,822	$	2,508
Selling, general and administrative expenses		4,378		4,474		4,151
Total operating lease expense	$	7,390	$	7,296	$	6,659
Operating cash outflows from operating leases	$	7,736	$	7,427	$	6,555
Operating lease right-of-use assets obtained in exchange for lease obligations	$	4,360	$	8,756	$	7,017
Non-cash release of operating lease obligations (1)	$	—	$	—	$	654

(1) During the year ended December 31, 2021, we were released from our guarantee of the lease obligation related to our Ohio call center which was sold in February 2020.

We entered into lease amendments for our southwestern China and Mexico factories during the year ended December 31, 2023 as a part of our manufacturing footprint optimization efforts. As a result of these modifications, our operating lease right-of-use assets decreased by $1.2 million and our total lease liabilities decreased by $1.3 million.

The weighted average remaining lease liability term and the weighted average discount rate were as follows:

	Year Ended December 31,	
	2023	2022
Weighted average lease liability term (in years)	4.9	5.1
Weighted average discount rate	5.04 %	3.82 %

The following table reconciles the undiscounted cash flows for each of the first five years and thereafter to the operating lease liabilities recognized in our consolidated balance sheet at December 31, 2023. The reconciliation excludes short-term leases that are not recorded on the balance sheet.

(In thousands)		
2024	$	5,485
2025		4,478
2026		3,442
2027		2,696
2028		1,243
Thereafter		2,532
Total lease payments		19,876
Less: imputed interest		(2,503)
Total lease liabilities	$	17,373

At December 31, 2023, we did not have any operating leases that had not yet commenced.

Prepaid Land Lease

We operate one factory within the PRC on which the land is leased from the government as of December 31, 2023. This land lease was prepaid to the PRC government at the time our subsidiary occupied the land. We have obtained a land-use right certificate for the land pertaining to this factory.

The factory is located in the city of Yangzhou in the Jiangsu province. The remaining net book value of this operating lease ROU was $2.2 million at December 31, 2023, and is being amortized on a straight-line basis over the remaining term of approximately 35 years. The buildings located on this land had a net book value of $12.3 million at December 31, 2023 and are being depreciated over a remaining weighted average period of approximately 16 years.

Note 9 — Line of Credit

On May 3, 2023, we executed an amendment to our Second Amended and Restated Credit Agreement ("Second Amended Credit Agreement") with U.S. Bank National Association ("U.S. Bank"), which provides for a $125.0 million revolving line of credit ("Credit Line"). Among other things, the amendment to the Second Amended Credit Agreement extended the maturity of the revolving line of credit to April 30, 2024. The Credit Line may be used for working capital and other general corporate purposes including acquisitions, share repurchases and capital expenditures. Amounts available for borrowing under the Credit Line are reduced by the balance of any outstanding letters of credit, of which there were none at December 31, 2023.
All obligations under the Credit Line are secured by substantially all of our U.S. personal property and tangible and intangible assets, as well as a guaranty of the Credit Line by our wholly-owned subsidiary, Universal Electronics BV.

Under the Second Amended Credit Agreement, we may elect to pay interest on the Credit Line based on the Secured Overnight Financing Rate ("SOFR") plus an applicable margin (varying from 2.00% to 2.75%), or base rate (based on the prime rate of U.S. Bank or as otherwise specified in the Second Amended Credit Agreement) plus an applicable margin (varying from 0.00% to 0.75%). The applicable margins are calculated quarterly and vary based on our cash flow leverage ratio as set forth in the Second Amended Credit Agreement. The interest rates in effect at December 31, 2023 and 2022 were 8.06% and 5.62%, respectively. There are no commitment fees or unused line fees under the Second Amended Credit Agreement.

The Second Amended Credit Agreement includes financial covenants requiring a minimum fixed charge coverage ratio and a maximum cash flow leverage ratio. In addition, the Second Amended Credit Agreement contains other customary affirmative and negative covenants and events of default. From May 3, 2023 to March 31, 2024 (unless we elect to terminate earlier), our fixed charge coverage ratio and cash flow leverage ratio-based covenants are temporarily replaced with EBITDA-based covenants. Additionally, from May 3, 2023 to March 31, 2024 (unless we elect to terminate the temporary covenant provision earlier), the applicable margins are fixed at 2.75% and 0.75% for SOFR and base rate borrowing, respectively. At December 31, 2023, we were in compliance with the covenants and conditions of the Second Amended Credit Agreement.

At December 31, 2023, we had $55.0 million outstanding under the Credit Line. Our total interest expense on borrowings was $6.0 million, $3.3 million and $0.9 million during the years ended December 31, 2023, 2022 and 2021, respectively.

On March 13, 2024, we executed an amendment to our Second Amended Credit Agreement, which adjusts the Credit Line to a two-tiered limit of $85.0 million up to $100.0 million (subject to meeting certain financial conditions) and extends the term to April 30, 2025. Under the amended agreement, we pay interest on the Credit Line based on the SOFR plus a 3.00% margin. The amendment also introduces a facility fee of 0.25%. From January 1, 2024, to September 30, 2024, our covenants are based upon EBITDA and a minimum accounts receivable coverage ratio. From October 1, 2024, to December 31, 2024, our covenants are based upon a minimum fixed charge coverage ratio and a minimum accounts receivable coverage ratio. Subsequent to December 31, 2024, our covenants are based upon a minimum fixed charge coverage ratio and a maximum cash flow leverage ratio.

Note 10 — Income Taxes

In 2023, 2022 and 2021, pre-tax income (loss) was attributed to the following jurisdictions:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Domestic operations	$ (95,876)	$ (69,058)	$ (38,024)
Foreign operations	3,622	80,451	54,104
Total pre-tax income (loss)	$ (92,254)	$ 11,393	$ 16,080

The provision for income taxes charged to operations was as follows:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Current tax expense:			
U.S. federal	$ 23	$ 573	$ 2
State and local	44	73	75
Foreign	7,193	8,523	12,386
Total current	7,260	9,169	12,463
Deferred tax (benefit) expense:			
U.S. federal	(813)	230	584
State and local	(126)	36	90
Foreign	(337)	1,551	(2,358)
Total deferred	(1,276)	1,817	(1,684)
Total provision for income taxes	$ 5,984	$ 10,986	$ 10,779

UNIVERSAL ELECTRONICS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023

Net deferred tax assets were comprised of the following:

(In thousands)	December 31, 2023	December 31, 2022
Deferred tax assets:		
Accrued liabilities	$ 3,958	$ —
Accounts receivable	—	5,657
Amortization of intangible assets	9,999	5,977
Capitalized inventory costs	3,369	5,060
Capitalized research & development costs	8,035	4,632
Depreciation	4,058	5,067
Income tax credits	19,615	17,234
Inventory reserves	2,154	2,258
Net operating losses	12,053	3,770
Operating lease obligations	4,112	4,212
Stock-based compensation	4,453	4,288
Total deferred tax assets	71,806	58,155
Deferred tax liabilities:		
Accrued liabilities	—	(5,273)
Accounts receivable	(20)	—
Right of use assets	(4,385)	(4,407)
Other	(2,920)	(361)
Total deferred tax liabilities	(7,325)	(10,041)
Net deferred tax assets before valuation allowance	64,481	48,114
Less: Valuation allowance	(59,686)	(44,596)
Net deferred tax assets	$ 4,795	$ 3,518

The provision for income taxes differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pre-tax income from operations as a result of the following:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Tax provision at statutory U.S. rate	$ (19,373)	$ 2,392	$ 3,377
Increase (decrease) in tax provision resulting from:			
Distribution of previously taxed foreign earnings and profits	(9,450)	(16,776)	—
Federal research and development credits	(1,043)	(715)	(1,391)
Foreign permanent benefit	(1,426)	(1,620)	(1,137)
Foreign tax rate differential	21,794	15,133	(2,647)
Foreign undistributed earnings, net of credits	7,198	6,486	6,902
Foreign participation exemption	(12,571)	—	—
Goodwill impairment	5,383	—	—
Liquidation of Cayman subsidiary	—	—	745
Non-deductible items	594	601	1,198
Non-territorial income	(945)	(2,323)	(2,993)
Provision to return	(19)	(435)	(533)
Sale of Argentina subsidiary	—	—	2,084
Sale of intangible asset	—	(3,385)	—
State and local taxes, net	(2,629)	(2,408)	(1,435)
Stock-based compensation	980	693	(616)
Tax rate change	1,648	(640)	—
Valuation allowance	15,090	12,058	4,632
Withholding tax	1,229	2,188	2,333
Other	(476)	(263)	260
Tax provision	$ 5,984	$ 10,986	$ 10,779

At December 31, 2023, we had U.S. federal and state Research and Development ("R&D") income tax credit carryforwards of approximately $5.2 million and $13.5 million, respectively. The federal R&D income tax credits begin expiring in 2039. The state R&D income tax credits do not have an expiration date.

At December 31, 2023, we had U.S. federal, state and local, and foreign net operating loss carryforwards of approximately $19.8 million, $76.7 million and $10.3 million, respectively. The U.S. federal net operating loss carryforwards do not expire while the state and local and foreign net operating loss carryforwards begin to expire in 2024 and 2027, respectively.

At December 31, 2023, we assessed the realizability of the Company's deferred tax assets by considering whether it is more likely than not 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. We considered the scheduled reversal of deferred tax liabilities, tax planning strategies and projected future taxable income in making this assessment. Due to cumulative operating losses for the three years ended December 31, 2023, we have recorded a full valuation allowance against our U.S. federal and state deferred tax assets of $34.7 million and $22.8 million, respectively, as we have determined that it is more likely than not that the tax benefits will not be realized in the future. The valuation allowance increased by $15.1 million and $12.1 million during the years ended December 31, 2023 and 2022, respectively. The Company had an overall deferred tax liability as of December 31, 2022 for U.S. federal and state jurisdictions due to having indefinite lived deferred tax liabilities that could not be used as a source of income to offset deferred tax assets. Due to the goodwill impairment recorded during the year ended December 31, 2023 the deferred tax liability reversed.

Uncertain Tax Positions

At December 31, 2023 and 2022, we had unrecognized tax benefits of approximately $3.4 million and $3.2 million, respectively, including interest and penalties. In accordance with accounting guidance, we have elected to classify interest and penalties as components of tax expense. Interest and penalties were immaterial for the year ended December 31, 2023, 2022 and 2021. Interest and penalties are included in the unrecognized tax benefits.

Changes to our gross unrecognized tax benefits were as follows:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Balance at beginning of period	$ 3,150	$ 3,001	$ 3,020
Additions as a result of tax positions taken during the current year	165	149	226
Foreign currency translation	—	—	(13)
Settlements	—	—	(232)
Balance at end of period	$ 3,315	$ 3,150	$ 3,001

Approximately $3.3 million, $3.2 million and $3.0 million of the total amount of unrecognized tax benefits at December 31, 2023, 2022 and 2021, respectively, if not for the U.S. federal and state valuation allowance, would affect the annual effective tax rate, if recognized. We are unaware of any positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase within the next twelve months. We do not anticipate a decrease in unrecognized tax benefits within the next twelve months based on federal, state, and foreign statute expirations in various jurisdictions. We have classified uncertain tax positions as non-current income tax liabilities unless expected to be paid within one year.

The Company files U.S. federal, state and foreign income tax returns. As of December 31, 2023, the open statutes of limitations for our significant tax jurisdictions are as follows: U.S. federal for 2020 through 2022, state and local for 2019 through 2022, and foreign for 2017 through 2022.

Indefinite Reinvestment Assertion

Beginning in 2018, the Tax Act generally provides a 100% federal deduction for dividends received from foreign subsidiaries. Nevertheless, companies must still apply the guidance of ASC Topic 740 to account for the tax consequences of outside basis differences and other tax impacts of their investments in foreign subsidiaries, including potential foreign withholding taxes on distributions. For the years ended December 31, 2023, 2022 and 2021, we recorded a deferred tax liability of $0.4 million, $0.5 million and $0.9 million, respectively, relating to state tax and foreign tax withholding liabilities on future distributions.

CHIPS and Science Act of 2022

On August 9, 2022, the CHIPS and Science Act of 2022 ("CHIPS Act") was enacted in the United States. The CHIPS Act will provide financial incentives to the semiconductor industry which are primarily directed at manufacturing activities within the United States for the qualifying property placed in service after December 31, 2022. As we currently outsource our manufacturing, the CHIPS Act did not have a material impact to our consolidated tax provision for the year ending December 31, 2023.

Inflation Reduction Act of 2022

The Inflation Reduction Act of 2022 ("IRA") was signed into law on August 16, 2022. The bill was meant to address the high inflation rate in the United States through various climate, energy, healthcare and other incentives. These incentives are meant to be paid for by the tax provisions included in the IRA, such as a new 15 percent corporate minimum tax, a 1 percent new excise tax on stock buybacks, additional IRS funding to improve taxpayer compliance and others. The IRA provisions are effective for tax years beginning after December 31, 2022. At this time, none of the IRA tax provisions had a material impact to our consolidated tax provision for the year ending December 31, 2023.

Note 11 — Accrued Compensation

The components of accrued compensation were as follows:

	December 31,	
(In thousands)	**2023**	**2022**
Accrued bonus	$ 2,843	$ 3,348
Accrued commission	602	609
Accrued salary/wages [(1)]	4,085	4,433
Accrued social insurance [(2)]	7,082	7,037
Accrued vacation/holiday	3,252	3,300
Other accrued compensation	2,441	2,177
Total accrued compensation	$ 20,305	$ 20,904

(1) For the year ended December 31, 2023, accrued severance expenses of $0.1 million related to the manufacturing footprint optimization efforts are included in this amount. See Note 13 for further information related to our restructuring activities.

(2) PRC employers are required by law to remit the applicable social insurance payments to their local government. Social insurance is comprised of various components such as pension, medical insurance, job injury insurance, unemployment insurance, and a housing assistance fund, and is administered in a manner similar to social security in the United States. This amount represents our estimate of the amounts due to the PRC government for social insurance on December 31, 2023 and 2022.

