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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2026

OR

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

For the transition period from to

Commission file number 001-42852

Pattern Group Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**83-2556861**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
1441 West Innovation Way, Suite 500 **Lehi, UT**	**84043**
(Address of Principal Executive Offices)	**(Zip Code)**

(866) 765-1355
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
Series A common stock, par value $0.001 per share	PTRN	Nasdaq Global Select Market

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

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

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

Large accelerated filer	☐	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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The registrant had outstanding 155,696,579 shares of Series A common stock, par value $0.001 per share, and 21,702,510 shares of Series B common stock, par value $0.001 per share, as of August 4, 2026.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws, which are statements that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. All statements other than statements of historical fact included in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "shall," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading "Risk Factors" included in this Quarterly Report on Form 10-Q and those included within our Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report on Form 10-K") as filed with the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements contained in this Quarterly Report on Form 10-Q may include, but are not limited to, statements about:

- our expectations regarding our revenue, costs and other operating results;
- the estimated size of our addressable market opportunity;
- the growth rate of the markets in which we compete;
- our ability to grow existing and attract new brand partners;
- our ability to expand and enhance our platform;
- our ability to launch and monetize incremental solutions;
- our ability to expand into global geographies;
- our ability to utilize AI successfully in our current and future solutions and to participate effectively in evolving AI-driven commerce ecosystems;
- our anticipated capital expenditures and our estimates regarding our capital requirements;
- our investments in selling and marketing efforts;
- our ability to compete effectively with existing competitors and new market entrants;
- our reliance on our senior management and our ability to identify, recruit and integrate strategic personnel hires;
- our ability to effectively manage our growth;
- our ability to provide a quality purchasing experience for our consumers;
- our ability to purchase products from our brand partners (including expanding product selection);
- our ability to enhance and innovate our technology;
- our investments in technology;
- our ability to expand into global geographies and marketplaces;
- industry trends and other macroeconomic factors, such as fluctuating interest rates and rising inflation, including the impact on consumer spending; and
- the impact of general, business and geopolitical conditions worldwide on our industry, business and results of operations.

We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on management's current beliefs and our current expectations and projections about future events and trends that we believe may affect our business, results of operations, financial condition and prospects. In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain, and you are cautioned not to unduly rely upon these statements. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this

Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

In this document, unless otherwise indicated or unless the context requires otherwise, all references in this document to “Pattern”, “the Company”, “we”, “us”, “our” or similar references are to Pattern Group Inc. and its consolidated subsidiaries.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Pattern Group Inc. and Subsidiaries
Condensed Consolidated Statements of Operations (Unaudited)
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2026	2025	2026
Revenues	$ 598,150	$ 876,773	$ 1,138,556	$ 1,650,500
Operating expenses:				
Cost of goods sold	341,333	492,410	645,933	925,904
Operations, general and administrative	103,692	165,073	203,768	310,821
Sales and marketing	116,541	170,801	217,220	314,527
Research and development	6,455	12,953	12,098	24,141
Total operating expenses	568,021	841,237	1,079,019	1,575,393
Operating income	30,129	35,536	59,537	75,107
Interest income, net	1,688	2,199	3,205	4,453
Other income (expense), net	32	(197)	(129)	(479)
Income before income taxes	31,849	37,538	62,613	79,081
Provision for income taxes	8,068	10,039	16,030	22,369
Net income	$ 23,781	$ 27,499	$ 46,583	$ 56,712
Adjustments to net income attributable to common stockholders (Note 2)	7,344	—	14,500	$ —
Net income attributable to common stockholders	$ 16,437	$ 27,499	$ 32,083	$ 56,712
Net earnings per share attributable to common stockholders (Note 2):				
Basic	$ 0.18	$ 0.16	$ 0.35	$ 0.32
Diluted	$ 0.18	$ 0.15	$ 0.35	$ 0.31
Weighted-average common shares outstanding:				
Basic	90,591	176,923	90,591	176,882
Diluted	90,591	181,194	90,591	180,327

See accompanying notes to condensed consolidated financial statements.

Pattern Group Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (Unaudited)
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	**2026**	**2025**	**2026**
Net income	$ 23,781	$ 27,499	$ 46,583	$ 56,712
Other comprehensive loss:				
Unrealized loss on foreign currency translation	(221)	(24)	(229)	(229)
Total other comprehensive loss	(221)	(24)	(229)	(229)
Comprehensive income	$ 23,560	$ 27,475	$ 46,354	$ 56,483

See accompanying notes to condensed consolidated financial statements.

Pattern Group Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
(in thousands)

	Six Months Ended June 30,	
	2025	2026
Cash flows from operating activities:		
Net income	$ 46,583	$ 56,712
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,285	11,232
Stock-based compensation	—	18,685
Deferred income taxes	—	6,919
Other	1,396	21
Changes in operating assets and liabilities:		
Accounts receivable, net of allowance	(12,271)	(30,506)
Inventory	7,681	(24,138)
Prepaid expenses and other current assets	(3,919)	9,411
Other non-current assets	(1,068)	36
Operating leases, net	(6)	(271)
Accounts payable	8,275	24,520
Accrued expenses	(754)	13,280
Other liabilities	(3,757)	1,369
Net cash provided by operating activities	50,445	87,270
Cash flows from investing activities:		
Purchases of property and equipment	(10,578)	(20,196)
Net cash used in investing activities	(10,578)	(20,196)
Cash flows from financing activities:		
Payment of taxes withheld upon vesting of restricted stock	—	(8,075)
Proceeds from employee stock purchase plan	—	1,256
Repurchases of common stock	—	(3,712)
Net cash used in financing activities	—	(10,531)
Effect of exchange rates on cash and cash equivalents	(229)	238
Net change in cash and cash equivalents	39,638	56,781
Cash and cash equivalents at beginning of the period	175,615	289,049
Cash and cash equivalents at end of the period	$ 215,253	$ 345,830
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ 17,726	$ 3,268

See accompanying notes to condensed consolidated financial statements.

Pattern Group Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)
(in thousands, except per share data)

	December 31, 2025	June 30, 2026
Assets		
Current Assets:		
Cash and cash equivalents	$ 289,049	$ 345,830
Accounts receivable, net of allowance	177,214	207,720
Inventory	294,737	318,298
Prepaid expenses and other current assets	31,575	22,092
Total current assets	792,575	893,940
Property and equipment, net	41,087	53,740
Intangible assets, net	16,694	13,856
Goodwill	37,769	37,841
Operating lease right-of-use assets	28,164	48,910
Other non-current assets	31,350	24,311
Total assets	$ 947,639	$ 1,072,598
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable	$ 274,977	$ 300,258
Accrued expenses	53,818	67,098
Operating lease liabilities, current	8,826	10,401
Other current liabilities	921	2,362
Total current liabilities	338,542	380,119
Operating lease liabilities, non-current	22,009	40,909
Other non-current liabilities	6,093	5,938
Total liabilities	366,644	426,966
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Series A common stock, $0.001 par value: 2,200,000 and 2,200,000 shares authorized, respectively; 154,691 and 155,381 shares issued and outstanding, respectively	155	155
Series B common stock, $0.001 par value: 100,000 and 100,000 shares authorized, respectively; 21,703 and 21,703 shares issued and outstanding, respectively	22	22
Additional paid-in capital	551,648	559,802
Accumulated other comprehensive income	448	219
Retained earnings	28,722	85,434
Total stockholders' equity	580,995	645,632
Total liabilities and stockholders' equity	$ 947,639	$ 1,072,598

See accompanying notes to condensed consolidated financial statements.