Note 12 — Other Accrued Liabilities

The components of other accrued liabilities were as follows:

	December 31,	
(In thousands)	**2023**	**2022**
Contract liabilities	$ 2,697	$ 1,134
Duties	481	470
Expense associated with fulfilled performance obligations	1,092	1,120
Freight and handling fees	1,998	2,497
Interest	438	1,413
Operating lease obligations	4,813	5,509
Product warranty claim costs	522	522
Professional fees	1,558	2,293
Sales and value added taxes	4,194	3,750
Other [(1)]	3,388	5,426
Total other accrued liabilities	$ 21,181	$ 24,134

(1) Includes $0.2 million and $0.6 million at December 31, 2023 and 2022, respectively, associated with the purchase of property, plant and equipment.

Note 13 — Commitments and Contingencies

Indemnifications

We indemnify our directors and officers to the maximum extent permitted under the laws of the state of Delaware and we have entered into indemnification agreements with each of our directors and executive officers. In addition, we insure our individual directors and officers against certain claims and attorney's fees and related expenses incurred in connection with the defense of such claims. The amounts and types of coverage may vary from period to period as dictated by market conditions. Management is not aware of any matters that require indemnification of its officers or directors.

Fair Price Provisions and Other Anti-Takeover Measures

Our Restated Certificate of Incorporation, as amended, contains certain provisions restricting business combinations with interested stockholders under certain circumstances and imposing higher voting requirements for the approval of certain transactions ("fair price" provisions). Any of these provisions may delay or prevent a change in control.

The "fair price" provisions require that holders of at least two-thirds of our outstanding shares of voting stock approve certain business combinations and significant transactions with interested stockholders.

Product Warranties

Changes in the liability for product warranty claim costs were as follows:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Balance at beginning of period	$ 522	$ 1,095	$ 1,721
Accruals for warranties issued during the period	—	249	2,943
Settlements (in cash or in kind) during the period	—	(819)	(3,522)
Foreign currency translation gain (loss)	—	(3)	(47)
Balance at end of period	$ 522	$ 522	$ 1,095

Restructuring Activities

In September 2023, we began implementing our plan to restructure and optimize our manufacturing footprint while reducing our concentration risk in the PRC. In conjunction with this plan, as of September 30, 2023, we have stopped all production activities and commenced the shutdown of our southwestern China factory. As a result, we incurred severance and equipment moving costs of $3.4 million and $0.6 million, respectively, during the year ended December 31, 2023, which are included within factory restructuring charges on our consolidated statements of operations. We expect the completion date of this factory restructuring to be in the first quarter of 2024 with total estimated restructuring charges of $4.1 million.

The restructuring liabilities are included in accrued compensation, accounts payable and other accrued liabilities on our consolidated balance sheets. Restructuring activities for the year ended December 31, 2023 are as follows:

	Restructuring Costs		
(In thousands)	**Total**	**Severance Expense**	**Other Exit Expense**
Balance at December 31, 2022	$ —	$ —	$ —
Restructuring charges	4,015	3,425	590
Cash payments	(3,553)	(3,278)	(275)
Balance at December 31, 2023	$ 462	$ 147	$ 315
Total costs incurred inception to date	$ 4,015	$ 3,425	$ 590
Total estimated expense to be incurred after December 31, 2023	$ 62	$ 62	$ —

Litigation

Roku Matters

<u>*2018 Lawsuit*</u>

On September 5, 2018, we filed a lawsuit against Roku, Inc. ("Roku") in the United States District Court, Central District of California, alleging that Roku is willfully infringing nine of our patents that are in four patent families related to remote control set-up and touchscreen remotes. On December 5, 2018, we amended our complaint to add additional details supporting our infringement and willfulness allegations. We have alleged that this complaint relates to multiple Roku streaming players and components therefor and certain universal control devices, including but not limited to the Roku App, Roku TV, Roku Express, Roku Streaming Stick, Roku Ultra, Roku Premiere, Roku 4, Roku 3, Roku 2, Roku Enhanced Remote and any other Roku product that provides for the remote control of an external device such as a TV, audiovisual receiver, sound bar or Roku TV Wireless Speakers. In October 2019, the Court stayed this lawsuit pending action by the Patent Trial and Appeals Board (the "PTAB") with respect to Roku's requests for Inter Partes Review ("IPR") (see discussion below). Now that the most of the PTAB matters have been concluded, we will ask the District Court to lift this stay.

International Trade Commission Investigation of Roku, TCL, Hisense and Funai

On April 16, 2020, we filed a complaint with the International Trade Commission (the "ITC") against Roku, TCL Electronics Holding Limited and related entities (collectively, "TCL"), Hisense Co., Ltd. and related entities (collectively, "Hisense"), and Funai Electric Company, Ltd. and related entities (collectively, "Funai") claiming that certain of their televisions, set-top boxes, remote control devices, human interface devices, streaming devices, and sound bars infringe certain of our patents. We asked the ITC to issue a permanent limited exclusion order prohibiting the importation of these infringing products into the United States and a cease and desist order to stop these parties from continuing their infringing activities. On May 18, 2020, the ITC announced that it instituted its investigation as requested by us. Prior to the trial, which ended on April 23, 2021, we dismissed TCL, Hisense and Funai from this investigation as they either removed or limited the amount of our technology from their televisions as compared to our patent claims that we asserted at the time. On July 9, 2021, the Administrative Law Judge (the "ALJ") issued his Initial Determination (the "ID") finding that Roku is infringing our patents and as a result is in violation of §337 of the Tariff Act of 1930, as amended (the "Tariff Act"). On July 23, 2021, Roku and we filed petitions to appeal certain portions of the ID. On November 10, 2021, the full ITC issued its final determination affirming the ID and issuing a Limited Exclusion Order (the "LEO") and Cease and Desist Order (the "CDO") against Roku, which became effective on January 9, 2022. In January 2022, Roku filed its appeal of the ITC ruling with the U.S. Court of Appeals for the Federal Circuit (the "USCAFC"). Oral argument for this appeal was held on September 5, 2023 and in January 2024 the USCAFC issued its decision affirming the ITC ruling in full.

2020 Lawsuit

As a companion case to our ITC complaint, on April 9, 2020, we filed separate actions against each of Roku, TCL, Hisense, and Funai in the United States District Court, Central District of California, alleging that Roku is willfully infringing five of our patents and TCL, Hisense, and Funai are willfully infringing six of our patents by incorporating our patented technology into certain of their televisions, set-top boxes, remote control devices, human interface devices, streaming devices and sound bars. Now that the most of the PTAB matters have been concluded, we will ask the District Court to lift this stay.

Inter Partes Reviews

Throughout these litigation matters against Roku and the others identified above, Roku has filed multiple IPR requests with the PTAB on all patents at issue in the 2018 Lawsuit, the ITC Action, and the 2020 Lawsuit (see discussion above). To date, the PTAB has denied Roku's request fourteen times, and granted Roku's request twelve times. Roku has since filed two IPRs on two of our patents not yet asserted against it, and we are awaiting the PTAB's institution decision with respect to those new IPR requests. Of the twelve IPR requests granted by the PTAB, the results were mixed, with the PTAB upholding the validity of many of our patent claims and invalidating others. Most of these PTAB actions have been completed, so we will petition the District Court to lift the stay on the 2018 and 2020 cases.

International Trade Commission Investigation Request made by Roku against UEI and certain UEI Customers

On April 8, 2021, Roku made a request to the ITC to initiate an investigation against us and certain of our customers claiming that certain of our and those customers' remote control devices and televisions infringe two of Roku's recently acquired patents, the '511 patent and the '875 patent. On May 10, 2021, the ITC announced its decision to initiate the requested investigation. Immediately prior to trial Roku stipulated to summary determination as to its complaint against us and two of our customers with respect to one of the two patents at issue. This stipulation resulted in the complaint against us and two of our customers with respect to that patent not going to trial. The trial was thus shortened and ended on January 24, 2022. On June 24, 2022, the ALJ, pursuant to Roku's stipulation, found the '511 patent invalid as indefinite. Thereafter, on June 28, 2022, the ALJ issued an ID fully exonerating us and our customers finding the '875 patent invalid and that Roku failed to prove it established the requisite domestic industry and thus no violation of the Tariff Act. In advance of the full Commission's review, Roku and we filed petitions to appeal certain portions of the ID. In addition, the PTAB granted our request for an IPR with respect to the '875 patent. On October 28, 2022, the full ITC issued its final determination affirming the ID, ruling there was no violation of the Tariff Act and terminated the investigation. In December 2022, Roku filed an appeal, which remains pending. In addition, Roku, along with the ITC, filed a joint motion to dismiss the '511 patent as moot as it recently expired. We are opposing this motion. Further, on October 23, 2023, the PTBA issued its Final Written Decision invalidating all of the claims Roku alleges we infringe. As a companion to its ITC request, Roku also filed a lawsuit against us in Federal District Court in the Central District of California alleging that we are infringing the same two patents they alleged being infringed in the ITC investigation explained above. This District Court case has been stayed pending the ITC case, and will likely continue to be stayed pending the conclusion of Roku's appeal of the ITC case.

Court of International Trade Action against the United States of America, et. al.

On October 9, 2020, we and our subsidiaries, Ecolink Intelligent Technology, Inc. ("Ecolink") and RCS Technology, LLC ("RCS"), filed an amended complaint (20-cv-00670) in the Court of International Trade (the "CIT") against the United States of America; the Office of the United States Trade Representative; Robert E. Lighthizer, U.S. Trade Representative; U.S. Customs & Border Protection; and Mark A. Morgan, U.S. Customs & Border Protection Acting Commissioner, challenging both the substantive and procedural processes followed by the United States Trade Representative ("USTR") when instituting Section 301 Tariffs on imports from China under Lists 3 and 4A.

Pursuant to this complaint, Ecolink, RCS and we are alleging that USTR's institution of Lists 3 and 4A tariffs violated the Trade Act of 1974 (the "Trade Act") on the grounds that the USTR failed to make a determination or finding that there was an unfair trade practice that required a remedy and moreover, that Lists 3 and 4A tariffs were instituted beyond the 12-month time limit provided for in the governing statute. Ecolink, RCS and we also allege that the manner in which the Lists 3 and 4A tariff actions were implemented violated the Administrative Procedures Act (the "APA") by failing to provide adequate opportunity for comments, failed to consider relevant factors when making its decision and failed to connect the record facts to the choices it made by not explaining how the comments received by USTR came to shape the final implementation of Lists 3 and 4A.

Ecolink, RCS and we are asking the CIT to declare that the defendants' actions resulting in the tariffs on products covered by Lists 3 and 4A are unauthorized by and contrary to the Trade Act and were arbitrarily and unlawfully promulgated in violation of the APA; to vacate the Lists 3 and 4A tariffs; to order a refund (with interest) of any Lists 3 and 4A duties paid by Ecolink, RCS and us; to permanently enjoin the U.S. government from applying Lists 3 and 4A duties against Ecolink, RCS and us; and award Ecolink, RCS and us our costs and reasonable attorney's fees.

In July 2021, the CIT issued a preliminary injunction suspending liquidation of all unliquidated entries subject to Lists 3 and 4A duties and has asked the parties to develop a process to keep track of the entries to efficiently and effectively deal with liquidation process and duties to be paid or refunded when finally adjudicated. On February 5, 2022, the CIT heard oral arguments on dispositive motions filed on behalf of plaintiffs and defendants. On April 1, 2022, the CIT issued its opinion on these dispositive motions, ruling that the USTR had the legal authority to promulgate List 3 and List 4A under Section 307(a)(1)(B) of the Trade Act, but that the USTR violated the APA when it promulgated List 3 and List 4A concluding that the USTR failed to adequately explain its decision as required under the APA. The Court ordered that List 3 and List 4A be remanded to the USTR for reconsideration or further explanation regarding its rationale for imposing the tariffs. The Court declined to vacate List 3 and List 4A, which means that they are still in place while on remand. The Court's preliminary injunction regarding liquidation of entries also remains in effect. The Court initially set a deadline of June 30, 2022, for the USTR to complete this process, which was extended to August 1, 2022.

On August 1, 2022, the USTR provided the Court with that further explanation and also purported to respond to the significant comments received during the original notice-and-comment process. On September 14, 2022, the lead plaintiff filed its comments to the USTR's August 1, 2022 filing, asserting that the USTR did not adequately respond to the Court's remand order and requested the Court to vacate the List 3 and List 4A tariffs and issue refunds immediately. On March 17, 2023, the CIT sustained the List 3 and List 4 tariffs, concluding that USTR’s rationale in support of the tariffs was not impermissibly post hoc. The court also concluded that USTR adequately explained its reliance on presidential direction and adequately responded to significant comments regarding the harm to the U.S. economy, efficacy of the tariffs, and alternatives to the tariffs. Lead plaintiffs have appealed this decision. The parties have fully briefed their positions on this appeal and oral argument is expected to be set for later in 2024 and a decision sometime in 2025.

Tongshun Matters

On January 23, 2024, Tongshun Company ("TS") filed suit against one of our subsidiary factories, Gemstar Technology (Yangzhou) Co. Ltd. ("GTY"), claiming among other things, breach of an employment agency, and as is standard in Chinese litigation matters such as these, TS has also requested the Court to order a hold on GTY's bank account for the total claimed amount of RMB 35 million. This asset protection order is a standard request and routinely granted. On February 5, 2024, we learned that the Court accepted the lawsuit filed by TS. The hearing on this matter has been scheduled for early March of this year. We will vigorously defend against these claims.

There are no other material pending legal proceedings to which we or any of our subsidiaries is a party or of which our respective property is the subject. However, as is typical in our industry and to the nature and kind of business in which we are engaged, from time to time, various claims, charges and litigation are asserted or commenced by third parties against us or by us against third parties arising from or related to product liability, infringement of patent or other intellectual property rights, breach of warranty, contractual relations, or employee relations. The amounts claimed may be substantial, but may not bear any reasonable relationship to the merits of the claims or the extent of any real risk of court awards assessed against us or in our favor. However, no assurances can be made as to the outcome of any of these matters, nor can we estimate the range of potential losses to us. In our opinion, final judgments, if any, which might be rendered against us in potential or pending litigation would not have a material adverse effect on our consolidated financial condition, results of operations, or cash flows. Moreover, we believe that our products do not infringe any third parties' patents or other intellectual property rights.

We maintain directors' and officers' liability insurance which insures our individual directors and officers against certain claims, as well as attorney's fees and related expenses incurred in connection with the defense of such claims.