Pattern Group Inc. and Subsidiaries
Condensed Consolidated Statements of Changes in Convertible Preferred Stock and Stockholders' Equity (Unaudited)
(in thousands)

	Convertible Preferred		Series A Common Stock		Series B Common Stock		Preferred Stock		Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total Stockholders' Equity
	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount				
Balance, December 31, 2024	28,966	$ 270,601	3,799	$ 4	—	$ —	86,792	$ 86	$ 2,764	$ (985)	$ 106,855	$ 108,724
Net income	—	—	—	—	—	—	—	—	—	—	22,802	22,802
Other comprehensive loss	—	—	—	—	—	—	—	—	—	(8)	—	(8)
Balance, March 31, 2025	28,966	$ 270,601	3,799	$ 4	—	$ —	86,792	$ 86	$ 2,764	$ (993)	$ 129,657	$ 131,518
Net income	—	—	—	—	—	—	—	—	—	—	23,781	23,781
Other comprehensive loss	—	—	—	—	—	—	—	—	—	(221)	—	(221)
Balance, June 30, 2025	28,966	$ 270,601	3,799	$ 4	—	$ —	86,792	$ 86	$ 2,764	$ (1,214)	$ 153,438	$ 155,078

	Convertible Preferred		Series A Common Stock		Series B Common Stock		Preferred Stock		Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total Stockholders' Equity
	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount				
Balance, December 31, 2025	—	$ —	154,691	$ 155	21,703	$ 22	—	$ —	$ 551,648	$ 448	$ 28,722	$ 580,995
Net income	—	—	—	—	—	—	—	—	—	—	29,213	29,213
Other comprehensive loss	—	—	—	—	—	—	—	—	—	(205)	—	(205)
Stock-based compensation expense	—	—	—	—	—	—	—	—	7,941	—	—	7,941
Issuance of Series A common stock upon vesting of RSUs	—	—	560	1	—	—	—	—	(1)	—	—	—
Tax withholding upon vesting of employee stock awards	—	—	—	—	—	—	—	—	(4,638)	—	—	(4,638)
Repurchase of common stock	—	—	(312)	(1)	—	—	—	—	(3,617)	—	—	(3,618)
Balance, March 31, 2026	—	$ —	154,939	$ 155	21,703	$ 22	—	$ —	$ 551,333	$ 243	$ 57,935	$ 609,688
Net income	—	—	—	—	—	—	—	—	—	—	27,499	27,499
Other comprehensive loss	—	—	—	—	—	—	—	—	—	(24)	—	(24)
Stock-based compensation expense	—	—	—	—	—	—	—	—	10,744	—	—	10,744
Issuance of Series A common stock upon vesting of RSUs	—	—	352	—	—	—	—	—	—	—	—	—
Tax withholding upon vesting of employee stock awards	—	—	—	—	—	—	—	—	(3,437)	—	—	(3,437)
Repurchase of common stock	—	—	(8)	—	—	—	—	—	(94)	—	—	(94)
Common stock issued for ESPP purchases	—	—	98	—	—	—	—	—	1,256	—	—	1,256
Balance, June 30, 2026	—	$ —	155,381	$ 155	21,703	$ 22	—	$ —	$ 559,802	$ 219	$ 85,434	$ 645,632

See accompanying notes to condensed consolidated financial statements.

1. Description of Business

Pattern Group Inc. and its wholly owned subsidiaries (collectively "Pattern" or the "Company") is a global ecommerce accelerator that leverages its technology platform, data science, and on-demand experts to help brands grow their ecommerce marketplace sales. The Company purchases inventory from its brand partners to sell to consumers, allowing it to manage merchandising, pricing, logistics, and customer experience.

The Company's brand partners operate across a variety of industries, including health and wellness, beauty and personal care, home and lifestyle, pet, sports and outdoors, and consumer electronics.

2. Summary of Significant Accounting Policies

Unaudited Interim Financial Information

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC").

Management believes that the unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the Company's financial position, results of operations and cash flows for the periods presented. All intercompany accounts and transactions have been eliminated in consolidation.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to SEC rules and regulations. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full year due to seasonal and other factors.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Management evaluates these estimates and judgments on an ongoing basis.

Significant estimates include, but are not limited to, net realizable value of inventory, allowance for sales returns, allowance for doubtful accounts, valuation allowances on deferred tax assets, fair value of reporting units in evaluating goodwill for impairment, fair value of assets acquired and liabilities assumed in business combinations, the valuation of stock-based awards, fair value of common stock and the incremental borrowing rate ("IBR") used to measure operating lease liabilities.

The Company bases these estimates on historical and anticipated results, trends and various other assumptions that it believes are reasonable under the circumstances, including assumptions as to future events. Actual results could differ from these estimates and any such differences may be material to the Company's consolidated financial statements.

Revenue

The following table presents the Company's revenues disaggregated by source of revenue:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2025**	**2026**	**2025**	**2026**
Amazon.com	$ 518,995	$ 730,284	$ 997,783	$ 1,381,406
Amazon marketplaces, international	36,555	64,283	65,690	115,644
Other online marketplaces and channels	35,133	65,532	62,455	122,688
SaaS, logistics and other revenue	7,467	16,674	12,628	30,762
Revenues	$ 598,150	$ 876,773	$ 1,138,556	$ 1,650,500

The following table presents the Company’s revenues disaggregated by geography:

(in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026
U.S.	$ 539,405	$ 766,780	$ 1,034,835	$ 1,450,196
International	58,745	109,993	103,721	200,304
Revenues	$ 598,150	$ 876,773	$ 1,138,556	$ 1,650,500

During the year ended December 31, 2025, the Company updated its methodology for determining the geographic classification of revenue to better align with the country in which the marketplace is domiciled and how management evaluates regional performance. As a result, the Company has recast the prior period revenue by geographic region to conform to the current period presentation. This change affected only the allocation of revenue between geographic regions and did not impact total consolidated revenues, operating results, or cash flows for any period presented.

The U.S. was the only individual country accounting for more than 10% of total revenue.

Earnings per share

Basic and diluted earnings per share (“EPS”) are calculated using the Company’s weighted-average shares outstanding of common stock. Prior to the Company’s initial public offering, outstanding common stock consisted of Founder Voting Preferred Stock and Founder Non-Voting Preferred Stock. The Founder Voting and Founder Non-Voting Preferred Stock were considered common stock equivalents for purposes of calculating EPS, as they shared equally with common stock in the liquidation of the Company's net assets and did not contain an economic preference. Upon completion of the initial public offering, the Founder Voting and Founder Non-Voting Preferred Stock converted into Series A common stock and Series B common stock, respectively, which have been outstanding since that date. The rights, including the liquidation and dividend rights, of the holders of Series A and Series B common stock are identical, except with respect to voting, conversion and transfer rights. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis to each class of common stock and the resulting basic and diluted net income attributable to common stockholders are the same for both Series A and Series B common stock on both an individual and combined basis.

The dilutive effect of Series A Preferred Stock is reflected in diluted earnings per share by application of the more dilutive of the two-class method and if-converted method (two-class method only applies for periods of net income). The dilutive effect of Series B Preferred Stock is reflected in diluted earnings per share under the if-converted method, if dilutive. The if-converted method is calculated by assuming conversion at the beginning of the period or date of issuance, if later; and therefore, no dividend preference would accrue to the Series B Preferred Stock. Restricted stock units (“RSUs”) subject to conditions other than service conditions are considered contingently issuable shares and are included in the computation of dilutive shares only to the extent that the underlying performance condition is satisfied prior to the end of the reporting period or would be considered satisfied if the end of the reporting period were the end of the related contingency period and the results would be dilutive under the treasury stock method (see Note 8—Stock-Based Compensation for more information).

The following table sets forth the computation of earnings per share attributable to common stockholders:

(in thousands, except per share data)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026
Net income	$ 23,781	$ 27,499	$ 46,583	$ 56,712
Income allocable to participating Series A Preferred Stock	2,858	—	5,578	—
Series B Preferred Stock dividend - undeclared	4,486	—	8,922	—
Net income attributable to common stockholders	$ 16,437	$ 27,499	$ 32,083	$ 56,712
Weighted-average shares outstanding:				
Basic	90,591	176,923	90,591	176,882
Dilutive awards	—	4,271	—	3,445
Diluted	90,591	181,194	90,591	180,327
Net earnings per share attributable to common stockholders:				
Basic	$ 0.18	$ 0.16	$ 0.35	$ 0.32
Diluted	$ 0.18	$ 0.15	$ 0.35	$ 0.31

The following instruments outstanding (prior to consideration of the treasury stock or if-converted methods) as of period end were not reflected in diluted EPS as their effect for the periods presented would be anti-dilutive or the instruments were not exercisable for potential common shares for the periods presented:

(in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026
Series B Preferred Stock	13,216	—	13,216	—
RSUs	28,711	—	28,711	708

Accounts Receivable, net

Accounts receivable, net consisted of the following:

(in thousands)	December 31, 2025	June 30, 2026
Amazon.com	$ 85,842	$ 101,494
Brand partner receivables	73,279	84,922
Other receivables	21,934	25,219
Allowance for doubtful accounts	(3,841)	(3,915)
Accounts receivable, net	$ 177,214	$ 207,720

Recently Adopted Accounting Pronouncements

In July 2025, the FASB issued ASU 2025-05, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets*, which provides a practical expedient for measuring expected credit losses on current trade receivables and contract assets arising from revenue transactions within the scope of ASC 606, *Revenue from Contracts with Customers*. Under the expedient, an entity may assume that the conditions existing as of the reporting date will not change over the remaining life of the asset when estimating expected credit losses. ASU 2025-05 is effective for annual reporting periods beginning after December 15, 2025, including interim reporting periods within that annual period, with early adoption permitted on a prospective basis. The Company adopted ASU 2025-05, electing the practical expedient, effective January 1, 2026 on a prospective basis. The adoption of this standard did not have a material effect on the Company’s consolidated financial statements and related disclosures.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires disclosure of specific expense categories in the notes to the financial statements. ASU 2024-03 is effective for annual periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted and can be applied on either a prospective or retroactive basis. The Company is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangibles — Goodwill and Other (Topic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, which modernizes and clarifies guidance for capitalizing costs related to internal-use software development. The amendments remove stage-based terminology and incorporate guidance for website development costs previously included in ASC 350-50. ASU 2025-06 is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within that annual period, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*, which clarifies and enhances the guidance related to the form, content and disclosure requirements of interim financial statements. The amendments reorganize and codify certain interim disclosure requirements, incorporate disclosure guidance from other Topics into ASC 270, and establish a disclosure principle requiring entities to provide disclosures about events and transactions occurring after the most recent annual reporting period that materially affect the entity. ASU 2025-11 is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted, and the guidance may be applied prospectively or retrospectively, in whole or in part. The Company is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements and related disclosures.

3. Property and Equipment, net

Property and equipment, net consisted of the following:

(in thousands)	December 31, 2025	June 30, 2026
Internal-use software	$ 42,459	$ 50,218
Machinery and equipment	13,403	13,770
Computer equipment	7,625	11,210
Leasehold improvements	6,849	7,652
Land	3,984	3,984
Furniture and fixtures	3,501	4,496
Assets under construction	503	7,438
Other property and equipment	1,725	772
Total property and equipment	80,049	99,540
Less: accumulated depreciation and amortization	(38,962)	(45,800)
Property and equipment, net	$ 41,087	$ 53,740

Depreciation and amortization expense related to property and equipment was $3.4 million and $4.4 million for the three months ended June 30, 2025 and 2026, respectively. Depreciation and amortization expense related to property and equipment was $6.8 million and $8.4 million for the six months ended June 30, 2025 and 2026, respectively.

4. Business Acquisitions

On December 1, 2025, the Company completed the acquisition of 100% of the outstanding stock of ROI Hunter a.s., a Czech joint stock corporation ("ROI Hunter"). The acquisition of ROI Hunter expands the Company's product offerings and enhances its market presence in the advertising intelligence platform sector. On December 18, 2025, the Company completed the acquisition of 100% of the outstanding stock of iDesign Technology USA LLC ("iDesign"). The acquisition of iDesign expands the Company's product offerings and enhances its market presence in the digital media, influencer marketing and content-creation sectors. These transactions are expected to generate synergies through the integration of the acquired proprietary technologies and customer relationships. These acquisitions were accounted for as a business combination in accordance with ASC 805, Business Combinations.

The following tables summarize the consideration paid for the acquired entities and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date:

(in thousands)	Amount
Cash	$ 25,120
Deferred acquisition consideration	1,628
Fair value of total consideration transferred	$ 26,748

(in thousands)	Amount
Cash and cash equivalents	$ 5,824
Accounts receivable	2,574
Prepaid expenses and other	191
Property and equipment	120
Intangible assets	13,628
Other non-current assets	206
Accounts payable	(931)
Accrued liabilities	(3,863)
Deferred tax liabilities	(2,904)
Total identifiable net assets	$ 14,845
Goodwill	11,903
Fair value of total consideration transferred	$ 26,748

The deferred acquisition consideration represents a liability for indemnification holdbacks that is expected to be paid to the sellers through annual installments ending in December 2028, subject to adjustment under the terms of the agreement.

The goodwill acquired represents the excess of the purchase price over the fair value of net identifiable assets acquired and is attributable to expected synergies, assembled workforce and future growth opportunities. The goodwill acquired is not deductible for tax purposes.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition:

(in thousands, except for years data)	Acquisition Date Fair Value	Useful Life at Acquisition (in years)
Developed technology	$ 5,425	3
Customer relationships	4,391	1-5
Tradenames	1,538	5
Non-competition agreements	2,274	3
Intangible assets, net	$ 13,628	

The fair values of the acquired identifiable net assets reflect updated provisional estimates which are subject to final valuations procedures. A measurement period adjustment of $0.1 million was recognized during the six months ended June 30, 2026 which resulted in an increase in the amount of goodwill recognized. The financial results of ROI Hunter and iDesign, from their respective acquisition dates through June 30, 2026, were not material to our Consolidated Statements of Operations, nor were they material to our prior period consolidated results on a pro forma basis. Costs related to the ROI Hunter and iDesign acquisitions were not material to our Consolidated Statements of Operations.

5. Operating Leases

The following table provides a summary of supplemental cash flow information related to our operating leases:

	Six Months Ended June 30,	
(in thousands)	2025	2026
Cash payments included in operating cash flows for lease arrangements	$ 4,184	$ 5,456
Right-of-use assets obtained in exchange for new operating lease liabilities	$ 1,386	$ 24,844

The Company entered into a lease agreement for a warehouse and distribution facility located in Pennsylvania, which commenced on June 1, 2026 with an initial term of 7.4 years. The Company classified this lease as an operating lease. Upon commencement, the Company recognized an ROU asset and corresponding lease liability of $20.8 million, measured using a discount rate of 5.26%.