Defined Benefit Plan

Our subsidiary in India maintains a defined benefit pension plan ("India Plan") for local employees, which is consistent with local statutes and practices. The pension plan was adequately funded on December 31, 2023 based on its latest actuarial report. The India Plan has an independent external manager that advises us of the appropriate funding contribution requirements to which we comply. At December 31, 2023, approximately 56 percent of our India subsidiary employees had qualified for eligibility. An individual must be employed by our India subsidiary for a minimum of five years before becoming eligible. Upon the termination, resignation or retirement of an eligible employee, we are liable to pay the employee an amount equal to 15 days salary for each full year of service completed. The total amount of liability outstanding at December 31, 2023 and 2022 for the India Plan was not material. During the years ended December 31, 2023, 2022 and 2021, the net periodic benefit costs were also not material.

Note 14 — Treasury Stock

From time to time, our Board of Directors authorizes management to repurchase shares of our issued and outstanding common stock. On October 26, 2023, our Board approved a new share repurchase program with an effective date of November 7, 2023 (the "October 2023 Program"). Pursuant to the October 2023 Program, we are authorized to repurchase up to 1,000,000 shares of our common stock. At December 31, 2023, we had 900,000 shares available for repurchase under the October 2023 Program. We may utilize various methods to effect the repurchases under the October 2023 Program, including open market repurchases, negotiated block transactions, accelerated share repurchases or open market solicitations for shares, some or all of which could be effected through Rule 10b5-1 plans.

We also repurchase shares of our issued and outstanding common stock to satisfy the cost of stock option exercises and/or income tax withholding obligations relating to the stock-based compensation of our employees and directors.

Repurchased shares of our common stock were as follows:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Open market shares repurchased	100	300	1,151
Stock-based compensation related shares repurchased	65	134	92
Total shares repurchased	165	434	1,243
Cost of open market shares repurchased	$ 864	$ 9,437	$ 54,868
Cost of stock-based compensation related shares repurchased	915	3,598	4,796
Total cost of shares repurchased	$ 1,779	$ 13,035	$ 59,664

Repurchased shares are recorded as shares held in treasury at cost. We hold these shares for future use as management and the Board of Directors deem appropriate.

Note 15 — Stock-Based Compensation

Stock-based compensation expense for each employee and director is presented in the same statement of operations caption as their cash compensation. Stock-based compensation expense by statement of operations caption and the related income tax benefit were as follows:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Cost of sales	$ 125	$ 155	$ 156
Research and development expenses	1,098	1,342	1,253
Selling, general and administrative expenses:			
Employees	6,980	7,257	6,997
Outside directors	606	1,259	1,563
Total employee and director stock-based compensation expense	$ 8,809	$ 10,013	$ 9,969
Income tax benefit	$ 1,369	$ 1,660	$ 1,718

Stock Options

The assumptions we utilized in the Black-Scholes option pricing model and the resulting weighted average fair value of stock option grants were the following:

	Year Ended December 31,		
	2023	**2022**	**2021**
Weighted average fair value of grants	$ 10.83	$ 14.51	$ 23.97
Risk-free interest rate	3.86 %	1.93 %	0.41 %
Expected volatility	45.89 %	49.35 %	48.49 %
Expected life in years	4.70	4.73	4.62

UNIVERSAL ELECTRONICS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023

Stock option activity was as follows:

	2023				2022				2021			
	Number of Options (in 000's)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in 000's)	Number of Options (in 000's)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in 000's)	Number of Options (in 000's)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in 000's)
Outstanding at beginning of the year	782	$ 44.16			800	$ 45.55			774	$ 43.01		
Granted	235	24.77			139	33.42			80	59.43		
Exercised	—	—		$ —	(80)	19.25		$ 292	(54)	30.04		$ 931
Forfeited/canceled/expired	(116)	46.59			(77)	64.81			—	—		
Outstanding at end of the year (1)	901	$ 38.78	3.67	$ —	782	$ 44.16	3.45	$ —	800	$ 45.55	3.15	$ 3,780
Vested and expected to vest at the end of the year (1)	901	$ 38.78	3.67	$ —	782	$ 44.16	3.45	$ —	800	$ 45.55	3.15	$ 3,780
Exercisable at the end of the year (1)	620	$ 44.06	2.60	$ —	600	$ 45.77	2.61	$ —	656	$ 44.08	2.58	$ 3,608

(1) The aggregate intrinsic value represents the total pre-tax value (the difference between our closing stock price on the last trading day of 2023, 2022 and 2021 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had they all exercised their options on December 31, 2023, 2022 and 2021. This amount will change based on the fair market value of our stock.

There were no option exercises in the year ended December 31, 2023. The value of shares withheld in lieu of receiving cash from option exercises in the years ended December 31, 2022 and 2021 was $1.5 million and $0.6 million, respectively. Cash received from option exercises for the year ended December 31, 2021 was $1.0 million. There was no cash received from option exercises for the year ended December 31, 2022. The actual tax benefit realized from option exercises was $0.1 million and $0.2 million for the years ended December 31, 2022 and 2021, respectively.

Significant option groups outstanding at December 31, 2023 and the related weighted average exercise price and life information were as follows:

	Options Outstanding			**Options Exercisable**	
Range of Exercise Prices	**Number Outstanding (in 000's)**	**Weighted-Average Remaining Contractual Term (in years)**	**Weighted-Average Exercise Price**	**Number Exercisable (in 000's)**	**Weighted-Average Exercise Price**
$24.77 to $34.56	503	4.79	$ 27.77	227	$ 29.35
$44.95 to $46.17	207	2.60	45.59	207	45.59
$52.85 to $62.70	191	2.38	60.31	186	60.34
	901	3.67	$ 38.78	620	$ 44.06

As of December 31, 2023, we expect to recognize $2.4 million of total unrecognized pre-tax stock-based compensation expense related to non-vested stock options over a remaining weighted-average life of 1.8 years.

Restricted Stock

Non-vested restricted stock award activity was as follows:

	2023		**2022**		**2021**	
	Shares (in 000's)	**Weighted-Average Grant Date Fair Value**	**Shares (in 000's)**	**Weighted-Average Grant Date Fair Value**	**Shares (in 000's)**	**Weighted-Average Grant Date Fair Value**
Non-vested at beginning of the year	376	$ 36.82	310	$ 44.41	374	$ 34.53
Granted	340	14.15	262	31.05	156	56.90
Vested	(211)	35.77	(191)	41.09	(211)	36.35
Forfeited	(19)	17.72	(5)	43.22	(9)	39.65
Non-vested at end of the year	486	$ 21.66	376	$ 36.82	310	$ 44.41

As of December 31, 2023, we expect to recognize $6.4 million of total unrecognized pre-tax stock-based compensation expense related to non-vested restricted stock awards over a weighted-average life of 1.6 years.

In February 2024, certain executives were granted 116,000 restricted stock awards, in the aggregate, in connection with the 2023 annual review cycle. These awards were granted as part of the executive compensation program and are subject to a three-year vesting period (33.33% on February 7, 2025 and 8.33% each quarter thereafter). The total grant date fair value of these awards was $1.0 million.

In February 2024, certain executives were granted 116,001 performance stock awards, in the aggregate, in connection with the 2023 annual review cycle. These awards vest only upon the satisfaction of a three-year service condition and market conditions based upon the price per share of our common stock. We are currently determining the fair market value of these awards using a Monte Carlo simulation model as of the grant date.

Stock Incentive Plans

Our active stock-based incentive plans include those adopted in 2014 and 2018 ("Stock Incentive Plans"). Under the Stock Incentive Plans, we may grant stock options, stock appreciation rights, restricted stock units, performance stock units, or any combination thereof for a period of ten years from the approval date of each respective plan, unless the plan is terminated by resolution of our Board of Directors. No stock appreciation rights or performance stock units have been awarded under our Stock Incentive Plans as of December 31, 2023. Only directors and employees meeting certain employment qualifications are eligible to receive stock-based awards.

The grant price of stock option, restricted stock, and performance stock awards granted under our Stock Incentive Plans is the average of the high and low trades of our stock on the grant date. We prohibit the re-pricing or backdating of stock options. Our stock options become exercisable in various proportions over a three-year time frame. Stock options have a maximum ten-year term. Restricted stock awards vest in various proportions over a one- to three-year time period. Performance stock awards granted in February 2024 vest in various proportions over a three-year time frame, subject to share price-based market conditions.

Detailed information regarding our active Stock Incentive Plans was as follows at December 31, 2023:

Name	Approval Date	Total Shares Available for Grant Under the Plan	Remaining Shares Available for Grant Under the Plan	Outstanding Shares Granted Under the Plan
2014 Stock Incentive Plan	6/12/2014	1,100,000	—	189,975
2018 Equity and Incentive Compensation Plan [1]	6/4/2018	2,289,479	336,566	1,197,891
			336,566	1,387,866

(1) The 2018 Equity and Incentive Compensation Plan was amended in June 2021 to add an additional 1,100,000 shares, as approved by our stockholders.

Note 16 — Performance-Based Common Stock Warrants

On March 9, 2016, we issued common stock purchase warrants to Comcast Corporation ("Comcast") at a price of $54.55 per share. On January 1, 2023, all 275,000 of the vested and outstanding warrants expired unexercised.

The impact to net sales recorded in connection with the warrants and the related income tax benefit was as follows:

(in thousands)	Year Ended December 31, 2023	2022	2021
Reduction (addition) to net sales [1]	$ —	$ —	$ (686)
Income tax benefit	$ —	$ —	$ (171)

(1) At December 31, 2021, Comcast did not meet the minimum performance obligations to vest in any portion of the warrants associated with the two-year vesting period ended December 31, 2021. As such, all previously recorded expenses associated with this vesting period were reversed.

Note 17 — Other Income (Expense), Net and Loss on Sale of Argentina Subsidiary

Other income (expense), net consisted of the following:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Net gain (loss) on foreign currency exchange contracts [1]	$ (3,238)	$ (1,309)	$ 2,903
Net gain (loss) on foreign currency exchange transactions	(262)	218	(4,237)
Other income (expense)	879	136	777
Other income (expense), net	$ (2,621)	$ (955)	$ (557)

(1) This represents the gains (losses) incurred on foreign currency hedging derivatives. See Note 19 for further information concerning our foreign currency exchange contracts.

On September 7, 2021, we completed the sale of our subsidiary, One For All Argentina S.R.L, to an unrelated party, recording a loss on sale of $6.1 million. Upon divestiture, the successor entity, OFA Express S.R.L., serves as an authorized distributor of certain of our products in Argentina. OFA Express, S.R.L. is not a related party of the Company.

Note 18 — Earnings (Loss) Per Share

Earnings (loss) per share was calculated as follows:

	Year Ended December 31,		
(In thousands, except per-share amounts)	**2023**	**2022**	**2021**
BASIC			
Net income (loss)	$ (98,238)	$ 407	$ 5,301
Weighted-average common shares outstanding	12,855	12,703	13,465
Basic earnings (loss) per share	$ (7.64)	$ 0.03	$ 0.39
DILUTED			
Net income (loss)	$ (98,238)	$ 407	$ 5,301
Weighted-average common shares outstanding for basic	12,855	12,703	13,465
Dilutive effect of stock options, restricted stock and common stock warrants	—	76	277
Weighted-average common shares outstanding on a diluted basis	12,855	12,779	13,742
Diluted earnings (loss) per share	$ (7.64)	$ 0.03	$ 0.39

The following number of stock options, shares of restricted stock and common stock warrants were excluded from the computation of diluted earnings per common share as their inclusion would have been anti-dilutive:

	Year Ended December 31,		
(In thousands)	**2023**	**2022**	**2021**
Stock options	900	686	412
Restricted stock awards	440	242	65
Performance-based warrants	—	275	206

Note 19 — Derivatives

The following table sets forth the total net fair value of derivatives:

	December 31, 2023				December 31, 2022			
	Fair Value Measurement Using			Total Balance	Fair Value Measurement Using			Total Balance
(In thousands)	Level 1	Level 2	Level 3		Level 1	Level 2	Level 3	
Foreign currency exchange contracts	$ —	$ (83)	$ —	$ (83)	$ —	$ 100	$ —	$ 100

We held foreign currency exchange contracts which resulted in a net pre-tax loss of $3.2 million, a net pre-tax loss of $1.3 million, and a net pre-tax gain of $2.9 million for the years ended December 31, 2023, 2022 and 2021, respectively. See Note 17 for further information concerning our foreign currency exchange contracts.

Details of foreign currency exchange contracts held were as follows:

Date Held	Currency	Position Held	Notional Value (in millions)	Forward Rate	Unrealized Gain/(Loss) Recorded at Balance Sheet Date (in thousands)(1)	Settlement Date
December 31, 2023	USD/Chinese Yuan Renminbi	CNY	$ 20.0	7.1181	$ (18)	January 5, 2024
December 31, 2023	USD/Euro	USD	$ 22.0	1.1009	$ (65)	January 5, 2024
December 31, 2022	USD/Euro	USD	$ 26.0	1.0529	$ (428)	January 6, 2023
December 31, 2022	USD/Chinese Yuan Renminbi	CNY	$ 31.0	7.0358	$ 528	January 6, 2023

(1) Unrealized gains on foreign currency exchange contracts are recorded in prepaid expenses and other current assets. Unrealized losses on foreign currency exchange contracts are recorded in other accrued liabilities.

Note 20 — Employee Benefit Plans

We maintain a retirement and profit sharing plan under Section 401(k) of the Internal Revenue Code for all of our domestic employees that meet certain qualifications. Participants in the plan may elect to contribute up to the maximum allowed by law. We match 50% of the participants' contributions up to 15% of their gross salary in the form of newly issued shares of our common stock. We may also make other discretionary contributions to the plan. We recorded $1.3 million, $1.2 million and $1.1 million of expense for company contributions for the years ended December 31, 2023, 2022 and 2021, respectively.

Note 21 — Business Combinations

On February 17, 2022, we acquired substantially all of the net assets of Qterics, a U.S.-based provider of multimedia connectivity solutions and services for internet-enabled consumer products. Under the terms of the Asset Purchase Agreement ("APA"), we paid a cash purchase price of approximately $0.9 million. The acquisition of these assets will allow us to expand our customer base in the OEM market.