6. Credit Facilities

The Company is party to a revolving credit facility with JPMorgan Chase Bank, N.A. and other lenders pursuant to the Credit Agreement, dated September 4, 2025. The outstanding balance under the Company's revolving line of credit facility was zero as of June 30, 2026 and the amount available to draw to was $150.0 million as of June 30, 2026. The revolving line of credit has a maturity date in September 2030 and will bear interest at a variable base rate plus an applicable margin ranging from 0.50% to 2.00%. The commitment fees on the unused portion range from 0.20% to 0.25%.

The Company's credit agreement contains various financial, affirmative and negative covenants. As of June 30, 2026, the Company was in compliance with all covenants outlined in the agreement.

7. Stockholders' Equity

Common Stock

The Company has two series of common stock: Series A common stock with a par value of $0.001 per share and Series B common stock with a par value of $0.001 per share. The rights of the holders of Series A common stock and Series B common stock are identical, except with respect to voting and conversion rights. Each share of Series A common stock is entitled to one vote. Each share of Series B common stock is entitled to 20 votes and is convertible at any time into one share of Series A common stock. Holders of common stock are entitled to receive any dividends as may be declared by the board of directors.

Share Repurchase Program

On March 2, 2026, the Company's board of directors authorized a share repurchase program (the "Share Repurchase Program"), pursuant to which the Company may repurchase up to $100 million in aggregate of its issued and outstanding shares of Series A common stock. Repurchases may be made from time to time through open market transactions, privately negotiated transactions, or other means, including pursuant to Rule 10b5-1 plans.

During the three months ended June 30, 2026, the Company repurchased 7,800 shares of Series A common stock at an average price per share of $11.98 and for an aggregate purchase price of $0.1 million, including transaction costs. During the six months ended June 30, 2026, the Company repurchased 319,531 shares of Series A common stock at an average price per share of $11.62 and for an aggregate purchase price of $3.7 million, including transaction costs. As of June 30, 2026, the Company had $96.3 million remaining authorized for future repurchases.

Shares repurchased under the Share Repurchase Program are accounted for as retired shares. Upon repurchase, the shares are immediately retired and are no longer considered issued or outstanding.

Secondary Offering

On June 17, 2026, the Company entered into an underwriting agreement with the selling stockholder ("Seller") and J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC as representatives of the underwriters listed thereto ("Underwriters"), relating to the offer and sale by the Seller of 8,000,000 shares of Series A common stock at a price to the public of $19.00 per share (the "Secondary Offering"). In addition, the Seller granted the Underwriters a 30-day option to purchase up to an additional 1,200,000 shares of Series A common stock, which the Underwriters exercised on June 18, 2026 (the "Option Shares Offering"). The Company did not sell any shares of Series A common stock and did not receive any proceeds in connection with the Secondary Offering or Option Shares Offering.

8. Stock-Based Compensation

Stock-based compensation expense is classified within the corresponding operating expense categories in the consolidated statements of operations as follows:

(in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026
Operations, general and administrative	$ —	$ 6,638	$ —	$ 10,727
Sales and marketing	—	3,530	—	6,322
Research and development	—	576	—	1,636
Total stock-based compensation	$ —	$ 10,744	$ —	$ 18,685

Compensation expense associated with cash-settled RSUs was $0.8 million and $1.4 million for the three and six months ended June 30, 2026, respectively, and was included in operations, general and administrative in the condensed consolidated statements of operations.

Restricted Stock Units

The following table summarizes the RSU activity:

(in thousands, except per share fair values)	RSUs	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2025	8,170	$ 13.89
Granted	3,558	13.74
Vested	(1,549)	13.05
Cancelled/Forfeited	(776)	16.03
Outstanding at June 30, 2026	9,403	$ 13.79

The total unrecognized stock-based compensation expense related to these awards was $84.9 million as of June 30, 2026 and the weighted-average remaining requisite service period is 2.66 years.

Employee Stock Purchase Plan

Under the 2025 Employee Stock Purchase Plan ("ESPP"), $1.3 million of employee contributions was used to purchase 97,811 shares of Series A common stock, at an average purchase price per share of $12.71, during the six months ended June 30, 2026. Stock-based compensation expense associated with the ESPP is included in the stock-based compensation expense table above. Stock-based compensation expense associated with the ESPP recognized during the six months ended June 30, 2026 and unrecognized stock-based compensation expense at June 30, 2026 were not material.

9. Provision for Income Taxes

The Company calculated the year-to-date provision for income taxes by applying the estimated annual effective tax rate to the ordinary year-to-date income before income taxes for each applicable jurisdiction and adjusted for discrete tax items in the period. The Company's provision for income taxes was $8.1 million and $10.0 million for the three months ended June 30, 2025 and 2026, respectively. The Company's provision for income taxes was $16.0 million and $22.4 million for the six months ended June 30, 2025 and 2026, respectively, reflecting effective tax rates of approximately 25.6% and 28.3%, respectively. The higher effective tax rate in 2026 compared to the U.S. federal statutory rate was primarily driven by limitations on the deductibility of stock-based compensation and the impact of loss entities for which no tax benefit is available due to valuation allowances.

10. Commitments and Contingencies

Purchase Commitments

As of June 30, 2026, the Company did not have any material future payments under non-cancelable purchase obligations.

Legal Matters

From time to time, the Company may become involved in legal proceedings arising in the ordinary course of business. Loss contingencies are recorded when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Accounting for contingencies requires the use of judgment related to both the likelihood of a loss and the estimate of the amount or range of loss.

As of June 30, 2026, the Company was not involved in any legal proceedings, individually or in the aggregate, that the Company believes are probably or reasonably possible to have a material adverse effect on its business, results of operations, financial condition or cash flows.

Indemnification

In the ordinary course of business, the Company may provide indemnifications of varying scope and terms to customers, brand partners, lessors, investors, directors, officers, employees and other parties with respect to certain matters. Indemnification may include losses from the breach of such agreements, services the Company provides or third-party intellectual property infringement claims. These indemnifications may survive termination of the underlying agreement and the maximum potential amount of future indemnification payments may not be subject to a cap.

11. Segment Information

The Company manages its business on a consolidated basis and operates as a single operating and reportable segment. The Company primarily derives its revenue in the United States by selling products to customers via online marketplaces.

The Company's chief operating decision maker ("CODM") is the Company's Chief Executive Officer, who reviews financial information on a consolidated basis. The CODM uses consolidated net income to assess financial performance and allocate resources. Net income is used by the CODM to make key operating decisions by comparing actual net income to historical results and previously forecasted financial information. The CODM does not review assets in evaluating the results of the reportable segment.

The following table presents selected financial information with respect to the Company's single operating and reportable segment:

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2025**	**2026**	**2025**	**2026**
Revenues	$ 598,150	$ 876,773	$ 1,138,556	$ 1,650,500
Significant expenses:				
Cost of goods sold	341,333	492,410	645,933	925,904
Fulfillment[(1)]	87,154	131,666	167,884	247,972
Marketplace commissions[(2)]	85,152	124,318	162,705	233,701
Sales, general and administrative[(3)]	45,730	66,250	86,072	119,747
Technology[(4)]	8,652	14,797	16,425	27,238
Share-based compensation and related taxes[(5)]	—	11,796	—	20,831
Interest income, net	(1,688)	(2,199)	(3,205)	(4,453)
Other (income) expense, net	(32)	197	129	479
Provision for income taxes	8,068	10,039	16,030	22,369
Net income	$ 23,781	$ 27,499	$ 46,583	$ 56,712

(1) Fulfillment includes costs incurred from third-party fulfillment centers and cost to operate and staff the Company's fulfillment centers, excluding share-based compensation and related taxes.

(2) Marketplace commissions includes referral fees charged by the various online marketplaces.

(3) Sales, general and administrative relate to employee headcount, excluding share-based compensation and related taxes, and other selling and general administrative costs.
(4) Technology represents items included in research and development within the condensed consolidated statement of operations, excluding share-based compensation and related taxes, and the amortization of capitalized internally developed software costs.
(5) Share-based compensation and related taxes include compensation expense for both stock and cash settled restricted stock units and the related employer taxes.

See Note 2—Summary of Significant Accounting Policies for additional information about revenue disaggregation.

The Company's long-lived tangible assets, as well as the Company's operating lease right-of-use assets recognized on the condensed consolidated balance sheets were located as follows:

(in thousands)	December 31, 2025	June 30, 2026
U.S.	$ 54,596	$ 87,206
International	14,655	15,444

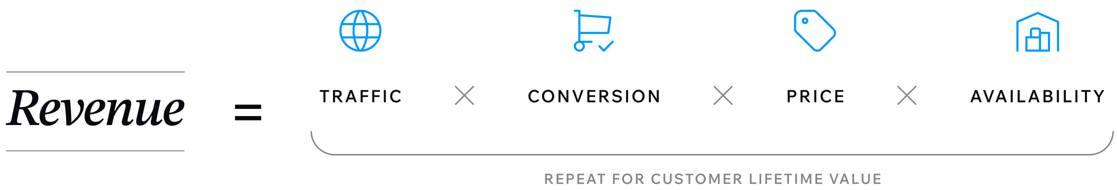
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2025 included in the Annual Report on Form 10-K. The following discussion is intended to help the reader understand our company, our operations and our present business environment, and contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Quarterly Report on Form 10-Q and the Annual Report on Form 10-K, particularly in the sections titled "Special Note Regarding Forward-Looking Statements" and "Risk Factors." Our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Overview

At Pattern, we are on a mission to help brands accelerate profitable growth on global ecommerce marketplaces. Our proprietary technology and on-demand experts operate across more than 70 marketplaces to increase product sales to consumers in more than 100 countries. We have gathered more than 91 trillion data points comprised of keyword, shipping, advertising, sales, market share, click, social, conversion, customer service and other data. Utilizing these data points and sophisticated machine learning and artificial intelligence ("AI") models, we strive to optimize and automate key levers of ecommerce growth, including advertising, content creation and management, pricing, forecasting and customer service.

Given the complexities that consumer brands face in scaling and accelerating global ecommerce, we have built a powerful ecommerce acceleration platform ("our technology") organized around a simple and intuitive formula, which we call the ecommerce equation:



Our technology executes thousands of optimizations daily and drives the ecommerce equation across tens of thousands of products on marketplaces around the world. These optimizations include automated adjustments and recommendations powered by AI, machine learning and our massive flow of ecommerce data points, allowing brands to navigate the complexity of operating on global ecommerce marketplaces at scale.

Our technology, with a combined total of 44 issued patents and patents pending, is supported by approximately 510 software engineers, data scientists and other technology professionals who are dedicated to enhancing and innovating upon our technology to further increase our capabilities. We have a team that offers on-demand expertise and capabilities across marketplace management, marketing, fulfillment and brand protection on a global basis. We sell products from more than 250 brands across different industries and geographies including the Americas, Europe, Australia and Asia. Our current brand partners' industry presence includes health and wellness, beauty and personal care, home and lifestyle, pet, sports and outdoors and consumer electronics.

Our Business Model

We generate the substantial majority of our revenue from consumer product sales on global ecommerce marketplaces. Pattern acquires inventory based on contractual relationships with brand partners and uses its platform to optimize the ecommerce equation by driving traffic, increasing conversion, managing price and maintaining product availability across global ecommerce marketplaces.

We target brand partners with a proven track record of selling highly rated products, a loyal customer base and growth potential, assessed through our proprietary scorecard. Using our extensive data, we identify potential brand partners, and our sales team efficiently markets to and signs new brand partners.

We have developed and maintain strong and long-lasting brand partner relationships. Revenue attributable to brand partners consists of consumer product sales and other revenue, including subscription and consulting fees.

Purchasing our brand partners' products offers several advantages, creating a mutually beneficial partnership that supports growth for both Pattern and our brand partners by:

- Providing a simple low-friction model where brands sell their products to Pattern at predetermined prices
- Reducing the need for brands to allocate technology and overhead budget
- Allowing Pattern to manage the marketplace experience and optimize the ecommerce equation
- Enabling Pattern to gather data, conduct real-time testing and enhance predictive models with AI

Our operating model capitalizes on global economies of scale to optimize costs while investing in future growth. By managing more brand partners, we streamline logistics, reducing delivery times and costs. As we enhance operational efficiencies, we remain committed to innovating our technology, expanding capabilities and offering new solutions to our partners. Investments in technology and warehouse automation have significantly boosted our operational efficiency and realize tangible economic benefits from scale.

Key Business Metric and Non-GAAP Financial Measure

We measure our business using both financial and operating metrics and use the following metric and measure to assess the near-term and long-term performance of our overall business, including identifying trends, formulating financial projections, making strategic decisions, assessing operational efficiencies and monitoring our business.

Net Revenue Retention Rate

Net Revenue Retention Rate ("NRR") is an important metric to measure the long-term performance of our brand partner relationships. In any given period, we calculate NRR by comparing total revenue attributable to all existing brand partners in the current trailing 12-month period to that of the previous trailing 12-month period. This metric, expressed as a percentage, provides valuable insight into the accelerated growth delivered through our platform, the effectiveness of our brand expansion strategies and our ability to deepen relationships with existing brand partners. "Existing brand partners" are defined as brand partners that, as of the measurement date, have been with Pattern for more than twelve months since we first generated over $1,000 in revenue attributable to such brand partner. "New brand partners" are defined as all other brand partners that are not existing brand partners. For purposes of our NRR calculation, for those existing brand partners that, as of the measurement date, have been with Pattern for more than twelve full months but less than 24 full months since we first generated over $1,000 in revenue attributable to such brand partner, we only include current period revenue for the corresponding months in the current period for which the brand partner had attributable revenue in the previous period. For example, when calculating NRR as of June 30, 2026 for a brand partner that Pattern first generated over $1,000 of attributable revenue in December 2024, we would only include that brand partner's attributable revenue from December 2025 through June 2026 in the numerator and that brand partner's attributable revenue from December 2024 through June 2025 in the denominator. Current period revenue includes the impact of any expansion, contraction and attrition. NRR excludes revenue attributable to new brand partners during the current period. All revenue attributable to services relating to consulting and design are excluded.

	Six Months Ended June 30,	
(in thousands)	**2025**	**2026**
Net Revenue Retention Rate	118 %	129 %

Adjusted EBITDA

In addition to our results determined in accordance with accounting principles generally accepted in the United States ("GAAP"), we believe that Adjusted EBITDA, a non-GAAP financial measure, is useful in evaluating our operational performance. We calculate Adjusted EBITDA, as net income excluding depreciation and amortization; interest income, net; provision for income taxes; share-based compensation expense and related taxes; indirect initial public offering and secondary offering costs; and other items that we do not consider representative of our underlying operations. We believe it is useful to exclude charges, such as depreciation and amortization and share-based compensation expense from our Adjusted EBITDA because the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations. We believe it is useful to exclude interest income, net; provision for income taxes; and other items that are not components of our core business operations. Non-GAAP financial measures such as Adjusted EBITDA should not be considered in isolation or as an alternative to net income or any other measure of financial performance calculated and prescribed in accordance with GAAP. In addition, Adjusted EBITDA may not be comparable to similarly titled measures in other organizations because other organizations may not calculate Adjusted EBITDA in the same manner as we do, thus limiting its usefulness as a comparative measure.

The following table provides a reconciliation of non-GAAP Adjusted EBITDA to the most directly comparable financial measure presented in accordance with GAAP.

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	**2025**	**2026**	**2025**	**2026**
Net income	$ 23,781	$ 27,499	$ 46,583	$ 56,712
Add (deduct):				
Depreciation and amortization	4,240	5,814	8,285	11,232
Interest income, net	(1,688)	(2,199)	(3,205)	(4,453)
Provision for income taxes	8,068	10,039	16,030	22,369
Other:				
Share-based compensation and related taxes[1]	—	11,796	—	20,831
Indirect initial public offering and secondary offering costs[2]	638	856	1,242	856
Adjusted EBITDA	$ 35,039	$ 53,805	$ 68,935	$ 107,547

(1) Share-based compensation and related taxes include compensation expense for both stock and cash settled restricted stock units and the related employer taxes.
(2) Secondary offering costs relate to fees and expenses incurred in conjunction with an underwritten secondary public offering by a certain stockholder of the Company. Pursuant to the Amended and Restated Investors' Rights Agreement, dated as of September 28, 2021, by and among the Company and the investors listed therein, we are obligated to bear the registration expenses associated with such offering. We did not receive any proceeds from the sale of shares by the selling stockholder.

Components of Results of Consolidated Operations

Revenue

We derive revenue primarily from consumer product sales attributable to brand partners, across a number of categories including health and wellness, beauty and personal care, home and lifestyle, pet, sports and outdoors and consumer electronics, through both domestic and international ecommerce marketplaces. Revenue from the sale of products is recorded when products are shipped to the customer, net of returns allowances. Taxes collected from customers are excluded from revenue.

We also generate revenue through subscription and consulting fees for our comprehensive suite of ecommerce solutions, including advanced advertising and marketing technology, actionable business insights, compliance solutions, logistics and fulfillment support, creative design and strategic growth services.

Cost of Goods Sold

Cost of goods sold consists of the purchase price of inventory sold to customers. Shipping costs to receive products from our brand partners and costs to ship products to third-party fulfillment centers are included in our inventory and recognized as cost of goods sold upon sale of the products to customers.

Operations, General and Administrative

Operations, general and administrative expenses consist of third-party fulfillment costs; payroll and related expenses; warehousing costs; facilities and equipment, including depreciation and amortization, rent and other occupancy expenses; professional and legal fees; as well as costs associated with other general costs for corporate functions, including accounting, finance and human resources.

Fulfillment costs represent those costs incurred from third-party fulfillment centers and in operating and staffing our fulfillment centers, including costs related to buying, receiving, inspecting and warehousing inventories, picking, packaging and preparing customer orders for shipment.

Sales and Marketing

Sales and marketing expenses consist of third-party online marketplace commission fees, targeted online advertising and other marketing expenses, payroll and related expenses for personnel engaged in marketing and selling activities.

Research and Development

Research and development costs include payroll and related expenses for employees involved in the research and development of our technology, development and design of our websites and curation and display of products available on third-party marketplaces.

Results of Consolidated Operations

The following tables set forth our results of operations for the periods presented and express the relationship of certain line items as a percentage of net sales for those periods. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Three Months Ended June 30,		Six Months Ended June 30,	
($ in thousands)	**2025**	**2026**	**2025**	**2026**
Consolidated Statements of Operations				
Revenues	$ 598,150	$ 876,773	$ 1,138,556	$ 1,650,500
Operating expenses:				
Cost of goods sold	341,333	492,410	645,933	925,904
Operations, general and administrative	103,692	165,073	203,768	310,821
Sales and marketing	116,541	170,801	217,220	314,527
Research and development	6,455	12,953	12,098	24,141
Total operating expenses	568,021	841,237	1,079,019	1,575,393
Operating income	30,129	35,536	59,537	75,107
Interest income, net	1,688	2,199	3,205	4,453
Other income (expense), net	32	(197)	(129)	(479)
Income before income taxes	31,849	37,538	62,613	79,081
Provision for income taxes	8,068	10,039	16,030	22,369
Net income	$ 23,781	$ 27,499	$ 46,583	$ 56,712

	Three Months Ended June 30,		Six Months Ended June 30,	
(% of revenue)	**2025**	**2026**	**2025**	**2026**
Revenues	100.0 %	100.0 %	100.0%	100.0%
Operating expenses:				
Cost of goods sold	57.1%	56.2%	56.7%	56.1%
Operations, general and administrative	17.3%	18.8%	17.9%	18.8%
Sales and marketing	19.5%	19.5%	19.1%	19.1%
Research and development	1.1%	1.5%	1.1%	1.5%
Total operating expenses	95.0%	95.9%	94.8%	95.4%
Operating income	5.0%	4.1%	5.2%	4.6%
Interest income, net	0.3%	0.3%	0.3%	0.3%
Other income (expense), net	0.0%	0.0%	0.0%	0.0%
Income before income taxes	5.3%	4.3%	5.5%	4.8%
Provision for income taxes	1.3%	1.1%	1.4%	1.4%
Net income	4.0%	3.1%	4.1%	3.4%

Comparison of the three months ended June 30, 2025 and 2026

Revenue

($ in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	$ Change	% Change
Revenues	$ 598,150	$ 876,773	$ 278,623	46.6%

The increase in revenue was primarily driven by the growth of consumer product sales attributable to existing brand partners, as evidenced by our NRR of 129% for the period ended June 30, 2026. Revenue from Amazon marketplaces increased $239.0 million, or 43%, year-over-year and revenue not attributable to Amazon increased $39.6 million, or 93%, year-over-year. Collectively, international revenue increased $51.2 million, or 87%, year-over-year.

Cost of Goods Sold

($ in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	$ Change	% Change
Cost of goods sold	$ 341,333	$ 492,410	$ 151,077	44.3%

The increase in cost of goods sold was primarily driven by an increase in revenue of 46.6%. The increase in cost of goods sold was smaller than the increase in revenue on a percentage basis, primarily driven by product and brand mix.

Operations, General and Administrative

($ in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	$ Change	% Change
Operations, general and administrative	$ 103,692	$ 165,073	$ 61,381	59.2%

The increase in operations, general and administrative expenses was primarily driven by an increase of $44.5 million in fulfillment costs associated with the increase in consumer product sales and the recognition of $6.6 million of stock-based compensation expense. The remaining $10.2 million increase was primarily driven by an increase in corporate headcount, depreciation, amortization, and rent expense.

Sales and Marketing

($ in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	$ Change	% Change
Sales and marketing	$ 116,541	$ 170,801	$ 54,260	46.6%

The increase in sales and marketing expenses was primarily driven by an increase in marketplace commissions of $39.2 million, which generally grew in line with revenue on a percentage basis, and the recognition of $3.5 million of stock-based compensation expense. Partner marketing and advertising expenses increased $3.2 million year-over-year. The remaining $8.4 million increase was primarily driven by an increase in brand management, sales and marketing, advertising and creative headcount.

Research and Development

($ in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	$ Change	% Change
Research and development	$ 6,455	$ 12,953	$ 6,498	100.7%

The increase in research and development costs was primarily driven by $5.9 million of investments in AI, technology, and headcount of software engineers, data scientists, and other technology professionals that support enhanced platform capabilities and the development of new features. The remaining $0.6 million increase was related to the recognition of stock-based compensation expense.

Provision for Income Taxes

($ in thousands)	Three Months Ended June 30, 2025	Three Months Ended June 30, 2026	$ Change	% Change
Provision for income taxes	$ 8,068	$ 10,039	$ 1,971	24.4%

The change in provision for income taxes was primarily driven by an increase in income before taxes.

Comparison of the six months ended June 30, 2025 and 2026

Revenue

($ in thousands)	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026	$ Change	% Change
Revenues	$ 1,138,556	$ 1,650,500	$ 511,944	45.0%

The increase in revenue was primarily driven by the growth of consumer product sales attributable to existing brand partners, as evidenced by our NRR of 129% for the period ended June 30, 2026. Revenue from Amazon marketplaces increased $433.6 million, or 41%, year-over-year and revenue not attributable to Amazon increase $78.4 million, or 104%, year-over-year. Collectively, international revenue increased $96.6 million, or 93%, year-over-year.

Cost of Goods Sold

($ in thousands)	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026	$ Change	% Change
Cost of goods sold	$ 645,933	$ 925,904	$ 279,971	43.3%

The increase in cost of goods sold was primarily driven by an increase in revenue of 45.0%. The increase in cost of goods sold was smaller than the increase in revenue on a percentage basis, primarily driven by product and brand mix.

Operations, General and Administrative

($ in thousands)	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026	$ Change	% Change
Operations, general and administrative	$ 203,768	$ 310,821	$ 107,053	52.5%

The increase in operations, general and administrative expenses was primarily driven by an increase of $80.1 million in fulfillment costs associated with the increase in consumer product sales and the recognition of $10.7 million of stock-based compensation expense. Depreciation and amortization expense increased $2.9 million primarily driven by business acquisitions and warehouse expansions. The remaining $13.3 million increase was primarily driven by an increase in corporate headcount and rent expense.

Sales and Marketing

($ in thousands)	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026	$ Change	% Change
Sales and marketing	$ 217,220	$ 314,527	$ 97,307	44.8%

The increase in sales and marketing expenses was primarily driven by an increase in marketplace commissions of $71.0 million, which grew generally in line with revenue on a percentage basis, and the recognition of $6.3 million of stock-based compensation expense. Partner marketing and advertising expenses increased $6.7 million year-over-year. The remaining $13.3 million increase was primarily driven by an increase in brand management, sales and marketing, advertising and creative headcount.

Research and Development

($ in thousands)	Six Months Ended June 30, 2025	Six Months Ended June 30, 2026	$ Change	% Change
Research and development	$ 12,098	$ 24,141	$ 12,043	99.5%

The increase in research and development costs was primarily driven by $10.4 million of investments in AI, technology, and headcount of software engineers, data scientists, and other technology professionals that support enhanced platform capabilities and the development of new features. The remaining $1.6 million million increase was related to the recognition of stock-based compensation expense.

Provision for Income Taxes

	Six Months Ended June 30,			
($ in thousands)	2025	2026	$ Change	% Change
Provision for income taxes	$ 16,030	$ 22,369	$ 6,339	39.5%

The change in provision for income taxes was primarily driven by an increase in income before taxes. The higher effective tax rate in 2026 compared to the U.S. federal statutory rate was primarily driven by limitations on the deductibility of stock-based compensation and the impact of loss entities for which no tax benefit is available due to valuation allowances.

Liquidity and Capital Resources

Our principal sources of liquidity are cash and cash equivalents. At June 30, 2026, we had cash and cash equivalents of $345.8 million. We also have access to external sources of liquidity through our revolving credit facility as further described within “Credit Facility” below.

We believe that our cash and cash equivalents, cash from operations and availability under our revolving credit facility will be sufficient to fund our working capital, capital expenditure requirements and contractual obligations for at least the next twelve months. Our opinions concerning liquidity are based on currently available information. To the extent our liquidity assumptions prove to be inaccurate, or if circumstances change, future availability of credit or other sources of financing may be reduced and our liquidity could be adversely affected. In addition, we may choose to raise additional funds at any time through equity or debt financing arrangements, which may or may not be needed for additional working capital, capital expenditures or other strategic investments. Our future capital requirements and the adequacy of available funds will depend on many factors, including those described in the section titled “Risk Factors” included elsewhere in this Quarterly Report on Form 10-Q together with the risks and uncertainties previously disclosed in the section titled “Risk Factors” of the Annual Report on Form 10-K. Depending on the severity and direct impact of these factors on us, we may be unable to secure additional financing to meet our operating requirements on terms favorable to us, or at all.

Historical Cash Flows

The following table sets forth a summary of our cash flow information for the periods presented:

	Six Months Ended June 30,	
(in thousands)	2025	2026
Net cash provided by operating activities	$ 50,445	$ 87,270
Net cash used in investing activities	$ (10,578)	$ (20,196)
Net cash used in financing activities	$ —	$ (10,531)

Operating Activities

Net cash provided by operating activities was $87.3 million for the six months ended June 30, 2026, which primarily consisted of $56.7 million of net income, $36.9 million of non-cash adjustments, such as stock-based compensation, depreciation and amortization expense, and deferred income taxes, and a cash decrease of $6.3 million from the management of working capital.

Net cash provided by operating activities was $50.4 million for the six months ended June 30, 2025, which primarily consisted of $46.6 million of net income, $9.7 million of non-cash adjustments, such as depreciation and amortization expense, and a cash decrease of $5.8 million from the management of working capital.

Investing Activities

Net cash used in investing activities was $20.2 million for the six months ended June 30, 2026, primarily related to capital expenditures for our internally developed software and investments in machinery, warehouse automation and leasehold improvements related to our warehouses and facilities.

Net cash used in investing activities was $10.6 million for the six months ended June 30, 2025, primarily related to capital expenditures for our internally developed software and investments in machinery and leasehold improvements related to our North Las Vegas warehouse and other warehouse automation.

Financing Activities

Net cash used in financing activities was $10.5 million for the six months ended June 30, 2026, primarily related to the payment of $8.1 million for taxes withheld upon the vesting of RSUs and $3.7 million of Series A common stock repurchases. Additionally, we received $1.3 million in proceeds from our employee stock purchase plan.

Net cash used in financing activities was zero for the six months ended June 30, 2025.

Credit Facility

As of June 30, 2026, we were party to a revolving credit facility with JPMorgan Chase Bank, N.A. and other lenders pursuant to the Credit Agreement dated September 4, 2025 (the "Credit Facility"). The Credit Facility provides for non-amortizing revolving loans in the aggregate principal amount of up to $150 million, with the option to increase the aggregate principal amount up to $250 million under certain conditions subject to lender approval. The Credit Facility matures in September 2030. The revolving line of credit bears interest at a variable base rate plus an applicable margin ranging from 0.50% to 2.00%. We are required to pay commitment fees on the unused portion that range from 0.20% to 0.25% per annum. Our obligations under the Credit Facility are guaranteed by certain of our subsidiaries and are secured by a first priority lien on substantially all of our tangible and intangible property.

We are required to maintain compliance as of the end of each calendar quarter with the following financial covenants:

- a consolidated fixed charge coverage ratio on a trailing 12-month basis of no less than 1.25 to 1.00; and
- a consolidated net leverage ratio on a trailing 12-month basis not greater than 4.00 to 1.00.

As of June 30, 2026, we had no outstanding borrowings under the Credit Facility and we had a $150 million borrowing capacity under the Credit Facility. As of June 30, 2026, we were in compliance with the related financial covenants under the Credit Facility. For additional information, see Note 6—Credit Facilities, in the section titled "Notes to Condensed Consolidated Financial Statements" included elsewhere in this Quarterly Report on Form 10-Q.

Contractual Obligations and Commitments

We have contractual obligations and other commitments that will need to be funded in the future, in addition to our working capital, capital expenditures and other strategic initiatives. Material contractual obligations relate to operating lease obligations for corporate offices and warehouses.

As of June 30, 2026, there have been no material changes to the contractual obligations or commitments from those described under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Annual Report on Form 10-K.

Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of our consolidated financial statements and related disclosures requires us to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We believe that the estimates, assumptions and judgments involved in the accounting policies described below involve a significant level of estimation uncertainty and have the greatest potential impact on our financial condition and results of operations and, therefore, we consider these to be our critical accounting policies. Accordingly, we evaluate our estimates, assumptions and judgments on an ongoing basis. Our actual results may differ from these estimates under different assumptions, judgments and conditions. Refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Annual Report on Form 10-K for further information on our critical accounting estimates and policies.

Recent Accounting Pronouncements

Information regarding recent accounting pronouncements is included in Note 2—Summary of Significant Accounting Policies, in the Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have operations both within the United States and internationally, and we are exposed to market risks in the ordinary course of our business, including the effects of foreign currency fluctuations, interest rate changes and inflation. Information relating to quantitative and qualitative disclosures about these market risks is below.

Foreign Currency Risk

A significant majority of our sales are denominated in the prevailing currencies of the countries in which we operate. Additionally, our operating expenses are largely denominated in the currencies of the countries in which our operations are located or in which revenue is generated. Therefore, our operations are not currently subject to significant foreign currency risk on a regional basis. However, as our international business has grown, we have faced corresponding exposure to adverse movements in foreign currency exchange rates, as the financial results of our international operations are translated from local currency, or functional currency, into U.S. dollars upon consolidation. Fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our condensed consolidated statements of operations. To date, foreign currency transaction gains and losses have not been material to our financial statements, and we have not engaged in any foreign currency hedging transactions, but we may consider doing so in the future as our international operations grow. The effect of foreign currency exchange on our business historically has varied from quarter to quarter and may continue to do so, potentially materially. In addition, global economic conditions may result in changes in exchange rates, and in particular a weakening of foreign currencies relative to the U.S. dollar may negatively affect our revenue as expressed in U.S. dollars.

Interest Rate Risk

Our cash equivalents consist primarily of money market accounts and have an original maturity date of 90 days or less. The fair value of our cash and cash equivalents would not be significantly affected by either an increase or decrease in interest rates due mainly to the short-term nature of these instruments. Any future borrowings incurred under our revolving credit facility will accrue interest at a floating rate based on a formula tied to certain market rates at the time of incurrence. A 10% increase or decrease in interest rates would not have a material effect on our interest income or expense.

Inflation Risk

We continue to monitor the impact of inflation in order to minimize its effects through pricing strategies, productivity improvements and cost reductions. If our costs were to be subject to more significant inflationary pressures, we are generally able to offset such higher costs through price increases or other cost efficiency measures. Our inability or failure to do so could harm our business, financial condition and results of operations.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, has conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of the end of the period covered by this report. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to management, including the chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure. Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of such date.

Changes in Internal Control Over Financial Reporting

There were no changes to our internal controls over financial reporting that occurred during the quarter ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

A control system, no matter how well designed and operated, can provide only reasonable, not absolute assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Information regarding legal proceedings is included in Note 10—Commitments and Contingencies, in the Notes to Condensed Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q and is incorporated by reference herein.

Item 1A. Risk Factors

Except as set forth below, there have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K. The following risk factor is new and should be considered in addition to those previously disclosed:

We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value. Stock repurchases could also increase the volatility of our stock and could diminish our liquidity.

Our board of directors authorized a share repurchase program on March 2, 2026, allowing us to purchase up to $100 million in shares of our Series A common stock. The program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares of our Series A common stock on any particular timetable, and may be suspended, modified, or terminated at any time, without prior notice. We cannot guarantee that the program will be fully consummated or that it will enhance long-term stockholder value. Further, stock repurchases could affect the market price of our Series A common stock or increase its volatility and decrease our cash balances and/or our liquidity.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered sales of equity securities

None.

Issuer Purchases of Equity Securities

On March 2, 2026, the board of directors of the Company authorized a share repurchase program (the "Share Repurchase Program"), pursuant to which we may repurchase up to $100 million in the aggregate of our issued and outstanding shares of Series A common stock by means of open market transactions, privately negotiated transactions or other means, including pursuant to Rule 10b5-1 plans. Our Share Repurchase Program does not have a time limit. The timing and number of shares repurchased under the Share Repurchase Program will depend on a variety of factors, including stock price, trading volume, and general business and market conditions. The Share Repurchase Program does not obligate us to acquire a specified number of shares, and may be suspended, modified, or terminated at any time, without prior notice. Repurchases under the Share Repurchase Program are expected to be funded from a combination of existing cash balances and future cash flow.

The following table summarizes our purchases of Series A common stock under the Share Repurchase Program during the three months ended June 30, 2026:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in millions)
April 1, 2026 - April 30, 2026	7,800	$ 11.98	7,800	$ 96.3
May 1, 2026 - May 31, 2026	—	$ —	—	$ 96.3
June 1, 2026 - June 30, 2026	—	$ —	—	$ 96.3
Total	7,800		7,800	

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Securities Trading Plans of Directors or Executive Officers

During the three months ended June 30, 2026, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, terminated or modified the amount, pricing or provisions in a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading agreement” (each as defined in Item 408 of Regulation S-K).

Item 6. Exhibits

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q, or are incorporated herein by reference, in each case as indicated below:

Exhibit Number	Exhibit Title	Form	File No.	Exhibit No.	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of Pattern Group Inc.	8-K	001-42852	3.1	9/24/2025	
3.2	Amended and Restated Bylaws of Pattern Group Inc.	8-K	001-42852	3.2	9/24/2025	
4.1	Form of Series A common stock	S-1/A	333-289810	4.1	9/10/2025	
4.2	Amended and Restated Investors’ Rights Agreement, dated September 28, 2021, by and among the Registrant and certain of its stockholders.	S-1	333-289810	4.2	8/22/2025	
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X

Exhibit Number	Exhibit Title	Form	File No.	Exhibit No.	Filing Date	Filed Herewith
101	The following financial information from Pattern Group Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2026 formatted in Inline XBRL (Extensible Business Reporting Language) includes: (i) the Condensed Consolidated Statements of Operations, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Statements of Cash Flows, (iv) the Condensed Consolidated Balance Sheets, (v) the Condensed Consolidated Statements of Changes in Convertible Preferred Stock and Stockholders' Equity, and (vi) Notes to the Condensed Consolidated Financial Statements.					
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101).					

* The certifications attached as Exhibits 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are deemed “furnished” and not “filed” for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent specifically incorporated by reference into such filing.

SIGNATURES

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

PATTERN GROUP INC.

Date: August 6, 2026	By:	/s/ David Wright
	Name:	David Wright
	Title:	Chief Executive Officer (Principal Executive Officer)
Date: August 6, 2026	By:	/s/ Jason Beesley
	Name:	Jason Beesley
	Title:	Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A)

I, David Wright, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pattern Group 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 the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2026

/s/ David Wright

David Wright
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A)

I, Jason Beesley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pattern Group 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 the registrant’s board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 6, 2026

/s/ Jason Beesley

Jason Beesley
Chief Financial Officer

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

In connection with the Quarterly Report on Form 10-Q of Pattern Group Inc. (the “Company”) for the period ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David Wright, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 6, 2026	/s/ David Wright
	David Wright
	Chief Executive Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification is being furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. This certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of Pattern Group Inc. (the "Company") for the period ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jason Beesley, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 6, 2026

/s/ Jason Beesley

Jason Beesley
Chief Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification is being furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. This certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.