Our consolidated income statement for the year ended December 31, 2023 includes net sales of $2.1 million and net income of $16 thousand attributable to Qterics. Our consolidated income statement for the year ended December 31, 2022 includes net sales of $2.1 million and net income of $145 thousand attributable to Qterics for the period commencing on February 17, 2022.
In accordance with the terms of the APA, the initial purchase price was subject to adjustment for differences between the initial estimated working capital balances and the final adjusted balances. This calculation was completed at March 31, 2022.

Purchase Price Allocation

Using the acquisition method of accounting, the acquisition date fair value of the consideration transferred was allocated to the net tangible and intangible assets acquired and liabilities assumed based on their fair values on the acquisition date. The excess of the purchase price over the estimated fair value of net assets acquired is recorded as goodwill. The goodwill is expected to be deductible for income tax purposes.

Management's purchase price allocation as of December 31, 2023 was the following:

(In thousands)	Estimated Lives	Fair Value
Accounts receivable		$ 787
Property, plant and equipment	5 years	3
Customer relationships	6 years	1,340
Developed technology	6 years	440
Trade names	6 years	50
Goodwill [1]		713
Operating lease ROU assets	3 years	149
Other assets		2
Other accrued liabilities		(6)
Short-term operating lease obligation		(48)
Deferred revenue		(1,539)
Long-term operating lease obligation		(101)
Long-term deferred revenue		(851)
Cash paid		$ 939

(1) Our consolidated goodwill balance was impaired during the year ended December 31, 2023. Please see Note 7 for further information.

Management's determination of the fair value of intangible assets acquired are based primarily on significant inputs not observable in an active market and thus represent Level 3 fair value measurements as defined under U.S. GAAP.

The fair value assigned to the Qterics developed technology and trade names intangible assets were determined utilizing a relief from royalty method. Under the relief from royalty method, the fair value of the intangible asset is estimated to be the present value of the royalties saved because the company owns the intangible asset. Revenue projections and estimated useful life were significant inputs into estimating the value of the Qterics developed technology and trade names.

The fair value assigned to Qterics customer relationships intangible assets were determined utilizing a multi-period excess earnings approach. Under the multi-period excess earnings approach, the fair value of the intangible asset is estimated to be the present value of future earnings attributable to the asset and utilizes revenue and cost projections, including an assumed contributory asset charge.

The developed technology, trade names and customer relationships intangible assets are expected to be deductible for income tax purposes.

Pro Forma Results (unaudited)

The unaudited pro forma financial information of combined results of our operations and the operations of Qterics as if the transaction had occurred on January 1, 2021, is immaterially different from the net sales, net income and income per share amounts reported in the Consolidated Statements of Operations for the years ended December 31, 2022 and 2021.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Exchange Act Rule 13a-15(e) defines "disclosure controls and procedures" to mean controls and procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. The definition further states that disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that the information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was performed under the supervision and with the participation of our management, including our principal executive and principal financial officers, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our principal executive and principal financial officers have concluded that our disclosure controls and procedures were effective, as of the end of the period covered by this report, to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management to allow timely decisions regarding required disclosures.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with U.S. GAAP. Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive and principal financial officers, we evaluated the effectiveness of our internal control over financial reporting based on the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control Integrated Framework. Based on our evaluation under this framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2023.

The effectiveness of our internal control over financial reporting as of December 31, 2023 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in its attestation report which is included herein.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the fourth quarter of 2023 that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Universal Electronics Inc.

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of Universal Electronics Inc. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2023, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of and for the year ended December 31, 2023, and our report dated March 14, 2024 expressed an unqualified opinion on those financial statements.

Basis for opinion

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

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

Definition and limitations of internal control over financial reporting

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

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

/s/ GRANT THORNTON LLP

Newport Beach, California
March 14, 2024

ITEM 9B. OTHER INFORMATION

During the quarter ended December 31, 2023, no director or officer (as defined in Rule 16a-1(f) promulgated under the Exchange Act) 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).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Information required by Item 401 of Regulation S-K with respect to our directors will be contained in and is hereby incorporated by reference to our definitive Proxy Statement for our 2024 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A promulgated by the Securities and Exchange Commission under the Exchange Act. Information regarding executive officers of the Company is set forth in Part I of this Form 10-K.

Code of Conduct. We have adopted a code of conduct that applies to all of our employees, including without limitation our principal executive officer, principal financial officer and principal accounting officer. A copy of the Code of Conduct is included as Exhibit 14.1 to this Annual Report on Form 10-K for the year ended December 31, 2023. The Code of Conduct is also available on our website, www.uei.com under the caption "Governance" and then "Committee composition, documents and confidential ethics line" on the Investor page. We will post on our website information regarding any amendment to, or waiver from, any provision of the Code of Conduct that applies to our principal executive officer, principal financial officer or principal accounting officer.

Information required by Items 405 and 407(c)(3), (d)(4) and (d)(5) of Regulation S-K will be contained in and is hereby incorporated by reference to our definitive Proxy Statement for our 2024 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A promulgated by the Securities and Exchange Commission under the Exchange Act.

ITEM 11. EXECUTIVE COMPENSATION

Information required by Items 402 and 407(e)(4) and (e)(5) of Regulation S-K will be contained in and is hereby incorporated by reference to our definitive Proxy Statement for our 2024 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A promulgated by the SEC under the Exchange Act.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by Item 403 of Regulation S-K will be contained in and is hereby incorporated by reference to our definitive Proxy Statement for our 2024 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A promulgated by the SEC under the Exchange Act.

The following summarizes our equity compensation plans at December 31, 2023:

Equity Compensation Plan Information

Plan Category	(a) Number of Securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	901,457	$ 38.78	336,566
Equity compensation plans not approved by security holders	—	—	—
Total	901,457	$ 38.78	336,566

See "ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA- Notes to Consolidated Financial Statements - Note 15" for a description of each of our stock incentive plans.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by Items 404 and 407(a) of Regulation S-K will be contained in and is hereby incorporated by reference to our definitive Proxy Statement for our 2024 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A promulgated by the SEC under the Exchange Act.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by this item will be contained in and is hereby incorporated by reference to our definitive Proxy Statement for our 2024 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A promulgated by the SEC under the Exchange Act.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(1) **Financial Statements**

We include this portion of ITEM 15 under ITEM 8 of this Report on Form 10-K.

(2) **Financial Statement Schedules**

We include the financial statement schedules required by the applicable accounting regulations of the SEC in the notes to our consolidated financial statements and incorporate that information in this ITEM 15 by reference.

(3) **Exhibits**

Any stockholder who would like a copy of any of the exhibits listed on the Exhibit Index in this Report may obtain one from us upon request at a charge that reflects the reproduction cost of such Exhibits. Requests should be made to the Secretary, 15147 N. Scottsdale Road, Suite H300, Scottsdale, Arizona 85254.

Exhibit Number	Document Description
3.1	Restated Certificate of Incorporation of Universal Electronics Inc., as amended (incorporated by reference to Exhibit 3.1 to the Company's Form S-1 Registration filed on or about December 24, 1992 (File No. 33-56358)) (paper file)
3.2	Certificate of Amendment to Restated Certificate of Incorporation of Universal Electronics Inc. (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995 filed on April 1, 1996 (File No. 0-21044)) (paper file)
3.3	Certificate of Amendment to Restated Certificate of Incorporation of Universal Electronics Inc. (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed on March 13, 2018 (File No. 0-21044))
3.4	Amended and Restated By-laws of Universal Electronics Inc. (incorporated by reference to Exhibit 3.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed on March 13, 2018 (File No.0-21044))
4.1	Article Eighth of our Restated Certificate of Incorporation, as amended, contains certain provisions restricting business combinations with interested stockholders under certain circumstances and imposing higher voting requirements for the approval of certain transactions unless the transaction has been approved by two-thirds of the disinterested directors or fair price provisions have been met. (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995 filed on April 1, 1996 (File No. 0-21044)) (paper file)
4.2	Description of Securities (incorporated by reference to Exhibit 4.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019, filed on March 16, 2020 (File No. 0-21044))
*10.1	Form of Salary Continuation Agreement by and between Universal Electronics Inc. and certain employees (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 1997, filed on March 30, 1998 (File No. 0-21044))
*10.2	Form of Amendment to Salary Continuation Agreement by and between Universal Electronics Inc. and certain employees (incorporated by reference to Exhibit 10.26 to the Company's Annual Report on Form 10-K for the year ended December 31, 1997, filed on March 30, 1998 (File No. 0-21044)) (paper file)
*10.3	Form of Salary Continuation Agreement by and between Universal Electronics Inc. and certain employees (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the year ended December 31, 1999 filed on March 30, 2000 (File No. 0-21044)) (paper file)
*10.4	Form of Executive Officer Employment Agreement dated April 23, 2003 by and between Universal Electronics Inc. and Paul D. Arling (incorporated by reference to Exhibit 10.42 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 filed on March 14, 2004 (File No. 0-21044))
*10.5	Form of Indemnification Agreements, dated as of January 2, 2007 between the Company and each director and certain officers of the Company (incorporated by reference to Exhibit 10.28 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006 filed on March 16, 2007 (File No. 0-21044))
10.6	Security Agreement dated November 1, 2010 from Universal Electronics Inc. to U.S. Bank National Association (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2010 filed on March 16, 2011 (File No. 0-21044))
*10.7	Form of Second Amendment to Executive Officer Employment Agreement dated February 29, 2008 by and between Universal Electronics Inc. and Paul D. Arling (incorporated by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 14, 2013 (File No. 0-21044))
*10.8	Universal Electronics Inc. 2014 Stock Incentive Plan (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8 filed on August 12, 2014 (File No. 333-198083))
*10.9	Form of Option Agreement used in connection with the Universal Electronics Inc. 2014 Stock Incentive Plan (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-8 filed on August 12, 2014 (File No. 333-198083))
10.10	Second Amended and Restated Credit Agreement dated October 27, 2017 between Universal Electronics Inc. and U.S. Bank National Association and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on form 10-K for the year ended December 31, 2017 filed on March 13, 2018 (File No. 0-21044))

Exhibit Number	Document Description
10.11	First Amendment to Second Amended and Restated Credit Agreement dated as of May 4, 2018 between Universal Electronics Inc. and U.S. Bank National Association and Wells Fargo Bank, National Association (incorporated in reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 filed on August 8, 2018 (File No. 0-21044))
10.12	Universal Electronics Inc. 2018 Equity and Incentive Compensation Plan (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8 filed on September 26, 2018 (File No. 333-227594))
10.13	Form of Restricted Stock Agreement under the 2018 Equity and Incentive Compensation Plan (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 filed on August 8, 2018 (File No. 0-21044)
10.14	Form of Stock Option Agreement under the 2018 Equity and Incentive Compensation Plan (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 filed on August 8, 2018 (File No. 0-21044))
10.15	Second Amendment to Second Amended and Restated Credit Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 27, 2018 filed on January 3, 2019 (File No. 0-21044))
10.16	Third Amendment to Second Amended and Restated Credit Agreement (incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020 filed on March 5, 2021 (File No. 0-21044))
10.17	Fourth Amendment to Second Amended and Restated Credit Agreement (incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020 filed on March 5, 2021 (File No. 0-21044))
10.18	First Amendment to Universal Electronics Inc. 2018 Equity and Incentive Compensation Plan (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-8 filed on August 5, 2021 (File No. 333-258488))
10.19	Fifth Amendment to the Second Amended and Restated Credit Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 28, 2021 (File No. 0-21044))
10.20	Termination of Pledge Agreement dated October 25, 2021 between UEI Hong Kong Private Limited and Enson Assets Limited to U.S. Bank National Association (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 28, 2021 (File No. 0-21044))
10.21	Continuing Guaranty dated October 25, 2021 between Universal Electronics BV and U.S. Bank National Association (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on October 28, 2021 (File No. 0-21044))
10.22	Sixth Amendment to the Second Amended and Restated Credit Agreement (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 filed on May 9, 2023 (File No. 0-21044))
10.23	Cooperation Agreement, dated December 21, 2023, by and among Universal Electronics Inc., Toro 18 Holdings LLC, Immersion Corporation, William C. Martin and Eric Singer (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on December 26, 2023 (File No. 0-21044))
10.24	Seventh Amendment to the Second Amended and Restated Credit Agreement (filed herewith)
14.1	Code of Conduct (filed herewith)
21.1	List of Subsidiaries of the Registrant (filed herewith)
23.1	Consent of Independent Registered Public Accounting Firm (filed herewith)
24.1	Power of Attorney (filed as part of the signature page hereto)
31.1	Rule 13a-14(a) Certifications of the Chief Executive Officer (filed herewith)
31.2	Rule 13a-14(a) Certifications of the Chief Financial Officer (principal financial officer and principal accounting officer) (filed herewith)
32.1	Section 1350 Certifications of the Chief Executive Officer (furnished herewith)
32.2	Section 1350 Certifications of the Chief Financial Officer (principal financial officer and principal accounting officer) (furnished herewith)
97.1	Universal Electronics Compensation Recoupment Policy (filed herewith)

Exhibit Number	Document Description
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
*	Management contract or compensation plan or arrangement identified pursuant to Items 15(a)(3) and 15(c) of Form 10-K.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona.

UNIVERSAL ELECTRONICS INC.

By:	/s/ Paul D. Arling
	Paul D. Arling
	Chairman and Chief Executive Officer
Date:	March 14, 2024

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Paul D. Arling and Bryan M. Hackworth as true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or may do in person, thereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

NAME & TITLE	SIGNATURE	DATE
Paul D. Arling *Chairman and Chief Executive Officer* (principal executive officer)	/s/ Paul D. Arling	March 14, 2024
Bryan M. Hackworth *Chief Financial Officer* (principal financial officer and principal accounting officer)	/s/ Bryan M. Hackworth	March 14, 2024
Satjiv S. Chahil *Director*	/s/ Satjiv S. Chahil	March 14, 2024
Sue Ann R. Hamilton *Director*	/s/ Sue Ann R. Hamilton	March 14, 2024
William C. Mulligan *Lead Director*	/s/ William C. Mulligan	March 14, 2024
Romulo C. Pontual *Director*	/s/ Romulo C. Pontual	March 14, 2024
Eric B. Singer *Director*	/s/ Eric B. Singer	March 14, 2024
Edward K. Zinser *Director*	/s/ Edward K. Zinser	March 14, 2024

Exhibit 10.24

SEVENTH AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT

THIS SEVENTH AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT (this “**Amendment**”) dated as of March 13, 2024 (the “**Effective Date**”), by and between: **UNIVERSAL ELECTRONICS INC.**, a Delaware corporation (“**Borrower**”), the lenders from time to time parties hereto (each a “**Lender**” and collectively the “**Lenders**”), and **U.S. BANK NATIONAL ASSOCIATION**, a national banking association as administrative agent (the “**Administrative Agent**”), has reference to the following facts and circumstances (the “**Recitals**”):

A. Borrower, Lender and the Administrative Agent have executed a Second Amended and Restated Credit Agreement dated as of October 27, 2017, as amended by a First Amendment to Second Amended and Restated Credit Agreement dated as of May 4, 2018, December 18, 2023, a Second Amendment to Second Amended and Restated Credit Agreement dated as of December 20, 2018, a Third Amendment to Second Amended and Restated Credit Agreement dated as of November 1, 2019, a Fourth Amendment to Second Amended and Restated Credit Agreement dated as of January 7, 2021, a Fifth Amendment to Second Amended and Restated Credit Agreement dated as of October 25, 2021, and a Sixth Amendment to Second Amended and Restated Credit Agreement dated as of May 3, 2023 (as amended, the “**Credit Agreement**”; all capitalized terms not otherwise defined herein shall have the same meanings as ascribed to them in the Credit Agreement); and

B. Borrower’s obligations under the Credit Agreement and the Note executed by Borrower thereunder are described in and secured by certain security documents (collectively, the “**Security Documents**”), including, but not limited to (i) a Security Agreement dated as of October 2, 2012, executed by Borrower in favor of the Administrative Agent, as amended by an Amendment to Security Agreement dated as of October 27, 2017, (ii) a Confirmatory Grant of Security Interest in Trademarks dated as of September 14, 2012, executed by Borrower in favor of the Administrative Agent, (iii) a Confirmatory Grant of Security Interests in Patents dated as of September 14, 2012, executed by Borrower in favor of the Administrative Agent, and (iv) a Continuing Guaranty dated as of October 25, 2021, executed by Universal Electronics BV in favor of Administrative Agent.

C. Borrower has requested the Lenders and the Administrative Agent to amend the terms of the Credit Agreement in the manner set forth herein; and the Lenders and the Administrative Agent are willing to agree to amend the terms of the Credit Agreement on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Borrower, Lender and the Administrative Agent hereby agree as follows:

1. **Recitals.** The Recitals are true and correct, and, with the defined terms set forth herein, are incorporated by this reference.

2. **Amendments to Credit Agreement.** As of the Effective Date, the Credit Agreement his hereby amended as follows:

(a) The definitions of “Applicable Margin”, “Consolidated Cash Flow Leverage Ratio”, “Consolidated EBITDA”, “Consolidated Fixed Charge Ratio”, “Facility Termination Date”, and “Revolving Commitment” set forth in Section 1.1 of the Credit Agreement are deleted and the following substituted in lieu thereof:

“Applicable Margin” means (a) with respect to a SOFR Borrowing, 3.00%, and (b) with respect to a Base Rate Borrowing, 0.00%.

“Consolidated Cash Flow Leverage Ratio” means, at any time, the ratio of (i) Consolidated Total Funded Debt, as of such date, to (ii) Consolidated EBITDA measured on a trailing 12-month basis.

“Consolidated EBITDA” means Consolidated Net Income *plus*, to the extent deducted from revenues in determining Consolidated Net Income and without duplication, (i) Consolidated Interest Expense, (ii) expense for taxes paid in cash or accrued, (iii) depreciation, (iv) amortization, (v) extraordinary expenses, charges or losses incurred other than in the ordinary course of business, (vi) non-cash expenses related to stock based compensation, and (vii) the actual cash amount of severance payments made with respect to the Borrower’s Mexico plant during fiscal year ending December 31, 2024 up to a maximum amount of $3,000,000, and (viii) other add-backs determined by Administrative Agent in its sole and absolute discretion, *minus*, to the extent included in Consolidated Net Income, (1) extraordinary income or gains realized other than in the ordinary course of business, (2) income tax credits and refunds (to the extent not netted from tax expense), and (3) any cash payments made during such period in respect of items described in clauses (v) or (vi) above subsequent to the fiscal quarter in which the relevant non-cash expenses, charges or losses were incurred, all calculated for the Borrower and its Subsidiaries on a consolidated basis.

“Consolidated Fixed Charge Coverage Ratio” means, at any time, the ratio of (i) Consolidated EBITDA, plus Consolidated Rentals, minus Consolidated Maintenance Capital Expenditures, minus Restricted Payments, minus cash taxes to (ii) cash Consolidated Interest Expense, plus Consolidated Rentals, plus scheduled principal payments with respect to Consolidated Funded Indebtedness paid or payable in cash for such period, all calculated for the Borrower and its Subsidiaries on a consolidated basis.

“Facility Termination Date” means April 30, 2025, or an earlier date on which the Revolving Commitment Amount is reduced to zero or the Revolving Commitment is otherwise terminated pursuant to the terms hereof.

“Revolving Commitment” means, for each Lender, the obligation, if any, of such Lender to make Revolving Loans to, and participate in Facility LCs issued upon the application of and Swing Line Loan made to, the Borrower, expressed as an amount representing the maximum possible aggregate amount of such lender’s Revolving Exposure hereunder. The amount of each Revolving Lender’s Revolving Commitment is set forth on Schedule 2, as it may be modified (i) as a result of any assignment that has become effective pursuant to Section 12.3, or (ii) otherwise from time to time pursuant to the terms hereof. As of the Seventh Amendment Date and continuing until the Facility Termination Date, the aggregate amount of the Lenders’ Revolving Commitments is $100,000,000.

(b) The definitions of “Factory Transition Period” and “Pricing Schedule” are deleted in their entirety.

(c) The following definitions of “Accounts”, “Borrowing Base”, “Net Eligible Accounts”, “Revolving Credit Usage Cap” and “Seventh Amendment Effective Date” are added to Section 1.1 of the Credit Agreement in their proper alphabetical locations:

“Accounts” means all “accounts” (as such term is defined in the Uniform Commercial Code as in effect from time to time in the State of Arizona) of Borrower, including, without limitation, the unpaid portion of the obligation of a customer of Borrower in respect of goods purchase by and shipped to such customer and/or the rendition of services of Borrower, as stated on an invoice of Borrower.

“Borrowing Base” means, as of any date of determination by Administrative Agent, an amount in Dollars equal to 75% of the book value of Net Eligible Accounts.

“Net Eligible Accounts” means Accounts owned by Borrower that are less than ninety (90) days following their due date, less reserves for doubtful accounts and returns and other reserves established by Administrative Agent from time to time in its sole and absolute discretion.

“Revolving Credit Usage Cap” means $85,000,000 or such higher amount as agreed to in writing by the Administrative Agent in its sole and absolute discretion.

“Seventh Amendment Date” means the effective date of that certain Seventh Amendment to Second Amended and Restated Credit Agreement dated as of March 13, 2024.

(d) Section 2.1 of the Credit Agreement titled “Revolving Loan Commitment” is deleted in its entirety and the following substituted in lieu thereof:

“2.1 Revolving Loans.

From and after the Seventh Amendment Effective Date and prior to the Facility Termination Date, each Lender severally agrees, on the terms and conditions set forth in this Agreement, to make Revolving Loans to the Borrower in Dollars and participate in Facility LCs issued upon the request of the Borrower, only if, after giving effect to the making of each such loan and the issuance of each such Facility L/C,

(i) the Dollar amount of such Lender’s Revolving Exposure does not exceed its Revolving Commitment; and

(ii) the aggregate Revolving Exposures do not exceed the *lesser of* (a) the aggregate Revolving Commitment, (b) the Borrowing Base, if applicable, and (c) the Revolving Credit Usage Cap, if applicable. The Borrowing Base and the Revolving Credit Usage Cap shall apply and shall limit the amount of Borrowings available to Borrower unless and until Borrower has achieved both (x) a Consolidated Fixed Charge Coverage Ratio in excess of 2.00 to 1.00 determined as of the end of the most recent fiscal quarter, and (y) a Consolidated Cash Flow Leverage Ratio below 3.0 to 1.00, determined as of the end of the most recent fiscal quarter.

For purposes of calculating the Cash Flow Leverage Ratio under this Section 2.1, Consolidated Total Funded Debt shall be determined on a pro forma basis after giving effect to any requested Borrowing.”

(e) Section 2.5 of the Credit Agreement titled “Other Fees” is deleted in its entirety and the following substituted in lieu thereof:

“2.5. Fees. The Borrower shall pay to each Lender a commitment fee (the “Commitment Fee”) at a per annum rate equal to one quarter of one percent (.25%) of the Lender’s Revolving Commitment from the Seventh Amendment Date until the Facility Termination Date, payable in arrears on each Interest Payment Date for a SOFR Loan or Payment Date for a Base Rate Loan.”

(f) Subparagraphs (c), (h) and (i) of Section 6.1 of the Credit Agreement titled “Financial Reporting” are deleted in their entirety and the following substituted in lieu thereof:

“(c) Within 30 days after the close of each calendar month, for itself and its Subsidiaries, consolidated unaudited balance sheets as of the close of each such period and consolidated profit and loss and reconciliation of surplus statements (including sufficient detail for independent calculation of the financial covenants set forth in Section 6.21), a statement of cash flows for the period from the beginning of such fiscal year to the end of such month, and a report of the Borrowing Base as of the end of such month, all certified by its chief financial officer.”

“(h) Reserved.”

“(i) Within 15 days following the end of each calendar month (or if, and so long as, the aggregate Revolving Exposure is greater than $70 million, every other week), a 13-week cash flow forecast for itself and its Subsidiaries, prepared by its chief financial officer;”

(g) Section 6.19 of the Credit Agreement titled “Restricted Payments” is deleted in its entirety and the following substituted in lieu thereof:

“6.19 Restricted Payments.

The Borrower will not, nor will it permit any Restricted Subsidiary to, make any Restricted Payment, except that (i) any Subsidiary may declare and pay dividends or make distributions to the Borrower or to a Wholly-Owned Subsidiary of the Borrower subject to continuing compliance with Section 6.27, (ii) the Borrower may declare and pay dividends on its capital stock or repurchase shares of the Borrower’s capital stock provided that (x) such Restricted Payments do not exceed $4 million, and (y) no Default or Event of Default shall exist before or after giving effect to such dividends or repurchase as a result thereof."

(h) Section 6.21 of the Credit Agreement titled "Financial Covenants" is deleted in its entirety and the following substituted in lieu thereof:

"6.21. Financial Covenants.

(a) Consolidated Fixed Charge Coverage Ratio. Borrower will not permit the Consolidated Fixed Charge Coverage Ratio to be less than (a) 1.00 to 1.00 measured as of the fiscal quarter ending December 31, 2024 on a trailing 12-month basis, and (b) 2.00 to 1.00 measured as of the end of the fiscal quarter ending March 31, 2025 and each fiscal quarter thereafter on a trailing 12-month basis.

(b) Consolidated Cash Flow Leverage Ratio. Beginning March 31, 2025, Borrower will not permit the Consolidated Cash Flow Leverage Ratio measured as of the last day of any fiscal quarter (with EBITDA calculated on a trailing 12-month basis) to be greater than or equal to 3.00 to 1.00.

(c) Minimum Consolidated EBITDA. As of the last day of each Test Period ending on the relevant date set forth below, Borrower shall have Consolidated EBITDA for such Test Period of not less than the amount designated below as the Minimum Consolidated EBITDA for such Test Period:

Test Period	**Minimum Consolidated EBITDA**
January 1, 2024 through March 31, 2024	($1,300,000)
January 1, 2024 through June 30, 2024	($1,500,000)
January 1, 2024 through September 30, 2024	$5,000,000

(i) Subparagraph (a) of Section 13.1 titled "Notices Generally" is deleted in its entirety and the following substituted in lieu thereof:

"(a) Notices Generally. Except in the case of notices and other communications expressly permitted to be given by telephone (and except as provided in paragraph (b) below), all notice s and other communications provided for herein shall be in writing and shall be delivered by hand or overnight courier service, mailed by certified or registered mail or sent by facsimile as follows:

(i) if to the Borrower, to it at 15147 N. Scottsdale Road, Suite H300, Scottsdale, AZ 85254, Attention: Chief Financial Officer;

(ii) if to the Administrative Agent or the LC Issuer, to U.S. Bank National Association at One U.S. Bank Plaza St. Louis, Mail Code SL-MO-T7CP, 505 N 7th Street, Saint Louis, MO 63101; or

(iii) if to a Lender other than U.S. Bank National Association, to it at its address (or facsimile number) set forth in its Administrative Questionnaire."

(j) Section 15.1 of the Credit Agreement titled "Choice of Law" is deleted in its entirety and the following substituted in lieu thereof:

"15.1 Choice of Law.

This Agreement and the other Loan Documents and any claims, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Agreement or any other Loan Document (except, as to any other Loan Document, as expressly set forth therein) and the transactions contemplated hereby and thereby shall be governed by, and construed in accordance with, the law of the State of Arizona."

(k) Section 15.2 of the Credit Agreement titled "Consent to Jurisdiction" is deleted in its entirety and the following substituted in lieu thereof:

"15.1 Jurisdiction.

The Borrower irrevocably and unconditionally agrees that it will not commence any action, litigation or proceeding of any kind or description, whether in law or equity, whether in contract or in tort or otherwise, against Lenders or the Administrative Agent in any way relating to this Agreement or any other Loan Document or the transactions relating hereto or thereto, in any forum other than the courts of the State of Arizona sitting in Maricopa County, Arizona, and of the United States District Court for the District of Arizona, Phoenix Division and any appellate court from any thereof, and each of the parties hereto irrevocably and unconditionally submits to the jurisdiction of such courts and agrees that all claims in respect of any such action, litigation or proceeding may be heard and determined in such state court or, to the fullest extent permitted by applicable law, in such federal court. Each of the parties hereto agrees that a final judgment in any such action, litigation or proceeding shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law. Nothing in this Agreement or in any other Loan Document shall affect any right that the Administrative Agent or Lenders may otherwise have to bring any action or proceeding relating to this Agreement or any other Loan Document against the Borrower or its properties in the courts of any jurisdiction."

(l) Section 15.4 of the Credit Agreement titled "Judicial Reference Agreement" is deleted in its entirety.

(m) Any and all references in the Credit Agreement to the "California Uniform Commercial Code" are deleted and replaced with "Arizona Uniform Commercial Code".

(n) Schedule 1 of the Credit Agreement (the Pricing Schedule) is deleted in its entirety.

(o) Schedule 2 of the Credit Agreement (the Revolving Commitments) is deleted in its entirety and replaced with Schedule 2 attached to this Amendment.

3. Updated Intellectual Property Schedules. By no later than the Effective Date of this Amendment, Borrower shall furnish the Administrative Agent with a supplement to Schedule A of the Security Agreement identifying any and all trademarks, patents, copyrights, trade secrets or licenses in which Borrower maintains an interest that are not currently described on Schedule A to the Security Agreement (the "Supplemental Intellectual Property Schedule"). The Administrative Agent is hereby authorized to modify and supplement the Security Agreement (and each of the other applicable Security Documents) to include the Supplemental Intellectual Property Schedule as an exhibit thereto (as described in Section 8.6 of the Security Agreement) and the provisions of the Security Agreement (and the other applicable Security Documents) shall automatically apply to the intellectual property descried in the Supplemental Intellectual Property Schedule.

4. Binding Obligations. The Credit Agreement, the Note and the Security Documents, are, and shall remain, the binding obligations of Borrower and/or other third parties, and all of the provisions, terms, stipulations, conditions, covenants and powers contained therein shall stand and remain in full force and effect, except only as the same are herein and hereby expressly and specifically varied or amended, and the same are hereby ratified and confirmed, and Lenders and the Administrative Agent reserve unto themselves all rights and privileges granted thereunder.

5. Reaffirmation; Authority. Borrower hereby reaffirms all representations, warranties, covenants and agreements recited in the Credit Agreement, the Note, and the Security Documents as of the date hereof, and the same are hereby adopted as representations, warranties, covenants and agreements of Borrower herein. Borrower further represents and warrants that it is not in default under any of its obligations under the Credit Agreement, the Note, and the Security Documents (with the exception of the Existing Covenant Defaults that are being waived by Lenders and the Administrative Agent hereunder), and that it has full power and authority to execute and deliver this Amendment, and that the execution and delivery hereof has been duly authorized, and that all necessary and proper acts have been performed or taken.

6. Release. In consideration for and in order to induce Lenders and the Administrative Agent to enter into this Amendment, Borrower, for itself and its members, shareholders, directors, officers, employees, agents, guarantors, successors and assigns, hereby unconditionally release Lenders and the Administrative Agent and each of their shareholders, directors, officers, employees, agents, affiliates, successors and assigns (collectively, the "**Lender Released Parties**") of and from any and all liabilities, claims, demands, suits and/or causes of action, if any, whether known or unknown, for any action taken by any of the Lender Released Parties or for any failure by any of the Lender Released Parties to take any action at any time prior to the execution of this Amendment. Borrower expressly acknowledges and agrees that this release applies to all claims for injuries, damages or losses that Borrower may have against the Lender Released Parties (whether those injuries, damages, or losses are known or unknown, foreseen or unforeseen, or patent or latent). This Release is not conditional and is effective notwithstanding the failure of Borrower to satisfy any of the conditions set forth in this Amendment.

7. Further Assurances. Following the Effective Date of this Amendment, Borrower agrees to execute and deliver to the Administrative Agent at any time and from time to time any and all further conveyances, assignments, confirmations, satisfactions, releases, instruments of further assurance, approvals, consents and any and all such further instruments and documents as may be reasonably necessary, appropriate, expedient or proper in the opinion of the Administrative Agent or its counsel in order to effectuate, complete, perfect or protect the transactions described herein or in the Credit Agreement, the Note, the Security Documents or any other documents executed in connection therewith or contemplated thereby.

8. Expenses. Borrower agrees to pay all reasonable expenses incurred by the Administrative Agent in connection with this Amendment, including, but not limited to, the Administrative Agent's legal and recording fees; provided, however, that such expenses shall not exceed $10,000. Said sums are payable on demand and are secured by the Security Documents.

9. Applicable Law. This Amendment shall be governed by and construed in accordance with the substantive laws of the State of Arizona (without reference to conflict of law principles) but giving effect to federal laws applicable to national banks.

10. Counterparts; Electronic Images. This Amendment may be executed in any number of counterparts (including telecopy counterparts), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Borrower hereby acknowledges the receipt of a copy of this Amendment and all other Loan Documents. The Administrative Agent may, on behalf of Borrower, create a microfilm or optical disk or other electronic image of this Amendment and any or all of the Loan Documents. The Administrative Agent may store the electronic images of this Amendment and any other Loan Document in its electronic form and then destroy the paper original as part of the Administrative Agent's normal business practices, with the electronic image deemed to be an original.

11. Closing Conditions. Notwithstanding any provision contained in this Amendment to the contrary, this Amendment shall not be effective unless and until the Administrative shall have received the following, all in form acceptable to Lender:

(a) this Amendment, duly executed by Borrower and each Lender;

(b) the Consent of Guarantors, duly executed by each of the Guarantors;

(c) Borrowing Resolutions of the Board of Directors of Borrower, duly executed by the Secretary of Borrower; and

(d) such other documents and information as required by Lender.

Borrower and Lender have executed this Amendment as of the Effective Date.

[SIGNATURES ON FOLLOWING PAGE]

SIGNATURE PAGE-
SEVENTH AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT
dated March 13, 2024

UNIVERSAL ELECTRONICS INC.

By: /s/ Bryan M. Hackworth
Name: Bryan M. Hackworth
Title: Senior Vice President and Chief Financial Officer

Lender:

U.S. BANK NATIONAL ASSOCIATION,
as a Lender, as LC Issuer and as Administrative Agent

By: /s/ Timothy M. Hill
Name: Timothy M. Hill
Title: Vice President

CONSENT OF GUARANTOR

The undersigned hereby consents to the terms, provisions and conditions contained in that certain Seventh Amendment to Second Amended and Restated Credit Agreement dated as of March 13, 2024 (the "Amendment"), executed by and between **UNIVERSAL ELECTRONICS INC.**, a Delaware corporation ("Borrower") and **U.S. BANK NATIONAL ASSOCIATION**, as a Lender, the L/C Issuer and the Administrative Agent ("Lender"). The undersigned hereby (i) acknowledges and agrees that the execution and delivery of the Amendment will not adversely affect or impair any of its obligations to Lender under that certain Continuing Guaranty dated as of October 25, 2021, executed by the undersigned in favor of Lender with respect to the indebtedness of Borrower to Lender (collectively, the "Guaranty") (ii) agrees that the payment of all of the indebtedness, liabilities and obligations of Borrower to Lender, including without limitation, all obligations of the Borrower arising under or in connection with the Credit Agreement described in the Amendment (as defined in the Amendment), is guaranteed to Lender by the undersigned pursuant to the terms of the Guaranty, (iii) warrants and agrees that the Guaranty is in full force and effect on the date hereof and the same is hereby ratified and confirmed, and (iv) the release set forth in Section 6 of the Amendment applies *mutatis mutandis* to the undersigned with full force and effect as though the undersigned were a party to such provisions as set forth therein.

UNIVERSAL ELECTRONICS BV

By: /s/ Bryan M. Hackworth
Print Name: Bryan M. Hackworth
Title: CFO

SCHEDULE 2
REVOLVING COMMITMENTS

Lender:	Revolving Commitment:
U.S. BANK NATIONAL ASSOCIATION	$100,000,000
TOTAL REVOLVING COMMITMENTS	**$100,000,000**

Exhibit 14.1

CODE OF CONDUCT

Letter from Paul D. Arling Chairman and Chief Executive Officer

To our employees:

The success of Universal Electronics is built on our reputation for integrity and excellence, not just of our products, but also on the way in which we conduct ourselves. We share and uphold a common set of ethical values and objectives, the core of which is our commitment to doing the “right thing,” even though it may not be popular.

The business environment has never been more challenging or complex, particularly for a company like ours which does business all around the world. Now more than ever, each of us needs to understand our individual responsibility for complying with legal requirements and upholding the highest ethical standards. To help guide us in this endeavor, the Board of Directors has adopted a Code of Conduct with which we must all comply – me, you, and every one of our directors, officers, and employees around the world.

The Code provides each of us with a basic guide to certain precepts and practices that are critical to our ability to be a productive company, operating within the law’s requirements and with respect for one another. It does not, however, cover all the situations in which our principles may be called into questions. But if we always put integrity and truthfulness first, we will come through with flying colors.

Please read the Code carefully. Compliance with its provisions is critical to our success. Sincerely,

Paul D. Arling
Chairman and Chief Executive Officer

UNIVERSAL ELECTRONICS INC. CODE OF CONDUCT

I. APPLICATION OF THE CODE AND THE COMPANY'S POLICIES

The Board of Directors of Universal Electronics Inc. has adopted the following Code of Conduct as part of its commitment to integrity, honesty, and compliance with law and with the highest standards of ethical conduct. This Code of Conduct sets forth certain basic rules regarding the way in which all UEI directors, officers, and employees must conduct themselves. It also provides guidance as to how to recognize certain ethical and legal issues and how to resolve them in conducting the Company's business. The Code also provides means of reporting unethical conduct that violates this Code. The Code cannot – and is not intended to – cover every legal and ethical issue that may arise. If you do not know what to do about a problem or are not sure how the requirements of the Code apply, you should consult your supervisor, or seek assistance from one of the persons or departments listed in the Code of Conduct Handbook. You should use good common sense and judgment in handling problems not specifically addressed in the Code, always resolving issues by complying with legal and ethical requirements. If any provision of the Code shall be in conflict with local labor laws and rules, the local labor laws and rules shall take precedence. In such a situation, you should contact the Company's General Counsel (see contact information at the end of the Code) to determine how such a potential conflict should be resolved.

All complaints will be investigated, and prompt appropriate corrective action, including, when warranted, disciplinary action, will be taken.

The Company guarantees that no Employee who in good faith makes a complaint or reports a violation or suspected violation of the Code of Conduct pursuant to these procedures will be penalized in any manner for providing such information.

II. FAIR DEALING

UEI is committed to dealing with its employees, customers, vendors, competitors and others with whom we work, with fairness, respect and integrity. Relationships forged through fairness and integrity provide keys to the Company's success. No one should take unfair advantage of another through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or through any other unfair-dealing practice. Fair dealing also prohibits taking advantage of or otherwise improperly using someone else's property, including intellectual property.

All positions with the Company are positions of trust and confidence, and the Company expects all employees to be scrupulous in all dealings with the Company.

The Company expects all employees to cooperate in any reasonable investigation conducted by the Company.

Doing Business with Suppliers and Consultants and Related Party Business Dealings

Purchasing decisions should be based on the best combination of quality, integrity, service, delivery, and price. Personal relationships should not be the basis for the purchase of goods or services. You must notify your manager and the Legal Department of any business relationship or proposed business transaction the Company may have with any person or entity in which you or anyone related to you has a direct or indirect interest or from which you or anyone related to you may derive a benefit or where anyone related to you is employed. Any such business relationship must first be approved in writing by an Executive Officer of the Company in consultation with the Company's Legal Department. This requirement generally does not apply if the related party interest exists solely as a result of your ownership, directly and indirectly, of less than 5 % of the outstanding publicly traded equity securities of such related party.

Dealing with Customers

Employees must always be truthful and clear with customers about the terms of transactions. The Company provides certain warranties with respect to its products. These warranties are the only ones that Employees can offer to customers. Employees shall use their best efforts to follow the general guidelines provided by the Company and negotiate as much as they possibly could to reach terms which are fair and reasonable to the Company.

Charitable Contributions

Periodically, Employees may receive requests for corporate contributions from charities and other non-profit organizations. The Company is committed to being a good corporate citizen. All such requests should be referred to the Chief Executive Officer.

III. ACCURATE FINANCIAL INFORMATION AND DISCLOSURES

Keeping Accurate Financial Records

The Company's financial records and the financial statements that we release to the public in accordance with legal and stock market requirements must always be full, fair, accurate, timely, and understandable. Besides being required by law, UEI's credibility and reputation for honesty depend on it. The Company's ability to make accurate and timely disclosures to the public that are required by law depends on accurate and complete financial records.

Therefore, it is very important that all accounting entries, as well as all information on which those entries are based, be correct and complete. Accounting entries must be made in accordance with appropriate accounting standards, and proper records supporting accounting entries must be maintained. Any Employee who becomes aware of inaccurate or uncorrected accounting entries should report the matter in accordance with the procedures set forth in the Code of Conduct.

Accurate Disclosures

The Company’s stock price depends on the information that the investing public has available. The law and stock market rules require full, fair, accurate, timely, and often detailed reporting of information that could influence investors and impact the Company’s stock price. The Company is committed to fulfilling its responsibilities for full, fair, accurate, and timely disclosures as required by law and stock market rules. No Employee may do anything that would violate these responsibilities or interfere with their proper execution. You must immediately report to your supervisor any event or development that you believe could affect the value of the Company’s common stock.

Company Spokesperson

Only a limited number of senior officers are authorized to discuss UEI’s historical or expected financial performance and other material developments. To avoid confusion to the public, any inquiries or requests from the press, media, financial community or the general public about the Company or its subsidiaries must be referred to the Company’s Chief Executive Officer, or Chief Financial Officer.

IV.COMPLIANCE WITH LAW

Compliance and Questions about the Law

At UEI, we are committed to operating our business in compliance with the laws and government rules and regulations of the countries, states, and localities in which we operate. Compliance with law forms a basic part of the Company’s integrity as a business enterprise. If you have questions about the law, including the seven areas of the law briefly highlighted in this Code, please contact the Company’s General Counsel.

Insider Trading

It is illegal to trade in the Company’s securities, including its common stock, on the basis of material “inside” information. “Inside” information is information about which you have knowledge, but which is not yet known to the public. You must keep all such “inside” information confidential until such time as the “inside” information becomes publically known. Examples of inside information include, but are not limited to, financial forecasts, interim sales and earning numbers, dividend changes, possible mergers, acquisitions and joint ventures, new product innovations, major litigation developments, and significant changes in business strategy.

Information is considered material if, when disclosed to the public, it could either affect an investor’s decision to buy the Company’s stock or otherwise have an impact on the Company’s stock price. The prohibitions on insider trading apply to all Employees, regardless of their jobs in the Company and regardless of where or how they may have obtained the inside information. Even after information has become public, you can still not trade in Company securities until it has had time to become generally known in the securities markets. Two full business days after something has become public through a press release or filing with the Securities Exchange Commission, for example, should elapse before you can trade based on that information.

Besides being illegal to trade in Company securities based on inside information, it is also illegal to pass inside information on to others, including family and friends. The penalties for violating the insider trading laws are severe. You should be sure to read the Company’s policy on insider trading. If you have any questions about the confidentiality of any “inside” information or whether you might violate the Company’s policies on confidentiality, the Code of Conduct, or its

Insider Trading Policy, or otherwise violate the insider trading laws, you should consult the General Counsel.

Stock Tipping

Our commitment to integrity requires that we not disclose non-public information to anyone outside the Company. To avoid giving anyone an illegal stock trading advantage, we must each be careful when discussing the Company's business with individuals outside the Company, including family and friends.

There may also be instances when you or another Employee become aware of non-public information about another company with which UEI does business or is seeking to do business. Consistent with our commitment to integrity, you may not use non-public information as the basis to buy or sell stock or other securities of that company, nor may you pass the information to anyone else for the purpose of trading in that company's stock.

Bribes and Kickbacks

At all times we must conduct the Company's business in an honest, ethical fashion. Bribes and payoffs to government officials, suppliers, and others are strictly prohibited. Kickbacks, which are situations in which an Employee receives or gives something in return for business or for making certain business decisions, are strictly prohibited.

Political Contributions

The laws of the United States and other countries may prohibit or restrict contributions by a corporation to political parties or candidates. No Company funds or other assets may be contributed, used, or loaned, directly or indirectly, to any political party or for the campaign of any person for political office.

In addition, no Employee, regardless of his or her position in the Company, may suggest or otherwise place pressure on another Employee or member of an Employee's family to make contributions in the Employee's own name. If you have a question about the law on political contributions, contact the General Counsel.

International Business and the Foreign Corrupt Practices Act

Even though UEI is based in the United States, it is imperative that all of us comply with laws and regulations in the other countries in which the Company does business. In addition to the laws of other countries, there are special laws and regulations which apply to the import and export of products and technical data. The Company's General Counsel can provide Employees with information about the laws of other countries.

The Foreign Corrupt Practices Act prohibits Employees from offering or paying any money or other thing of value, directly or indirectly, to any foreign government official, foreign political party or its officials, or candidate for public office, for the purpose of improperly obtaining or maintaining business or influencing governmental action favorable to the company. Prohibited payments of this nature include consulting, broker's, finder's or other fees paid to third parties where there is reason to believe that any part of such fees will be distributed to, or for the benefit of, foreign officials or political parties for those improper objectives. Examples of prohibited transactions also include split invoicing, which is an attempt to permit a customer to pay lower import duties, as well as "over invoicing" which is intended to enable a customer to take payments improperly outside of her or his country.

Antitrust Laws

The antitrust laws prohibit competitors, customers, and vendors from making agreements or having understandings that interfere with fair competition in the marketplace or that could result in price fixing. Employees may not conduct any business that violates the antitrust laws of the U.S., any state, any foreign country, or any other international body.

The antitrust laws can be very complicated, but these are some examples of conduct that would violate the law:

- Agreements among competitors to set prices, terms or conditions of sale, production, distribution, territories, or customers.
- Control of the resale pricing of any of the Company's products.
- Providing competitors with any competitive information, such as details of prices, terms or conditions of sale that could be viewed as anticompetitive.

Dealing with Government Agencies

Employees must follow all regulatory requirements that relate to the development, manufacture, or distribution of the Company's products and the provision of the Company's services. It is in all of our best interests to maintain honest and direct relationships when dealing with government agencies.

Periodically, government inspectors may request information during inspections of facilities. To determine whether requests are appropriate, always contact the General Counsel if there is an information request from a government agency. You should always cooperate with and be courteous to government inspectors and provide them with the information they request during an inspection that they are entitled to under applicable law.

V. CONFLICTS OF INTEREST

The success of our Company, the value we produce for shareholders and our jobs depend on putting the Company's interests first when we do business. A conflict of interest arises when an individual's private interests, including personal benefits that accrue because of an Employee's position with the Company, interfere with the Company's interests as a whole. Conflicts can also arise when a member of an Employee's family receives personal or business benefits as a result of the Employee's position at the Company. The Company has implemented restrictions with regard to Related Party Transactions, which are generally defined as transactions (including acting as a vendor or service provider to the Company) between the Company and any director or director nominee, employee, holder of more than five percent (5%) of the Company's common stock, and any one related to the aforementioned individuals. Employees should consult the Company's Related Party Transaction Policy or contact the Company's Legal Department if they have questions regarding the applicability of such related party transaction restrictions.

Each of us must avoid conflicts, as well as the appearance of conflicts. Employees must exercise common sense and judgment to avoid conflicts. Judgment also involves asking your supervisor or the Company's Legal Department how to handle a situation if you think you might have a conflict of interest.

If you feel that an Employee has a conflict of interest that your supervisor has failed to address, you should report it as indicated at the end of this Code in the section entitled "Procedures for Reporting Complaints." The following are some specific examples of conflict situations that can commonly arise.

Corporate Opportunities

Any business opportunities that we see as a result of working on UEI's behalf must be used for the Company's benefit. You may not:

- Take for yourself or for your personal gain opportunities that you discover or learn about through the use of corporate property or information or your position; or
- Use your position in the Company or the Company's property or information for personal gain.

These prohibitions also apply to using Company opportunities, property, information, or position for the personal benefit of family members, friends, or organizations outside of the Company.

Hiring and Supervising Friends and Relatives

Our policy is to hire only the best, most qualified women and men. The Human Resources Department will assist Employees in determining qualifications for any position and in evaluating applicants for those positions. As a general matter, no relative, spouse or domestic partner, or "significant other" should be hired to work within the same departmental hierarchy in circumstances when the Employee has ultimate supervisory responsibility over the friend or relative being hired. Periodically, there may be sound business reasons for exceptions to this policy. Any exceptions must be approved by the Chief Executive Officer. Questions about possible conflicts of interest in hiring and work assignments should be directed to the Human Resources Department.

Loans to Employees

Loans by the Company to, or guarantees of obligations of, directors and executive officers and their families are prohibited. Company loans to other Employees are prohibited unless authorized by a recognized Company program.

Competing with the Company and Outside Employment

Putting the Company's interests first also means not competing with the Company in any other business activities. Outside employment can never involve working for a competitor, customer, or supplier of the Company, and it can never involve working during the regular business hours your job as an Employee requires.

Being an Officer or Director of Another Company

No officer or employee of the Company should serve as an officer or director of a business corporation not affiliated with the Company and whose stock is publicly traded except with the permission of the Chief Executive Officer.

Gifts and Entertainment

Sometimes custom in the business world involves being entertained – for example, being taken to lunch or dinner, the theater, sporting events, etc. – by people who do business or wish to do business with the Company. Similarly, there may be times when your position in the Company requires you to entertain people with whom UEI does or wants to do business. Business is often transacted in these situations, and at times Employees may be asked to represent the Company in certain situations hosted by others.

Employees should not accept gifts or non-business entertainment greater than USD $250 in value. Any gifts whose value exceeds USD $250 must in turn be given to the Company where it will be used for Company business. If non-business entertainment will exceed USD $250, the Employee should have explicit permission from his or her supervisor. Gratuities could be construed as bribes or kickbacks, and therefore Employees may never accept them.

When it is necessary to entertain others on behalf of the Company, the entertainment should be reasonable and in surroundings conducive to doing business. A substantial business discussion should take place during, before, or after the entertainment event. Before entertaining others, Employees should have clear permission from their supervisors to do so.

Any business entertainment, whether the Employee is receiving or providing the entertainment, should be in a context that would not prove embarrassing to the Company. Generally, law or policy does not permit entertaining or giving gifts to government officials or employees. Employees should consult both their supervisor and the Company's General Counsel before providing such gifts or entertainment to ascertain their appropriateness and legality.

VI.PROTECTION AND USE OF COMPANY ASSETS

Company Property – In General

All Employees should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability and the value it produces. All Company assets should only be used for legitimate business purposes.

Company property includes both tangible and intangible property. Tangible property includes such items as computers, printers, manufacturing equipment, office supplies, inventories, cellular telephones, tablet computers, labor or log books, and written records of work in process. Intangible property refers to such things as trademarks, formulas, patents, copyrights, trademarks, secrets, and other intellectual property.

As a Company that manufactures and distributes "high tech" equipment, we often, as individuals or teams, create new ideas and intellectual property. Scientific discoveries, formulas, engineering plans, manufacturing specifications, computer codes and programs, publications, and manufacturing processes are just a few examples of property that is created through the work of our minds. Any intellectual property created as a result of work at UEI automatically becomes the Company's property.

Confidential and Proprietary Information

Certain information is confidential. Confidential information is often important to the Company's competitive advantage. It should neither be shared with anyone outside the Company nor provided to other Employees except on a "need to know" basis. The protection of the Company's confidential and proprietary information is essential to its continued success. This information is an important Company asset that requires the same protection as other Company assets. Confidential information includes, among other things, all non-public information that might be of use to competitors, or that could be harmful to the Company or its customers, if disclosed. On the rare occasion that it is necessary to provide confidential information for business purposes to persons outside the Company, it must be done only after consultation with the General Counsel and after a confidentiality agreement, provided by the General Counsel, is signed.

Confidentiality also requires that you not discuss confidential information about customers with other customers or with other Employees who have no need to know this information. You should treat all computer data as confidential, and you should protect computer data from use by any unauthorized person.

Nothing in this policy or elsewhere in the Handbook restricts a non-supervisory employee from discussing his or her wages, hours or working conditions with other employees or with third parties. The Company's concern regarding the potential improper use of confidential information is to protect the Company's intellectual property, trade secrets and other non-public information that would be competitively sensitive or useful to competitors, or which, if disclosed, would otherwise violate the rights of a third party.

Computers, Electronic Mail, and the Internet

The Company's computers, electronic mail, and internet connections are provided for the purpose of doing company business. However, Employees may occasionally use these tools for personal reasons as long as this use does not negatively affect their job performance and as long as they are not accessing inappropriate or offensive material.

All materials, including personal correspondence and electronic messages, on the Company's computers or voicemail constitute property of the Company. Therefore, they can be accessed and inspected by Company representatives when deemed appropriate by the Company. Employees should understand that they have no legitimate expectation of privacy when using the Company's email system, computers, or voicemails and other information systems.

VII. EMPLOYMENT AND WORKPLACE PRACTICES

Equal Employment Opportunity

The Company is committed to equal employment opportunities at all of its facilities worldwide, without regard to a person's race, color, age, national origin, ancestry, citizenship, religion, sex, marital status, pregnancy or childbirth, sexual orientation, gender, gender identity and gender expression, mental or physical disability, medical condition, genetic information, military service, veteran status, disabled or Vietnam veteran status, or based on denial of Family and Medical Care Leave, as all those terms are defined by law, or any other characteristic protected by state or federal law.

Harassment

UEI will not tolerate any kind of harassment or other inappropriate behavior on the part of Employees or those with whom we deal, regardless of whether the behavior is verbal or physical, flagrant or subtle. Harassment involves unwelcome verbal or physical conduct which has the effect of unreasonably interfering with an Employee's job performance or which creates an intimidating, hostile or offensive environment, and is severe and pervasive. This type of conduct is prohibited regardless of whether it occurs on or off company premises or whether it occurs in person or through the mail, e-mail, voicemail, or internet.

Any Employee who believes he or she has been subjected to, or has observed, harassment should promptly report it to the Human Resources Department, General Counsel or the CEO.

Safety in the Workplace

UEI emphasizes the importance of the health and safety of its Employees. Employees must follow all applicable occupational safety and health laws. In addition, every Employee should remain aware of safety risks in the workplace and should make efforts to reduce those risks when they might pose a threat to the Employee's or someone else's health or safety. Employees are not required to perform work that they reasonably feel will endanger their health or safety. Employees should consult the General Counsel or the Human Resources Department for additional advice about specific situations.

Alcohol and Drugs

Use of alcohol or certain drugs can impair productivity and pose a safety threat. Drugs, other than those prescribed by a physician, should not be used during working hours. Possessing, consuming, or being under the influence of alcohol on Company premises or on Company business is prohibited except when Company policy otherwise deems such possession or consumption appropriate and reasonable. For example, it may be appropriate to consume alcohol when entertaining customers or when there is a Company party, or to possess alcohol on Company premises when a bottle of wine or spirits is received as a gift and kept unopened in an office. Alcohol and drugs, whether or not prescribed by a physician, should never be used if there could be a threat to safety, if they could impair an Employee's judgment, or if using them could result in a violation of the law. Illegal drugs may never be used.

Privacy

To protect its interests, the Company may require investigations in which its representative may examine facilities, offices, computer files, electronic mail records, and other Company property. The Company reserves the right to make such investigations, even if searches of facilities, offices, and information stored on Company computers is involved. Records and files stored on Company computers are considered the property of UEI and, therefore, are not considered to be private matters.

Personal information about Employees will only be disclosed within the Company to persons or departments that require such information for business purposes. The Company will not disclose personal information about Employees to anyone outside the Company unless required to do so by law or at the request of the Employee.

Environmental Safety

The Company is committed to operating practices that are consistent with governmental requirements regarding the environment. Employees must comply with all applicable environmental laws and with all permits and approvals granted the Company by environmental regulatory authorities. Employees are encouraged to exercise good judgment with regard to the environmental impacts resulting from use of Company facilities, manufacturing processes, and waste disposal.

VIII. ACCOUNTABILITY FOR ADHERENCE TO THE STANDARDS OF CONDUCT

If, after investigation, the Company determines that an Employee has breached the provisions of this Code, the Employee will be subject to disciplinary procedures which may include termination of his or her employment.

IX.PROMPT REPORTING OF COMPLAINTS AND PROBLEMS

Ethical conduct is every Employee's business. Breaches of ethical conduct harm UEI and its working environment, and thus they harm all of us. You should report promptly any breaches or suspected breaches of this Code so that they can be investigated.

PROCEDURES FOR REPORTING COMPLAINTS

Any person may in good faith submit a complaint, report, or concern regarding accounting or auditing matters related to the Company or to any other violations of the Company's policies without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all provisions of the Code, including compliance with applicable securities laws and regulations, accounting standards, accounting controls and audit practices.

In order to facilitate reporting, the Company's Board of Directors has established the following procedures for any person to submit a good faith complaint, report, or concern regarding violations or suspected violations of the Company's Code of Conduct, including but not limited to any violation or suspected violation of accounting or auditing matters relating to the Company without fear of dismissal or retaliation of any kind.

Receipt of Calls

Any person who knows of or who suspects violations of the Company's Code of Conduct, including but not limited to any violation or suspected violation of accounting or auditing matters relating to the Company, may report such concerns on a confidential or anonymous basis to the Audit Committee of the Company by calling the independent, toll-free Ethics Line established by the Company for that purpose.

Matters Covered by the Complaint Procedures

- The Complaint Procedures relate to reports of violations or suspected violations of: The Company's Code of Conduct (including violations of laws, rules, regulations and NASDAQ listing standards);
- The Company's Corporate Governance Guidelines; and

- Any other policy or procedure established by the Company.

Treatment of Complaints and Reports

The Company has retained a third-party provider to accept, verify and log all calls received on the Ethics Line at https://ethicsline.uei.com. A full list of phone numbers is available on the Company's website. Upon receipt of a call, the third-party provider will notify the Company's internal audit department, which will log the call and advise the Audit Committee of the call. The head of the internal audit department will then determine whether the call pertains to accounting or auditing matters or is a concern addressed to the non-management directors of the Company. Calls relating to accounting or auditing matters will be reviewed under Audit Committee direction and oversight by the internal audit department or such other persons as the Audit Committee determines to be appropriate. Calls relating to all other matters will be reviewed under Audit Committee direction and oversight by the Company's legal department or human resources department, as appropriate. If a call is intended for the non-management directors of the Company, the Audit Committee will inform the remaining non-management directors of the call and make the recording of the call available to them. Confidentiality with respect to all complaints, reports and concerns will be maintained by the third-party provider, the Company, the Audit Committee and the non-management directors of the Company to the fullest extent possible, consistent with the need to conduct an adequate review.

All complaints will be investigated, and prompt appropriate corrective action will take place, including disciplinary action when warranted.

The Company guarantees that no Employee who in good faith makes a complaint or reports a violation or suspected violation of the Code of Conduct pursuant to these procedures will be penalized in any manner for providing such information. Any employee who believes he or she has been penalized or retaliated against for reporting a suspected violation of this Code of Conduct should immediately report his or her concern to the Ethics Line, General Counsel & Head of Global Compliance, or to the Human Resources Department, or to the Chief Executive Officer.

Exhibit 21.1

Universal Electronics Inc.
List of Subsidiaries of the Registrant

C.G. Development Ltd. (organized under the laws of Hong Kong)

CG Mexico Distribution Co., S de R.L. de C.V. (organized under the laws of Mexico)

CG Mexico Remote Controls, S de R.L. de C.V. (organized under the laws of Mexico)

Ecolink Intelligent Technology, Inc. (organized under the laws of Delaware)

Enson Assets Ltd. (organized under the laws of the British Virgin Islands)

Gemstar Polyfirst Ltd. (organized under the laws of Hong Kong)

Gemstar Technology (Qinzhou) Co. Ltd. (organized under the laws of the People's Republic of China)

Gemstar Technology (Yangzhou) Co. Ltd. (organized under the laws of the People's Republic of China)

Guangzhou Universal Electronics Service Co., Ltd. (organized under the laws of the People's Republic of China)

One For All France S.A.S. (organized under the laws of France)

One For All GmbH (organized under the laws of Germany)

One For All Iberia S.L. (organized under the laws of Spain)

One For All UK, Ltd. (organized under the laws of the United Kingdom)

Qinzhou Universal Trading Co. Ltd. (organized under the laws of the People's Republic of China)

UE Japan Ltd. (organized under the laws of Japan)

UE Korea Ltd. (organized under the laws of South Korea)

UE Singapore Pte. Ltd. (organized under the laws of the Republic of Singapore)

UE Vietnam Company Limited (organized under the laws of Vietnam)

UEI Electronics Pte. Ltd. (organized under the laws of India)

UEI Hong Kong Pte. Ltd. (organized under the laws of Hong Kong)

Universal Electronics B.V. (organized under the laws of the Netherlands)

Universal Electronics Italia S.R.L. (organized under the laws of Italy)

Universal Electronics Yangzhou Co. Ltd. (organized under the laws of the People's Republic of China)

Universal Electronics do Brasil Ltda. (organized under the laws of Brazil)

Yangzhou Universal Trading Co. Ltd. (organized under the laws of the People's Republic of China)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 14, 2024, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of Universal Electronics Inc. on Form 10-K for the year ended December 31, 2023. We consent to the incorporation by reference of said reports in the Registration Statements of Universal Electronics Inc. on Forms S-8 (File No. 333-198083, File No. 333-227594, and File No. 333-258488).

/s/ GRANT THORNTON LLP

Newport Beach, California
March 14, 2024

Exhibit 31.1

Rule 13a-14(a) Certifications

I, Paul D. Arling, certify that:

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

Date: March 14, 2024

/s/ Paul D. Arling

Paul D. Arling
Chairman and Chief Executive Officer
(principal executive officer)

Exhibit 31.2

Rule 13a-14(a) Certifications

I, Bryan M. Hackworth, certify that:

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

Date: March 14, 2024

/s/ Bryan M. Hackworth

Bryan M. Hackworth
Chief Financial Officer
(principal financial officer and principal accounting officer)

Exhibit 32.1

Section 1350 Certifications

Paul D. Arling, as Chief Executive Officer of Universal Electronics Inc. (the "Company"), certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (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.

/s/ Paul D. Arling

Paul D. Arling
Chief Executive Officer
March 14, 2024

Exhibit 32.2

Section 1350 Certifications

Bryan M. Hackworth, as Chief Financial Officer of Universal Electronics Inc. (the "Company"), certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (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.

/s/ Bryan M. Hackworth

Bryan M. Hackworth
Chief Financial Officer
March 14, 2024

Exhibit 97.1

UNIVERSAL ELECTRONICS INC.
Compensation Recoupment Policy
Effective November 13, 2023

Purpose

As required pursuant to the listing standards of the Nasdaq Stock Market LLC (the "***Stock Exchange***"), Section 10D of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), and Rule 10D-1 under the Exchange Act, the Board of Directors (the "***Board***") of Universal Electronics Inc. (the "***Company***") has adopted this Compensation Recoupment Policy (the "***Policy***") to empower the Company to recover Covered Compensation (as defined below) erroneously awarded to a Covered Officer (as defined below) in the event of an Accounting Restatement (as defined below).

Notwithstanding anything in this Policy to the contrary, at all times, this Policy remains subject to interpretation and operation in accordance with the final rules and regulations promulgated by the U.S. Securities and Exchange Commission (the "***SEC***"), the final listing standards adopted by the Stock Exchange, and any applicable SEC or Stock Exchange guidance or interpretations issued from time to time regarding such Covered Compensation recovery requirements (collectively, the "***Final Guidance***"). Questions regarding this Policy should be directed to the Company's General Counsel via email at Legal@uei.com.

Policy Statement

Unless a Clawback Exception (as defined below) applies, the Company will recover reasonably promptly from each Covered Officer the Covered Compensation Received (as defined below) by such Covered Officer in the event that the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (each, an "***Accounting Restatement***"). If a Clawback Exception applies with respect to a Covered Officer, the Company may forgo such recovery under this Policy from any such Covered Officer. This Policy shall replace and supersede the Company's prior compensation clawback policy (the ***"Prior Policy"***) with respect to Incentive-Based Compensation Received on or after October 2, 2023, but the Prior Policy will continue to apply with respect to Incentive-Based Compensation Received prior to such date.

Covered Officers

For purposes of this Policy, "***Covered Officer***" is defined as any current or former "Section 16 officer" of the Company within the meaning of Rule 16a-1(f) under the Exchange Act, as determined by the Board or the Compensation Committee of the Board (the "**Committee**") and any other current or former officer of the Company with a Senior Vice President title whether or not such officer is a Section 16 officer. Covered Officers include, at a minimum, "executive officers" as defined in Rule 3b-7 under the Exchange Act and identified under Item 401(b) of Regulation S-K.

Covered Compensation

For purposes of this Policy:

- "***Covered Compensation***" is defined as the amount of Incentive-Based Compensation (as defined below) Received during the applicable Recovery Period (as defined below) that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received during such Recovery Period had it been determined based on the relevant restated amounts, and computed less any taxes actually paid by such Covered Officer.

  Incentive-Based Compensation Received by a Covered Officer will only qualify as Covered Compensation if: (i) it is Received on or after October 2, 2023; (ii) it is Received after such Covered Officer begins service as a Covered Officer; (iii) such Covered Officer served as a Covered Officer at any time during the performance period for such Incentive-Based Compensation; and (iv) it is Received while the Company has a class of securities listed on a national securities exchange or a national securities association.

For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of erroneously awarded Covered Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount of such Incentive-Based Compensation that is deemed to be Covered Compensation will be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received, and the Company will maintain and provide to the Stock Exchange documentation of the determination of such reasonable estimate.

- "***Incentive-Based Compensation***" is defined as any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure (as defined below). For purposes of clarity, Incentive-Based Compensation includes compensation that is in any plan (other than tax-qualified retirement plans), including long term disability, life insurance, and supplemental executive retirement plans, and any other compensation that is based on such Incentive-Based Compensation, such as earnings accrued on notional amounts of Incentive-Based Compensation contributed to such plans.

- "***Financial Reporting Measure***" is defined as a measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also Financial Reporting Measures.

- Incentive-Based Compensation is deemed "***Received***" in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

Recovery Period

For purposes of this Policy, the applicable "***Recovery Period***" is defined as the three completed fiscal years immediately preceding the Trigger Date (as defined below) and, if applicable, any transition period resulting from a change in the Company's fiscal year within or immediately following those three completed fiscal years (provided, however, that if a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year comprises a period of nine to 12 months, such period would be deemed to be a completed fiscal year).

For purposes of this Policy, the "***Trigger Date***" as of which the Company is required to prepare an Accounting Restatement is the earlier to occur of: (i) the date that the Board, applicable Board committee, or officers authorized to take action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare the Accounting Restatement or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare the Accounting Restatement.

Clawback Exceptions

The Company is required to recover all Covered Compensation Received by a Covered Officer in the event of an Accounting Restatement unless (i) one of the following conditions are met and (ii) the Committee has made a determination that recovery would be impracticable in accordance with Rule 10D-1 under the Exchange Act (under such circumstances, a "***Clawback Exception***" applies):

- the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered (and the Company has already made a reasonable attempt to recover such erroneously awarded Covered Compensation from such Covered Officer, has documented such reasonable attempt(s) to recover, and has provided such documentation to the Stock Exchange);

- recovery would violate home country law that was adopted prior to November 28, 2022 (and the Company has already obtained an opinion of home country counsel, acceptable to the Stock Exchange, that recovery would result in such a violation, and provided such opinion to the Stock Exchange); or

- recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code and regulations thereunder. For purposes of clarity, this Clawback Exception only applies to tax-qualified retirement plans and does not apply to other plans, including long term disability, life insurance, and supplemental executive retirement plans, or any other compensation that is based on Incentive-Based Compensation in such plans, such as earnings accrued on notional amounts of Incentive-Based Compensation contributed to such plans.

Prohibitions

The Company is prohibited from paying or reimbursing the cost of insurance for, or indemnifying, any Covered Officer against the loss of erroneously awarded Covered Compensation.

Administration and Interpretation

The Committee will administer this Policy in accordance with the Final Guidance, and will have full and exclusive authority and discretion to supplement, amend, repeal, interpret, terminate, construe, modify, replace and/or enforce (in whole or in part) this Policy, including the authority to correct any defect, supply any omission or reconcile any ambiguity, inconsistency or conflict in the Policy, subject to the Final Guidance. The Committee will review the Policy from time to time and will have full and exclusive authority to take any action it deems appropriate.

The Committee will have the authority to offset any compensation or benefit amounts that become due to the applicable Covered Officers to the extent permissible under Section 409A of the Internal Revenue Code of 1986, as amended, and as it deems necessary or desirable to recover any Covered Compensation.

Each Covered Officer, upon being so designated or assuming such position, is required to execute and deliver to the Company's General Counsel at Legal@uei.com an acknowledgment of and consent to this Policy, in a form reasonably acceptable to and provided by the Company from time to time, (i) acknowledging and consenting to be bound by the terms of this Policy, (ii) agreeing to fully cooperate with the Company in connection with any of such Covered Officer's obligations to the Company pursuant to this Policy, and (iii) agreeing that the Company may enforce its rights under this Policy through any and all reasonable means permitted under applicable law as it deems necessary or desirable under this Policy.

Disclosure

This Policy, and any recovery of Covered Compensation by the Company pursuant to this Policy that is required to be disclosed in the Company's filings with the SEC, will be disclosed as required by the Securities Act of 1933, as amended, the Exchange Act, and related rules and regulations, including the Final Guidance.

UNIVERSAL ELECTRONICS INC.

Compensation Recoupment Policy Acknowledgment and Consent

The undersigned hereby acknowledges that he or she has received and reviewed a copy of the Compensation Recoupment Policy (the "***Policy***") of Universal Electronics Inc. (the "***Company***"), effective as of November 13, 2023, as adopted by the Company's Board of Directors.

Pursuant to such Policy, the undersigned hereby:

- acknowledges that he or she has been designated as (or assumed the position of) a Covered Officer (as defined in the Policy);
- acknowledges and consents to the Policy;
- acknowledges and consents to be bound by the terms of the Policy;
- agrees to fully cooperate with the Company in connection with any of the undersigned's obligations to the Company pursuant to the Policy, including, without limitation, the repayment by or recovery from the undersigned of Covered Compensation (as defined in the Policy); and
- agrees that the Company may enforce its rights under the Policy through any and all reasonable means permitted under applicable law as the Company deems necessary or desirable under the Policy.

ACKNOWLEDGED AND AGREED:

____
Name:

Date: