

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 10-Q**

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

For the quarterly period ended February 17, 2019

or

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

Commission file number 0-20355

**Costco Wholesale Corporation**

(Exact name of registrant as specified in its charter)

**Washington**

(State or other jurisdiction of  
incorporation or organization)

**91-1223280**

(I.R.S. Employer Identification No.)

**999 Lake Drive, Issaquah, WA 98027**

(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code): **(425) 313-8100**

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post 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 number of shares outstanding of the issuer's common stock as of March 6, 2019 was 439,880,257.

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Item 1—Financial Statements

**PART I—FINANCIAL INFORMATION**  
**COSTCO WHOLESALE CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(amounts in millions, except par value and share data)  
(unaudited)

|   | February 17,<br>2019 | September 2,<br>2018 |
|---|----------------------|----------------------|
| <b>ASSETS</b>   |                      |                      |
| <b>CURRENT ASSETS</b>   |                      |                      |
| Cash and cash equivalents   | \$ 6,080             | \$ 6,055             |
| Short-term investments  | 1,042                | 1,204                |
| Receivables, net  | 1,995                | 1,669                |
| Merchandise inventories   | 11,356               | 11,040               |
| Other current assets  | 1,175                | 321                  |
| Total current assets  | 21,648               | 20,289               |
| <b>PROPERTY AND EQUIPMENT</b>   |                      |                      |
| Land  | 6,300                | 6,193                |
| Buildings and improvements  | 16,533               | 16,107               |
| Equipment and fixtures  | 7,704                | 7,274                |
| Construction in progress  | 1,165                | 1,140                |
|   | 31,702               | 30,714               |
| Less accumulated depreciation and amortization  | (11,557)             | (11,033)             |
| Net property and equipment  | 20,145               | 19,681               |
| <b>OTHER ASSETS</b>   | 1,006                | 860                  |
| <b>TOTAL ASSETS</b>   | <b>\$ 42,799</b>     | <b>\$ 40,830</b>     |
| <b>LIABILITIES AND EQUITY</b>   |                      |                      |
| <b>CURRENT LIABILITIES</b>  |                      |                      |
| Accounts payable  | \$ 10,711            | \$ 11,237            |
| Accrued salaries and benefits   | 3,173                | 2,994                |
| Accrued member rewards  | 1,130                | 1,057                |
| Deferred membership fees  | 1,735                | 1,624                |
| Current portion of long-term debt   | 1,698                | 90                   |
| Other current liabilities   | 4,003                | 2,924                |
| Total current liabilities   | 22,450               | 19,926               |
| <b>LONG-TERM DEBT, excluding current portion</b>  | 4,794                | 6,487                |
| <b>OTHER LIABILITIES</b>  | 1,372                | 1,314                |
| Total liabilities   | 28,616               | 27,727               |
| <b>COMMITMENTS AND CONTINGENCIES</b>  |                      |                      |
| <b>EQUITY</b>   |                      |                      |
| Preferred stock \$0.01 par value; 100,000,000 shares authorized; no shares issued and outstanding                       | 0                    | 0                    |
| Common stock \$0.01 par value; 900,000,000 shares authorized; 439,989,000 and 438,189,000 shares issued and outstanding | 4                    | 4                    |
| Additional paid-in capital  | 6,218                | 6,107                |
| Accumulated other comprehensive loss  | (1,280)              | (1,199)              |
| Retained earnings   | 8,916                | 7,887                |
| Total Costco stockholders' equity   | 13,858               | 12,799               |
| Noncontrolling interests  | 325                  | 304                  |
| Total equity  | 14,183               | 13,103               |
| <b>TOTAL LIABILITIES AND EQUITY</b>   | <b>\$ 42,799</b>     | <b>\$ 40,830</b>     |

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



**COSTCO WHOLESALE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(amounts in millions, except per share data)  
(unaudited)

|  | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| <b>REVENUE</b>   |                      |                      |                      |                      |
| Net sales  | \$ 34,628            | \$ 32,279            | \$ 68,939            | \$ 63,396            |
| Membership fees  | 768                  | 716                  | 1,526                | 1,408                |
| Total revenue  | 35,396               | 32,995               | 70,465               | 64,804               |
| <b>OPERATING EXPENSES</b>                                  |                      |                      |                      |                      |
| Merchandise costs  | 30,720               | 28,733               | 61,343               | 56,350               |
| Selling, general and administrative                        | 3,464                | 3,234                | 6,939                | 6,458                |
| Preopening expenses  | 9                    | 12                   | 31                   | 29                   |
| Operating income   | 1,203                | 1,016                | 2,152                | 1,967                |
| <b>OTHER INCOME (EXPENSE)</b>                              |                      |                      |                      |                      |
| Interest expense   | (34)                 | (37)                 | (70)                 | (74)                 |
| Interest income and other, net                             | 46                   | 7                    | 68                   | 29                   |
| <b>INCOME BEFORE INCOME TAXES</b>                          | 1,215                | 986                  | 2,150                | 1,922                |
| Provision for income taxes                                 | 314                  | 273                  | 472                  | 558                  |
| Net income including noncontrolling interests              | 901                  | 713                  | 1,678                | 1,364                |
| Net income attributable to noncontrolling interests        | (12)                 | (12)                 | (22)                 | (23)                 |
| <b>NET INCOME ATTRIBUTABLE TO COSTCO</b>                   | <u>\$ 889</u>        | <u>\$ 701</u>        | <u>\$ 1,656</u>      | <u>\$ 1,341</u>      |
| <b>NET INCOME PER COMMON SHARE ATTRIBUTABLE TO COSTCO:</b> |                      |                      |                      |                      |
| Basic  | <u>\$ 2.02</u>       | <u>\$ 1.60</u>       | <u>\$ 3.77</u>       | <u>\$ 3.06</u>       |
| Diluted  | <u>\$ 2.01</u>       | <u>\$ 1.59</u>       | <u>\$ 3.74</u>       | <u>\$ 3.04</u>       |
| Shares used in calculation (000's):                        |                      |                      |                      |                      |
| Basic  | 440,284              | 439,022              | 439,721              | 438,494              |
| Diluted  | 442,337              | 441,568              | 442,535              | 441,201              |

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

**COSTCO WHOLESALE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(amounts in millions)  
(unaudited)

|   | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| <b>NET INCOME INCLUDING NONCONTROLLING INTERESTS</b>                | \$ 901               | \$ 713               | \$ 1,678             | \$ 1,364             |
| Foreign-currency translation adjustment and other, net              | 52                   | 150                  | (82)                 | 127                  |
| Comprehensive income  | 953                  | 863                  | 1,596                | 1,491                |
| Less: Comprehensive income attributable to noncontrolling interests | 13                   | 22                   | 21                   | 33                   |
| <b>COMPREHENSIVE INCOME ATTRIBUTABLE TO COSTCO</b>                  | \$ 940               | \$ 841               | \$ 1,575             | \$ 1,458             |

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

**COSTCO WHOLESALE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**  
(amounts in millions)  
(unaudited)

12 Weeks Ended February 17, 2019

|   | Common Stock      |             | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings | Total Costco<br>Stockholders'<br>Equity | Noncontrolling<br>Interests | Total<br>Equity  |
|---|-------------------|-------------|----------------------------------|--|----------------------|---|-----------------------------|------------------|
|   | Shares<br>(000's) | Amount      |                                  |  |                      |   |                             |                  |
| BALANCE AT<br>NOVEMBER 25, 2018   | 440,546           | \$ 4        | \$ 6,107                         | \$ (1,331)   | \$ 8,387             | \$ 13,167                               | \$ 312                      | \$ 13,479        |
| Net income  | —                 | —           | —                                | —  | 889                  | 889                                     | 12                          | 901              |
| Foreign-currency<br>translation<br>adjustment and<br>other, net                 | —                 | —           | —                                | 51   | —                    | 51                                      | 1                           | 52               |
| Stock-based<br>compensation   | —                 | —           | 119                              | —  | —                    | 119                                     | —                           | 119              |
| Release of vested<br>restricted stock units<br>(RSUs), including<br>tax effects | 4                 | —           | —                                | —  | —                    | —                                       | —                           | —                |
| Repurchases of<br>common stock  | (561)             | —           | (8)                              | —  | (109)                | (117)                                   | —                           | (117)            |
| Cash dividend<br>declared and other   | —                 | —           | —                                | —  | (251)                | (251)                                   | —                           | (251)            |
| BALANCE AT<br>FEBRUARY 17, 2019   | <u>439,989</u>    | <u>\$ 4</u> | <u>\$ 6,218</u>                  | <u>\$ (1,280)</u>                                      | <u>\$ 8,916</u>      | <u>\$ 13,858</u>                        | <u>\$ 325</u>               | <u>\$ 14,183</u> |

12 Weeks Ended February 18, 2018

|   | Common Stock      |             | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings | Total Costco<br>Stockholders'<br>Equity | Noncontrolling<br>Interests | Total<br>Equity  |
|---|-------------------|-------------|----------------------------------|--|----------------------|---|-----------------------------|------------------|
|   | Shares<br>(000's) | Amount      |                                  |  |                      |   |                             |                  |
| BALANCE AT<br>NOVEMBER 26, 2017                                 | 439,185           | \$ 4        | \$ 5,811                         | \$ (1,037)   | \$ 6,300             | \$ 11,078                               | \$ 278                      | \$ 11,356        |
| Net income  | —                 | —           | —                                | —  | 701                  | 701                                     | 12                          | 713              |
| Foreign-currency<br>translation<br>adjustment and<br>other, net | —                 | —           | —                                | 140  | —                    | 140                                     | 10                          | 150              |
| Stock-based<br>compensation                                     | —                 | —           | 113                              | —  | —                    | 113                                     | —                           | 113              |
| Release of vested<br>RSUs, including tax<br>effects             | 11                | —           | —                                | —  | —                    | —                                       | —                           | —                |
| Repurchases of<br>common stock                                  | (313)             | —           | (4)                              | —  | (55)                 | (59)                                    | —                           | (59)             |
| Cash dividend<br>declared and other                             | —                 | —           | —                                | —  | (219)                | (219)                                   | (1)                         | (220)            |
| BALANCE AT<br>FEBRUARY 18, 2018                                 | <u>438,883</u>    | <u>\$ 4</u> | <u>\$ 5,920</u>                  | <u>\$ (897)</u>  | <u>\$ 6,727</u>      | <u>\$ 11,754</u>                        | <u>\$ 299</u>               | <u>\$ 12,053</u> |

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

**COSTCO WHOLESALE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**  
(amounts in millions)  
(unaudited)

**24 Weeks Ended February 17, 2019**

|   | Common Stock      |             | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings | Total Costco<br>Stockholders'<br>Equity | Noncontrolling<br>Interests | Total<br>Equity  |
|---|-------------------|-------------|----------------------------------|--|----------------------|---|-----------------------------|------------------|
|   | Shares<br>(000's) | Amount      |                                  |  |                      |   |                             |                  |
| BALANCE AT<br>SEPTEMBER 2, 2018   | 438,189           | \$ 4        | \$ 6,107                         | \$ (1,199)   | \$ 7,887             | \$ 12,799                               | \$ 304                      | \$ 13,103        |
| Net income  | —                 | —           | —                                | —  | 1,656                | 1,656                                   | 22                          | 1,678            |
| Foreign-currency<br>translation<br>adjustment and<br>other, net                 | —                 | —           | —                                | (81)   | —                    | (81)                                    | (1)                         | (82)             |
| Stock-based<br>compensation   | —                 | —           | 391                              | —  | —                    | 391                                     | —                           | 391              |
| Release of vested<br>restricted stock units<br>(RSUs), including<br>tax effects | 2,511             | —           | (270)                            | —  | —                    | (270)                                   | —                           | (270)            |
| Repurchases of<br>common stock  | (711)             | —           | (10)                             | —  | (141)                | (151)                                   | —                           | (151)            |
| Cash dividend<br>declared and other   | —                 | —           | —                                | —  | (486)                | (486)                                   | —                           | (486)            |
| BALANCE AT<br>FEBRUARY 17, 2019   | <u>439,989</u>    | <u>\$ 4</u> | <u>\$ 6,218</u>                  | <u>\$ (1,280)</u>                                      | <u>\$ 8,916</u>      | <u>\$ 13,858</u>                        | <u>\$ 325</u>               | <u>\$ 14,183</u> |

**24 Weeks Ended February 18, 2018**

|   | Common Stock      |             | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Retained<br>Earnings | Total Costco<br>Stockholders'<br>Equity | Noncontrolling<br>Interests | Total<br>Equity  |
|---|-------------------|-------------|----------------------------------|--|----------------------|---|-----------------------------|------------------|
|   | Shares<br>(000's) | Amount      |                                  |  |                      |   |                             |                  |
| BALANCE AT<br>SEPTEMBER 3, 2017                                 | 437,204           | \$ 4        | \$ 5,800                         | \$ (1,014)   | \$ 5,988             | \$ 10,778                               | \$ 301                      | \$ 11,079        |
| Net income  | —                 | —           | —                                | —  | 1,341                | 1,341                                   | 23                          | 1,364            |
| Foreign-currency<br>translation<br>adjustment and<br>other, net | —                 | —           | —                                | 117  | —                    | 117                                     | 10                          | 127              |
| Stock-based<br>compensation                                     | —                 | —           | 348                              | —  | —                    | 348                                     | —                           | 348              |
| Release of vested<br>RSUs, including tax<br>effects             | 2,726             | —           | (216)                            | —  | —                    | (216)                                   | —                           | (216)            |
| Repurchases of<br>common stock                                  | (1,047)           | —           | (14)                             | —  | (164)                | (178)                                   | —                           | (178)            |
| Cash dividend<br>declared and other                             | —                 | —           | 2                                | —  | (438)                | (436)                                   | (35)                        | (471)            |
| BALANCE AT<br>FEBRUARY 18, 2018                                 | <u>438,883</u>    | <u>\$ 4</u> | <u>\$ 5,920</u>                  | <u>\$ (897)</u>  | <u>\$ 6,727</u>      | <u>\$ 11,754</u>                        | <u>\$ 299</u>               | <u>\$ 12,053</u> |

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

**COSTCO WHOLESALE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(amounts in millions)  
(unaudited)

|  | 24 Weeks Ended       |                      |
|--|----------------------|----------------------|
|  | February 17,<br>2019 | February 18,<br>2018 |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>  |                      |                      |
| Net income including noncontrolling interests  | \$ 1,678             | \$ 1,364             |
| Adjustments to reconcile net income including noncontrolling interests to net cash provided by operating activities: |                      |                      |
| Depreciation and amortization  | 683                  | 679                  |
| Stock-based compensation   | 389                  | 346                  |
| Other non-cash operating activities, net   | 6                    | 10                   |
| Deferred income taxes  | (27)                 | (64)                 |
| Changes in operating assets and liabilities:   |                      |                      |
| Merchandise inventories  | (449)                | (802)                |
| Accounts payable   | (684)                | 486                  |
| Other operating assets and liabilities, net  | 362                  | 96                   |
| Net cash provided by operating activities  | 1,958                | 2,115                |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>  |                      |                      |
| Purchases of short-term investments  | (457)                | (407)                |
| Maturities and sales of short-term investments   | 621                  | 588                  |
| Additions to property and equipment  | (1,317)              | (1,328)              |
| Other investing activities, net  | (18)                 | (11)                 |
| Net cash used in investing activities  | (1,171)              | (1,158)              |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>  |                      |                      |
| Change in bank payments outstanding  | 262                  | (33)                 |
| Repayments of long-term debt   | (89)                 | (58)                 |
| Tax withholdings on stock-based awards   | (270)                | (216)                |
| Repurchases of common stock  | (149)                | (184)                |
| Cash dividend payments   | (501)                | (220)                |
| Other financing activities, net  | (2)                  | (37)                 |
| Net cash used in financing activities  | (749)                | (748)                |
| <b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>  |                      |                      |
| Net change in cash and cash equivalents  | 25                   | 235                  |
| <b>CASH AND CASH EQUIVALENTS BEGINNING OF YEAR</b>   |                      |                      |
|  | 6,055                | 4,546                |
| <b>CASH AND CASH EQUIVALENTS END OF PERIOD</b>   |                      |                      |
|  | \$ 6,080             | \$ 4,781             |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>   |                      |                      |
| Cash paid during the first half of year for:   |                      |                      |
| Interest (reduced by \$12 and \$7, interest capitalized in 2019 and 2018, respectively)                              | \$ 68                | \$ 78                |
| Income taxes, net  | \$ 677               | \$ 661               |
| <b>SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES:</b>   |                      |                      |
| Cash dividend declared, but not yet paid   | \$ 251               | \$ 219               |

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

**COSTCO WHOLESALE CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in millions, except share, per share, and warehouse count data)**  
**(unaudited)**

**Note 1—Summary of Significant Accounting Policies**

*Description of Business*

Costco Wholesale Corporation (Costco or the Company), a Washington corporation, and its subsidiaries operate membership warehouses based on the concept that offering members low prices on a limited selection of nationally-branded and private-label products in a wide range of merchandise categories will produce high sales volumes and rapid inventory turnover. For the period ended February 17, 2019, Costco operated 769 warehouses worldwide: 534 in the United States (U.S.) located in 44 states, Washington, D.C., and Puerto Rico, 100 in Canada, 39 in Mexico, 28 in the United Kingdom (U.K.), 26 in Japan, 15 in Korea, 13 in Taiwan, 10 in Australia, two in Spain, and one each in Iceland and France. The Company operates e-commerce websites in the U.S., Canada, Mexico, U.K., Korea, and Taiwan.

*Basis of Presentation*

The condensed consolidated financial statements include the accounts of Costco, its wholly-owned subsidiaries, and subsidiaries in which it has a controlling interest. The Company reports noncontrolling interests in consolidated entities as a component of equity separate from the Company's equity. All material inter-company transactions between and among the Company and its consolidated subsidiaries have been eliminated in consolidation. The Company's net income excludes income attributable to the noncontrolling interest in Taiwan. During the first quarter of 2018, the Company purchased its former joint venture partner's remaining equity interest in its Korean operations. Unless otherwise noted, references to net income relate to net income attributable to Costco.

These unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q for interim financial reporting pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). While these statements reflect all normal recurring adjustments that are, in the opinion of management, necessary for fair presentation of the results of the interim period, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles (U.S. GAAP) for complete financial statements. Therefore, the interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company's Annual Report filed on Form 10-K for the fiscal year ended September 2, 2018.

*Fiscal Year End*

The Company operates on a 52/53 week fiscal year basis, with the fiscal year ending on the Sunday closest to August 31. Fiscal 2019 is a 52 week year ending on September 1, 2019. References to the second quarter of 2019 and 2018 relate to the 12 week fiscal quarters ended February 17, 2019, and February 18, 2018, respectively. References to the first half of 2019 and 2018 relate to the 24 weeks ended February 17, 2019, and February 18, 2018, respectively.

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and assumptions.

*Revenue Recognition*

The Company recognizes sales for the amount of consideration collected from the member, which includes gross shipping fees where applicable, and is net of sales taxes collected and remitted to government agencies and merchandise returns. The Company reserves for estimated sales returns based on historical trends in merchandise returns and reduces sales and merchandise costs accordingly. The Company records, on a gross basis, a refund liability and an asset for recovery, which are included in other current liabilities and other current assets, respectively, in the condensed consolidated balance sheets.

**Merchandise Sales** - The Company offers merchandise in the following core merchandise categories: food and sundries, hardlines, softlines, and fresh foods. The Company also provides expanded products and services through warehouse ancillary and other businesses. The majority of revenue from merchandise sales is recognized at the point of sale. Revenue generated through e-commerce or special orders is recognized upon shipment to the member to the extent there is no installation provided as a part of the contract. For merchandise shipped directly to the member, shipping and handling costs are expensed as incurred as fulfillment costs and included in merchandise costs in the condensed consolidated statements of income. In certain ancillary businesses, revenue is deferred until the member picks up merchandise at the warehouse. Deferred sales are included in other current liabilities in the condensed consolidated balance sheets.

**Principal Versus Agent** - The Company is the principal for the majority of its transactions and recognizes revenue on a gross basis. The Company is the principal when it has control of the merchandise or service before it is transferred to the member, which generally is established when Costco is primarily responsible for merchandising decisions, maintains the relationship with the member, including assurance of member service and satisfaction, and has pricing discretion.

**Membership Fees** - The Company accounts for membership fee revenue, net of refunds, on a deferred basis, ratably over the one-year membership period. For the first half of 2019, the Company recognized \$1,526 of membership fees, of which \$1,144 was included in deferred membership at the end of 2018.

In certain countries, the Company's Executive members qualify for a 2% reward on qualified purchases (up to a maximum reward of approximately \$1,000 per year), which does not expire and can be redeemed only at Costco warehouses. The Company accounts for this reward as a reduction in sales, net of the estimated impact of non-redemptions (breakage), with the corresponding liability classified as accrued member rewards in the condensed consolidated balance sheets. Estimated breakage is computed based on redemption data. In the second quarter of 2019 and 2018 the net reduction in sales was \$364 and \$329, respectively. In the first half of 2019 and 2018 the net reduction in sales was \$714 and \$646, respectively.

**Cash Cards** - The Company sells and otherwise provides proprietary cash cards that do not expire and are redeemable at the warehouse or online for merchandise or membership. Revenue from cash cards is recognized upon redemption, and estimated breakage is recognized based on redemption data. The Company accounts for outstanding cash card balances as a cash card liability, net of estimated breakage and as of February 17, 2019, and September 2, 2018, the cash card liability was not material.

**Co-Brand Credit Card Program** - Citibank, N.A. ("Citi") became the exclusive issuer of co-branded credit cards to U.S. members in June 2016. The Company receives various forms of consideration, including a royalty on purchases made on the card outside of Costco, a portion of which is used to fund the rebate that cardholders receive after giving rise to estimated breakage. The rebates are issued in February and expire on December 31 of each year. Breakage is estimated based on redemption data.

#### *Recent Accounting Pronouncements Adopted*

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, providing for changes in the recognition of revenue from contracts with customers. The guidance requires disclosures sufficient to describe the nature, amount, timing, and uncertainty of revenue and cash flows. The Company adopted the standard in the first quarter of 2019, using the modified retrospective approach and recorded a cumulative effect adjustment of \$16 as an increase to retained earnings, which is included in cash dividend declared and other in the condensed consolidated statements of equity.

The standard impacted the presentation and timing of certain revenue transactions. Specifically, the changes included gross presentation of the Company's estimate of merchandise returns reserve and related recoverable assets, recognizing cash card breakage over the period of redemption, and accelerating the recognition of certain e-commerce and special order sales. Additionally, the Company's evaluation under the standard of its status as a principal in certain vendor arrangements resulted in the recognition of additional sales on a gross basis.

The effect of the standard on the Company's condensed consolidated balance sheet was an increase to other current liabilities and other current assets of \$649 and \$731 at adoption and at the end of the second quarter of 2019, respectively, related to the estimate of merchandise returns reserve and the related recoverable assets.

The effect of the adoption of this standard on the Company's condensed consolidated statement of income is as follows:

|   | As Reported | ASU 2014-09 Effect | Excluding ASU 2014-09 Effect |
|---|-------------|--------------------|------------------------------|
| <b>12 Weeks Ended February 17, 2019</b> |             |                    |                              |
| Net Sales                               | \$ 34,628   | \$ 179             | \$ 34,449                    |
| Merchandise Costs                       | 30,720      | 183                | 30,537                       |
| Gross Margin <sup>(1)</sup>             | 3,908       | (4)                | 3,912                        |
| <b>24 Weeks Ended February 17, 2019</b> |             |                    |                              |
| Net Sales                               | \$ 68,939   | \$ 519             | \$ 68,420                    |
| Merchandise Costs                       | 61,343      | 514                | 60,829                       |
| Gross Margin <sup>(1)</sup>             | 7,596       | 5                  | 7,591                        |

(1) Net sales less merchandise costs.

For related disaggregated revenue disclosures, see Note 10.

#### *Recent Accounting Pronouncements Not Yet Adopted*

In February 2016, the FASB issued ASU 2016-02, which requires recognition on the balance sheet of rights and obligations created by leases with terms greater than twelve months. The standard is effective for fiscal years and interim periods within those years beginning after December 15, 2018, with early adoption permitted. The Company plans to adopt this guidance at the beginning of its first quarter of fiscal 2020 and utilize the transition option, which allows for a cumulative-effect adjustment in the period of adoption and does not require application of the guidance to comparative periods. The primary effect of adoption will be recording right-of-use assets and corresponding lease obligations for current operating leases. The adoption is expected to have a material impact on the Company's consolidated balance sheets, but not on the consolidated statements of income or cash flows. The Company is reviewing current accounting policies and related disclosures, and evaluating changes to business processes, systems and controls to support adoption of the new standard, which includes implementing a new lease accounting system.

**Note 2—Investments**

The Company's investments were as follows:

| <b>February 17, 2019:</b>           | <b>Cost<br/>Basis</b> | <b>Unrealized<br/>Loss, Net</b> | <b>Recorded<br/>Basis</b> |
|-------------------------------------|-----------------------|---------------------------------|---------------------------|
| <b>Available-for-sale:</b>          |                       |                                 |                           |
| Government and agency securities    | \$ 892                | \$ (8)                          | \$ 884                    |
| <b>Held-to-maturity:</b>            |                       |                                 |                           |
| Certificates of deposit             | 158                   |                                 | 158                       |
| <b>Total short-term investments</b> | <b>\$ 1,050</b>       | <b>\$ (8)</b>                   | <b>\$ 1,042</b>           |

| <b>September 2, 2018:</b>           | <b>Cost<br/>Basis</b> | <b>Unrealized<br/>Loss, Net</b> | <b>Recorded<br/>Basis</b> |
|-------------------------------------|-----------------------|---------------------------------|---------------------------|
| <b>Available-for-sale:</b>          |                       |                                 |                           |
| Government and agency securities    | \$ 912                | \$ (14)                         | \$ 898                    |
| <b>Held-to-maturity:</b>            |                       |                                 |                           |
| Certificates of deposit             | 306                   |                                 | 306                       |
| <b>Total short-term investments</b> | <b>\$ 1,218</b>       | <b>\$ (14)</b>                  | <b>\$ 1,204</b>           |

Gross unrealized gains and losses on available-for-sale securities were not material for the second quarter and first half of 2019 and 2018. At February 17, 2019, and September 2, 2018, available-for-sale securities that were in a continuous unrealized-loss position were not material.

There were no sales of available-for-sale securities during the first half of 2019. Proceeds from sales of available-for-sale securities were immaterial and \$39 during the second quarter and first half of 2018, respectively. Gross realized gains and losses for these sales were immaterial.

The maturities of available-for-sale and held-to-maturity securities at February 17, 2019, were as follows:

|                                       | <b>Available-For-Sale</b> |                   | <b>Held-To-Maturity</b> |
|---------------------------------------|---------------------------|-------------------|-------------------------|
|                                       | <b>Cost Basis</b>         | <b>Fair Value</b> |                         |
| Due in one year or less               | \$ 403                    | \$ 401            | \$ 158                  |
| Due after one year through five years | 458                       | 452               | 0                       |
| Due after five years                  | 31                        | 31                | 0                       |
| <b>Total</b>                          | <b>\$ 892</b>             | <b>\$ 884</b>     | <b>\$ 158</b>           |

**Note 3—Fair Value Measurement**

*Assets and Liabilities Measured at Fair Value on a Recurring Basis*

The tables below present information regarding financial assets and financial liabilities that are measured at fair value on a recurring basis and indicate the level within the hierarchy reflecting the valuation techniques utilized to determine fair value.

| <b>February 17, 2019:</b>  | <b>Level 1</b> | <b>Level 2</b>  |
|--|----------------|-----------------|
| Investment in government and agency securities <sup>(1)</sup>              | \$ 0           | \$ 1,030        |
| Forward foreign-exchange contracts, in asset position <sup>(2)</sup>       | 0              | 7               |
| Forward foreign-exchange contracts, in (liability) position <sup>(2)</sup> | 0              | (2)             |
| Total  | <u>\$ 0</u>    | <u>\$ 1,035</u> |

| <b>September 2, 2018:</b>  | <b>Level 1</b> | <b>Level 2</b> |
|--|----------------|----------------|
| Money market mutual funds <sup>(3)</sup>                                   | \$ 9           | \$ 0           |
| Investment in government and agency securities <sup>(1)</sup>              | 0              | 903            |
| Forward foreign-exchange contracts, in asset position <sup>(2)</sup>       | 0              | 16             |
| Forward foreign-exchange contracts, in (liability) position <sup>(2)</sup> | 0              | (2)            |
| Total  | <u>\$ 9</u>    | <u>\$ 917</u>  |

(1) At February 17, 2019, \$146 cash and cash equivalents and \$884 short-term investments are included in the accompanying condensed consolidated balance sheets. At September 2, 2018, immaterial cash and cash equivalents and \$898 short-term investments are included in the accompanying condensed consolidated balance sheets.

(2) The asset and the liability values are included in other current assets and other current liabilities, respectively, in the accompanying condensed consolidated balance sheets.

(3) Included in cash and cash equivalents in the accompanying condensed consolidated balance sheets.

During and at the periods ended February 17, 2019, and September 2, 2018, the Company did not hold any Level 3 financial assets or liabilities that were measured at fair value on a recurring basis. There were no transfers in or out of Level 1 or 2 during the second quarter or the first half of 2019 or 2018.

*Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis*

Assets and liabilities recognized and disclosed at fair value on a nonrecurring basis include items such as financial assets recorded at amortized cost and long-lived nonfinancial assets. These assets are measured at fair value if determined to be impaired. There were no fair value adjustments to these items during the second quarter or first half of 2019 and 2018.

**Note 4—Debt**

The carrying value of the Company's long-term debt consisted of the following:

|  | February 17, 2019 | September 2, 2018 |
|--|-------------------|-------------------|
| 1.70% Senior Notes due December 2019               | \$ 1,200          | \$ 1,200          |
| 1.75% Senior Notes due February 2020               | 500               | 500               |
| 2.15% Senior Notes due May 2021                    | 1,000             | 1,000             |
| 2.25% Senior Notes due February 2022               | 500               | 500               |
| 2.30% Senior Notes due May 2022                    | 800               | 800               |
| 2.75% Senior Notes due May 2024                    | 1,000             | 1,000             |
| 3.00% Senior Notes due May 2027                    | 1,000             | 1,000             |
| Other long-term debt                               | 525               | 613               |
| <b>Total long-term debt</b>                        | <b>6,525</b>      | <b>6,613</b>      |
| Less unamortized debt discounts and issuance costs | 33                | 36                |
| Less current portion                               | 1,698             | 90                |
| <b>Long-term debt, excluding current portion</b>   | <b>\$ 4,794</b>   | <b>\$ 6,487</b>   |

The estimated fair value of Senior Notes is valued using Level 2 inputs. Other long-term debt consists of Guaranteed Senior Notes issued by the Company's Japan subsidiary and are valued using Level 3 inputs. The fair value of the Company's long-term debt, including the current portion, was approximately \$6,476 and \$6,492 at February 17, 2019, and September 2, 2018, respectively.

**Note 5—Equity**

*Dividends*

The Company's current quarterly dividend rate is \$0.57 per share, compared to \$0.50 per share in the second quarter of 2018. On January 24, 2019, the Board of Directors declared a quarterly dividend in the amount of \$0.57 per share, which was paid on February 22, 2019.

*Stock Repurchase Programs*

Stock repurchase activity during the second quarter and first half of 2019 and 2018 is summarized below:

|                        | Shares Repurchased<br>(000's) | Average Price per<br>Share | Total Cost |
|------------------------|-------------------------------|----------------------------|------------|
| Second quarter of 2019 | 561                           | \$ 208.72                  | \$ 117     |
| First half of 2019     | 711                           | \$ 213.08                  | \$ 151     |
| Second quarter of 2018 | 313                           | \$ 187.70                  | \$ 59      |
| First half of 2018     | 1,047                         | \$ 170.06                  | \$ 178     |

These amounts may differ from the stock repurchase balances in the accompanying condensed consolidated statements of cash flows due to changes in unsettled stock repurchases at the end of a quarter. The remaining amount available for stock repurchases under our approved plan, which expires in April 2019, was \$2,276 at February 17, 2019. Purchases are made from time-to-time, as conditions warrant, in the open market or in block purchases and pursuant to plans under SEC Rule 10b5-1.

**Note 6—Stock-Based Compensation**

On January 24, 2019, our shareholders approved the adoption of the 2019 Incentive Plan, which replaced the Seventh Restated 2002 Stock Incentive Plan (Seventh Plan). The 2019 Incentive Plan authorized the issuance of 17,500,000 shares (10,000,000 RSUs) of common stock for future grants, plus the remaining shares that were available for grant under the Seventh Plan on January 24, 2019 and future forfeited shares from grants under the Seventh Plan up to a maximum aggregate of 27,800,000 (15,885,000 RSUs). The Company issues new shares of common stock upon vesting of RSUs. Shares for vested RSUs are generally delivered to participants annually, net of shares withheld for taxes.

*Summary of Restricted Stock Unit Activity*

At February 17, 2019, 15,577,000 shares were available to be granted as RSUs and the following awards were outstanding:

- 6,385,000 time-based RSUs that vest upon continued employment over specified periods of time;
- 91,000 performance-based RSUs, granted to executive officers of the Company, for which the performance targets have been met. The awards vest upon continued employment over specified periods of time; and
- 150,000 performance-based RSUs, granted to executive officers of the Company, subject to achievement of performance targets for fiscal 2019, as determined by the Compensation Committee of the Board of Directors after the end of the fiscal year. These awards are included in the table below and the Company recognized compensation expense for these awards as it is currently deemed probable that the targets will be achieved.

The following table summarizes RSU transactions during the first half of 2019:

|                                  | Number of<br>Units<br>(in 000's) | Weighted-Average<br>Grant Date Fair<br>Value |
|----------------------------------|----------------------------------|--|
| Outstanding at September 2, 2018 | 7,578                            | \$ 140.85                                    |
| Granted                          | 2,792                            | 224.00                                       |
| Vested and delivered             | (3,688)                          | 155.67                                       |
| Forfeited                        | (56)                             | 160.93                                       |
| Outstanding at February 17, 2019 | 6,626                            | \$ 167.48                                    |

The remaining unrecognized compensation cost related to non-vested RSUs at February 17, 2019, was \$919, and the weighted-average period over which this cost will be recognized is 1.7 years.

*Summary of Stock-Based Compensation*

The following table summarizes stock-based compensation expense and the related tax benefits under the Company's plans:

|   | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| Stock-based compensation expense before income taxes  | \$ 119               | \$ 112               | \$ 389               | \$ 346               |
| Less recognized income tax benefit                    | (23)                 | (2)                  | (84)                 | (79)                 |
| Stock-based compensation expense, net of income taxes | \$ 96                | \$ 110               | \$ 305               | \$ 267               |

**Note 7—Income Taxes**

In December 2017, the Tax Cuts and Jobs Act (the “2017 Tax Act”) was signed into law. The Company is a fiscal-year taxpayer, so most provisions became effective for fiscal 2019, including the repeal of the domestic manufacturing deduction and limitations on certain business deductions. During the quarter ended February 17, 2019, the measurement period related to the 2017 Tax Act concluded and the condensed consolidated financial statements reflect the final determinations on its accounting implications based on the Company’s interpretations.

**Note 8—Net Income per Common and Common Equivalent Share**

The following table shows the amounts used in computing net income per share and the weighted average number of shares of potentially dilutive common shares outstanding (shares in 000’s):

|  | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| Net income attributable to Costco  | \$ 889               | \$ 701               | \$ 1,656             | \$ 1,341             |
| Weighted average number of common shares used in basic net income per common share                                   | 440,284              | 439,022              | 439,721              | 438,494              |
| RSUs   | 2,053                | 2,546                | 2,814                | 2,707                |
| Weighted average number of common shares and dilutive potential of common stock used in diluted net income per share | 442,337              | 441,568              | 442,535              | 441,201              |
| Anti-dilutive RSUs   | 1,667                | —                    | —                    | —                    |

## Note 9—Commitments and Contingencies

### Legal Proceedings

The Company is involved in a number of claims, proceedings and litigation arising from its business and property ownership. In accordance with applicable accounting guidance, the Company establishes an accrual for legal proceedings if and when those matters reach a stage where they present loss contingencies that are both probable and reasonably estimable. There may be exposure to loss in excess of any amounts accrued. The Company monitors those matters for developments that would affect the likelihood of a loss (taking into account where applicable indemnification arrangements concerning suppliers and insurers) and the accrued amount, if any, thereof, and adjusts the amount as appropriate. As of the date of this Report, the Company has recorded an immaterial accrual with respect to one matter described below, in addition to other immaterial accruals for matters not described below. If the loss contingency at issue is not both probable and reasonably estimable, the Company does not establish an accrual, but will continue to monitor the matter for developments that will make the loss contingency both probable and reasonably estimable. In each case, there is a reasonable possibility that a loss may be incurred, including a loss in excess of the applicable accrual. For matters where no accrual has been recorded, the possible loss or range of loss (including any loss in excess of the accrual) cannot, in the Company's view, be reasonably estimated because, among other things: (i) the remedies or penalties sought are indeterminate or unspecified; (ii) the legal and/or factual theories are not well developed; and/or (iii) the matters involve complex or novel legal theories or a large number of parties.

The Company is a defendant in a class action alleging violation of California Wage Order 7-2001 for failing to provide seating to member service assistants who act as greeters in the Company's California warehouses. *Canela v. Costco Wholesale Corp., et al.* (Case No. 5:13-cv-03598, N.D. Cal. filed July 1, 2013). The complaint seeks relief under the California Labor Code, including civil penalties and attorneys' fees. The Company filed an answer denying the material allegations of the complaint. The action in the district court has been stayed pending review by the Ninth Circuit of the order certifying a class. In January 2019, an employee brought similar claims for relief concerning Costco employees engaged at member services counters in California. *Rodriguez v. Costco Wholesale Corp.* (Case No. RG19001310, Alameda Superior Court filed Jan. 4, 2019). In December 2018, a depot employee raised similar claims, alleging that employees in California did not receive suitable seating or appropriate workplace temperature conditions. *Lane v. Costco Wholesale Corp.* (Dec. 6, 2018 Notice to California Labor and Workforce Development Agency). In January 2019, a former seasonal employee filed a class action, alleging failure to provide California seasonal employees meal and rest breaks, proper wage statements, and appropriate wages. *Jordan v. Costco Wholesale Corp.* (Case No. 19-CV-340438 Santa Clara Superior Court filed Jan. 3, 2019). The complaint seeks relief under the California Labor Code, including civil penalties and attorneys' fees.

On November 23, 2016, the Company's Canadian subsidiary received from the Ontario Ministry of Health and Long Term Care a request for an inspection and information concerning compliance with the anti-rebate provisions in the Ontario Drug Benefit Act and the Drug Interchangeability and Dispensing Fee Act. On February 1, 2019, with the consent of the Company's subsidiary the Ministry entered an order requiring CWC Pharmacies (Ontario) Ltd., a subsidiary of the Company, to pay five million in satisfaction of the issues raised in the investigation, which was paid during the quarter. The Company had accrued for this liability in a prior period.

In December 2017, the United States Judicial Panel on Multidistrict Litigation consolidated numerous cases filed against various defendants by counties, cities, hospitals, Native American tribes, and third-party payors concerning the impacts of opioid abuse. *In re National Prescription Opiate Litigation* (MDL No. 2804) (N.D. Ohio). Included are federal cases that name the Company, including actions filed by a number of counties and cities in Michigan, New Jersey and Ohio, and a third-party payor in Ohio. Similar claims against the Company in state courts in New Jersey and Oklahoma have been dismissed. The Company is defending all of these matters.

The Company and its CEO and CFO are defendants in putative class actions brought on behalf of shareholders who acquired Company stock between June 6 and October 25, 2018. *Johnson v. Costco Wholesale Corp., et al.* (W.D. Wash. filed Nov. 5, 2018); *Chen v. Costco Wholesale Corp., et al.* (W.D. Wash. filed Dec. 11, 2018). The complaints allege violations of the federal securities laws stemming from the Company's disclosures concerning internal control over financial reporting. They seek unspecified damages, equitable relief, interest, and costs and attorneys' fees. On January 30, 2019, an order was entered consolidating the actions. The Company expects the consolidated action to be vigorously defended.

Members of the Board of Directors, one other individual, and the Company are defendants in a shareholder derivative action related to the internal controls and related disclosures identified in the putative class actions, alleging that the individual defendants breached their fiduciary duties. *Wedekind v. Hamilton James, Susan Decker, Kenneth Denman, Richard Galanti, Craig Jelinek, Richard Libenson, John Meisenbach, Charles Munger, Jeffrey Raikes, John Stanton, Mary Agnes Wilderotter, and Costco Wholesale Corp.* (W.D. Wash. filed Dec. 11, 2018). The complaint seeks unspecified damages, disgorgement of compensation, corporate governance changes, and costs and attorneys' fees. Because the complaint is derivative in nature, it does not seek monetary damages from the Company, which is a nominal defendant. By agreement among the parties the action has been stayed pending further proceedings in the class actions. A similar action was filed in King County Superior Court on February 20, 2019. *Elliott v. Hamilton James, Susan Decker, Kenneth Denman, Richard Galanti, Craig Jelinek, Richard Libenson, John Meisenbach, Charles Munger, Jeffrey Raikes, John Stanton, Mary Agnes Wilderotter, and Costco Wholesale Corp.* (Case No. 19-2-04824-7).

In November 2016 and September 2017, the Company received notices of violation from the Connecticut Department of Energy and Environmental Protection regarding hazardous waste practices at its Connecticut warehouses, primarily concerning unsalable pharmaceuticals. On February 13, 2019, the Company's affiliate in Spain received notice from the General Directorate on Environment and Sustainability of the Regional Government of Madrid that the Directorate is investigating issues concerning rain, sewage and hydrocarbon drainage related to the Company's warehouse in Getafe. The relief to be sought is not known at this time. The Company is seeking to cooperate concerning the resolution of these notices.

The Company does not believe that any pending claim, proceeding or litigation, either alone or in the aggregate, will have a material adverse effect on the Company's financial position, results of operations or cash flows; however, it is possible that an unfavorable outcome of some or all of the matters, however unlikely, could result in a charge that might be material to the results of an individual fiscal quarter.

#### **Note 10—Segment Reporting**

The Company and its subsidiaries are principally engaged in the operation of membership warehouses in the U.S., Canada, Mexico, U.K., Japan, Korea, Australia, Spain, Iceland and France and through a majority-owned subsidiary in Taiwan. Reportable segments are largely based on management's organization of the operating segments for operational decisions and assessments of financial performance, which consider geographic locations. The material accounting policies of the segments are as described in the notes to the consolidated financial statements included in the Company's Annual Report filed on Form 10-K for the fiscal year ended September 2, 2018, and Note 1 above. Inter-segment net sales and expenses have been eliminated in computing total revenue and operating income. Certain operating expenses, predominantly stock-based compensation, are incurred on behalf of the Company's Canadian and Other International Operations, but are included in the U.S. Operations because those costs generally come under the responsibility of the Company's U.S. management team.

The following table provides information for the Company's reportable segments:

|   | United States<br>Operations | Canadian<br>Operations | Other<br>International<br>Operations | Total      |
|---|-----------------------------|------------------------|--------------------------------------|------------|
| <b>12 Weeks Ended February 17, 2019</b> |                             |                        |                                      |            |
| Total revenue                           | \$ 25,872                   | \$ 4,792               | \$ 4,732                             | \$ 35,396  |
| Operating income                        | 812                         | 198                    | 193                                  | 1,203      |
| Depreciation and amortization           | 256                         | 37                     | 59                                   | 352        |
| Additions to property and equipment     | 404                         | 77                     | 106                                  | 587        |
| <b>12 Weeks Ended February 18, 2018</b> |                             |                        |                                      |            |
| Total revenue                           | \$ 23,687                   | \$ 4,745               | \$ 4,563                             | \$ 32,995  |
| Operating income                        | 603                         | 206                    | 207                                  | 1,016      |
| Depreciation and amortization           | 262                         | 31                     | 51                                   | 344        |
| Additions to property and equipment     | 375                         | 39                     | 94                                   | 508        |
| <b>24 Weeks Ended February 17, 2019</b> |                             |                        |                                      |            |
| Total revenue                           | \$ 51,422                   | \$ 9,769               | \$ 9,274                             | \$ 70,465  |
| Operating income                        | 1,372                       | 412                    | 368                                  | 2,152      |
| Depreciation and amortization           | 504                         | 68                     | 111                                  | 683        |
| Additions to property and equipment     | 928                         | 171                    | 218                                  | 1,317      |
| Net property and equipment              | 13,725                      | 1,937                  | 4,483                                | 20,145     |
| Total assets                            | 30,033                      | 4,250                  | 8,516                                | 42,799     |
| <b>24 Weeks Ended February 18, 2018</b> |                             |                        |                                      |            |
| Total revenue                           | \$ 46,500                   | \$ 9,516               | \$ 8,788                             | \$ 64,804  |
| Operating income                        | 1,136                       | 442                    | 389                                  | 1,967      |
| Depreciation and amortization           | 514                         | 63                     | 102                                  | 679        |
| Additions to property and equipment     | 855                         | 114                    | 359                                  | 1,328      |
| Net property and equipment              | 12,690                      | 1,852                  | 4,507                                | 19,049     |
| Total assets                            | 26,417                      | 3,825                  | 8,461                                | 38,703     |
| <b>52 Weeks Ended September 2, 2018</b> |                             |                        |                                      |            |
| Total revenue                           | \$ 102,286                  | \$ 20,689              | \$ 18,601                            | \$ 141,576 |
| Operating income                        | 2,787                       | 939                    | 754                                  | 4,480      |
| Depreciation and amortization           | 1,078                       | 135                    | 224                                  | 1,437      |
| Additions to property and equipment     | 2,046                       | 268                    | 655                                  | 2,969      |
| Net property and equipment              | 13,353                      | 1,900                  | 4,428                                | 19,681     |
| Total assets                            | 28,207                      | 4,303                  | 8,320                                | 40,830     |

*Disaggregated Revenue*

The following table summarizes net sales by merchandise category:

|                    | 12 Weeks Ended<br>February 17, 2019 | 24 Weeks Ended<br>February 17, 2019 |
|--------------------|-------------------------------------|-------------------------------------|
| Foods and Sundries | \$ 13,966                           | \$ 27,607                           |
| Hardlines          | 5,770                               | 11,610                              |
| Fresh Foods        | 4,690                               | 8,983                               |
| Softlines          | 4,224                               | 8,347                               |
| Ancillary          | 5,978                               | 12,392                              |
| Total Net Sales    | \$ 34,628                           | \$ 68,939                           |

## **Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations**

(amounts in millions, except per share, share, and warehouse count data)

### **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Report constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. They include statements that address activities, events, conditions or developments that we expect or anticipate may occur in the future and may relate to such matters as sales growth, changes in comparable sales, cannibalization of existing locations by new openings, price or fee changes, earnings performance, earnings per share, stock-based compensation expense, warehouse openings and closures, capital spending, the effect of adopting certain accounting standards, future financial reporting, financing, margins, return on invested capital, strategic direction, expense controls, membership renewal rates, shopping frequency, litigation, and the demand for our products and services. Forward-looking statements may also be identified by the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “likely,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “target,” “will,” “would,” or similar expressions and the negatives of those terms. Such forward-looking statements involve risks and uncertainties that may cause actual events, results, or performance to differ materially from those indicated by such statements. These risks and uncertainties include, but are not limited to, domestic and international economic conditions, including exchange rates, the effects of competition and regulation, uncertainties in the financial markets, consumer and small business spending patterns and debt levels, breaches of security or privacy of member or business information, conditions affecting the acquisition, development, ownership or use of real estate, capital spending, actions of vendors, rising costs associated with employees (generally including health care costs), energy and certain commodities, geopolitical conditions (including tariffs), the ability to remediate material weaknesses in internal control, and other risks identified from time to time in our public statements and reports filed with the SEC. Forward-looking statements speak only as of the date they are made, and we do not undertake to update these statements, except as required by law.

This management discussion should be read in conjunction with the management discussion included in our fiscal 2018 Annual Report on Form 10-K, previously filed with the SEC.

### **OVERVIEW**

We operate membership warehouses and e-commerce websites based on the concept that offering our members low prices on a limited selection of nationally branded and private-label products in a wide range of merchandise categories will produce high sales volumes and rapid inventory turnover. When combined with the operating efficiencies achieved by volume purchasing, efficient distribution and reduced handling of merchandise in no-frills, self-service warehouse facilities, these volumes and turnover enable us to operate profitably at significantly lower gross margins (net sales less merchandise costs) than most other retailers.

We believe that the most important driver of our profitability is sales growth, particularly comparable sales growth. We define comparable sales as sales from warehouses open for more than one year, including remodels, relocations and expansions, as well as online sales related to e-commerce websites operating for more than one year. Comparable sales growth is achieved through increasing shopping frequency from new and existing members and the amount they spend on each visit (average ticket). Sales comparisons can also be particularly influenced by certain factors that are beyond our control: fluctuations in currency exchange rates (with respect to the consolidation of the results of our international operations); changes in the cost of gasoline and associated competitive conditions; and changes from the revenue recognition standard. The higher our comparable sales exclusive of these items, the more we can leverage certain of our selling, general and administrative expenses, reducing them as a percentage of sales and enhancing profitability. Generating comparable sales growth is foremost a question of making available to our members the right merchandise at the right prices, a skill that we believe we have repeatedly demonstrated over the long term. Another substantial factor in sales growth is the health of the economies in which we do business, including the effects of inflation or deflation, especially the United States. Sales growth and gross margins are also impacted by our competition, which is vigorous and widespread, across a wide range of global,

national and regional wholesalers and retailers, including those with e-commerce operations. While we cannot control or reliably predict general economic health or changes in competition, we believe that we have been successful historically in adapting our business to these changes, such as through adjustments to our pricing and to our merchandise mix, including increasing the penetration of our private label items and through our online offerings.

Our philosophy is to provide our members with quality goods and services at competitive prices. We do not focus in the short term on maximizing prices charged, but instead seek to maintain what we believe is a perception among our members of our “pricing authority” on quality goods—consistently providing the most competitive values. Our investments in merchandise pricing can, from time to time, include reducing prices on merchandise to drive sales or meet competition and holding prices steady despite cost increases instead of passing the increases on to our members, negatively impacting near-term gross margin as a percentage of net sales (gross margin percentage). We believe that our gasoline business draws members, but it generally has a significantly lower gross margin percentage relative to our non-gasoline business. A higher penetration of gasoline sales will generally lower our gross margin percentage. Rapidly changing gasoline prices may significantly impact our near-term net sales growth. Generally, rising gasoline prices benefit net sales growth which, given the higher sales base, negatively impacts our gross margin percentage but decreases our selling, general and administrative (SG&A) expenses as a percentage of net sales. A decline in gasoline prices has the inverse effect.

We also achieve sales growth by opening new warehouses. As our warehouse base grows, available and desirable potential sites become more difficult to secure, and square footage growth becomes a comparatively less substantial component of growth. The negative aspects of such growth, however, including lower initial operating profitability relative to existing warehouses and cannibalization of sales at existing warehouses when openings occur in existing markets, are continuing to decline in significance as they relate to the results of our total operations. Our rate of square footage growth is generally higher in foreign markets, due to the smaller base in those markets, and we expect that to continue. Our e-commerce business growth, domestically and internationally, has also increased our sales.

Our membership format is an integral part of our business and has a significant effect on our profitability. This format is designed to reinforce member loyalty and provide continuing fee revenue. The extent to which we achieve growth in our membership base, increase the penetration of our Executive members, and sustain high renewal rates materially influences our profitability. Our paid membership growth rate may be adversely impacted when warehouse openings occur in existing markets as compared to new markets.

Our financial performance depends heavily on our ability to control costs. While we believe that we have achieved successes in this area, some significant costs are partially outside our control, most particularly health care and utility expenses. With respect to compensation of our employees, our philosophy is not to seek to minimize their wages and benefits. Rather, we believe that reducing employee turnover and enhancing employee satisfaction requires maintaining compensation levels that are better than the industry average for much of our workforce. This may cause us, for example, to absorb costs that other employers might seek to pass through to their workforces. Because our business is operated on very low margins, modest changes in various items in the income statement, particularly merchandise costs and selling, general and administrative expenses, can have substantial impacts on net income.

Our operating model is generally the same across our U.S., Canada, and Other International operating segments (see Note 10 to the consolidated financial statements included in Part I, Item 1, of this Report). Certain countries in the Other International segment have relatively higher rates of square footage growth, lower wages and benefits costs as a percentage of country sales, and/or less or no direct membership warehouse competition.

In discussions of our consolidated operating results, we refer to the impact of changes in foreign currencies relative to the U.S. dollar, which relates to the differences between the foreign-exchange rates we use to convert the financial results of our international operations from local currencies into U.S. dollars for financial reporting purposes. This impact of foreign-exchange rate changes is calculated based on the difference between the current period's currency exchange rates and that of the comparable prior period. The impact of changes in gasoline prices on net sales is calculated based on the difference between the current period's average price per gallon sold and that of the comparable prior period.

Our fiscal year ends on the Sunday closest to August 31. References to the second quarters of 2019 and 2018 relate to the 12 week fiscal quarters ended February 17, 2019, and February 18, 2018, respectively. References to the first half of 2019 and 2018 relate to the 24 weeks ended February 17, 2019, and February 18, 2018, respectively. Certain percentages presented are calculated using actual results prior to rounding. Unless otherwise noted, references to net income relate to net income attributable to Costco.

Key items for the second quarter of 2019 as compared to the second quarter of 2018 include:

- Net sales increased 7% to \$34,628, driven by an increase in comparable sales of 5% and sales at 22 net new warehouses opened since the end of the second quarter of fiscal 2018;
- Membership fee revenue increased 7% to \$768, primarily due to sign-ups at existing and new warehouses and the annual fee increase in the U.S. and Canada in June 2017;
- Gross margin percentage increased 31 basis points primarily due to our warehouse ancillary and other businesses, predominantly our gasoline business;
- SG&A expenses as a percentage of net sales decreased two basis points due to leveraging increased sales;
- Net income increased 27% to \$889, or \$2.01 per diluted share, compared to \$701, or \$1.59 per diluted share in 2018;
- On January 24, 2019, our Board of Directors declared a quarterly cash-dividend of \$0.57 per share, which was paid on February 22, 2019; and
- Subsequent to the end of the quarter, we increased our starting and supervisor wages and will provide paid bonding leave for hourly employees in the U.S. and Canada, effective March 2019. The estimated annualized pre-tax cost of these increases is approximately \$50-\$60.

**RESULTS OF OPERATIONS**

**Net Sales**

|  | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| Net Sales  | \$ 34,628            | \$ 32,279            | \$ 68,939            | \$ 63,396            |
| Changes in net sales   |                      |                      |                      |                      |
| U.S.   | 9%                   | 9%                   | 11%                  | 10%                  |
| Canada   | 1%                   | 12%                  | 3%                   | 14%                  |
| Other international  | 4%                   | 21%                  | 6%                   | 19%                  |
| Total Company  | 7%                   | 11%                  | 9%                   | 12%                  |
| Changes in comparable sales:   |                      |                      |                      |                      |
| U.S.   | 7%                   | 7%                   | 9%                   | 9%                   |
| Canada   | 0%                   | 9%                   | 1%                   | 10%                  |
| Other international  | 1%                   | 16%                  | 2%                   | 13%                  |
| Total Company  | 5%                   | 8%                   | 7%                   | 9%                   |
| Changes in comparable sales excluding the impact of changes in foreign currency and gasoline prices <sup>(1)</sup> : |                      |                      |                      |                      |
| U.S.   | 7%                   | 6%                   | 8%                   | 7%                   |
| Canada   | 6%                   | 2%                   | 6%                   | 3%                   |
| Other international  | 5%                   | 7%                   | 5%                   | 8%                   |
| Total Company  | 7%                   | 5%                   | 7%                   | 7%                   |

(1) Excludes the impact of the revenue recognition standard for the periods ended February 17, 2019. See Item 1 Note 1.

**Net Sales**

Net sales increased \$2,349 or 7%, and \$5,543 or 9% during the second quarter and first half of 2019, respectively, compared to the second quarter and first half of 2018. These increases were attributable to an increase in comparable sales of 5% and 7% in the second quarter and first half of 2019, respectively, and sales at the 22 net new warehouses opened since the end of the second quarter of 2018.

During the second quarter of 2019, changes in foreign currencies relative to the U.S. dollar negatively impacted net sales by approximately \$460, or 142 basis points, compared to the second quarter of 2018, attributable to our Canadian and Other International operations. Changes in gasoline prices also negatively impacted net sales by approximately \$195, or 60 basis points, due to a 5% decrease in the average price per gallon. The new revenue recognition standard positively impacted net sales by \$179, or 55 basis points.

During the first half of 2019, changes in foreign currencies relative to the U.S. dollar negatively impacted net sales by approximately \$773, or 122 basis points, compared to the first half of 2018, attributable to our Canadian and Other International operations. The new revenue recognition standard positively impacted net sales by \$519, or 82 basis points. Changes in gasoline prices also positively impacted net sales by approximately \$226, or 36 basis points, due to a 4% increase in the average price per gallon.

*Comparable Sales*

Comparable sales increased 5% and 7% in the second quarter and first half of 2019, respectively, and were positively impacted by increases in shopping frequency and the average ticket. Comparable sales for the second quarter and first half of 2019 were negatively impacted by cannibalization (established warehouses losing sales to our newly opened locations).

**Membership Fees**

|  | 12 Weeks Ended    |                   | 24 Weeks Ended    |                   |
|--|-------------------|-------------------|-------------------|-------------------|
|  | February 17, 2019 | February 18, 2018 | February 17, 2019 | February 18, 2018 |
| Membership fees                              | \$ 768            | \$ 716            | \$ 1,526          | \$ 1,408          |
| Membership fees as a percentage of net sales | 2.22%             | 2.22%             | 2.21%             | 2.22%             |
| Total paid members as of quarter end (000's) | 52,700            | 50,400            | —                 | —                 |
| Total cardholders as of quarter end (000's)  | 96,300            | 92,200            | —                 | —                 |

Membership fees increased 7% and 8% in the second quarter and first half of 2019, respectively. This was primarily due to sign-ups at existing and new warehouses and the fee increase (discussed below). Renewal rates are 91% in the U.S. and Canada and 88% worldwide.

As previously reported, in fiscal 2017 we increased our membership fees in the U.S. and Canada. We account for membership fee revenue on a deferred basis, recognized ratably over the one-year membership period. These fee increases had a positive impact on revenues during the second quarter and first half of 2019 of approximately \$24 and \$61, respectively.

**Gross Margin**

|                         | 12 Weeks Ended    |                   | 24 Weeks Ended    |                   |
|-------------------------|-------------------|-------------------|-------------------|-------------------|
|                         | February 17, 2019 | February 18, 2018 | February 17, 2019 | February 18, 2018 |
| Net sales               | \$ 34,628         | \$ 32,279         | \$ 68,939         | \$ 63,396         |
| Less merchandise costs  | 30,720            | 28,733            | 61,343            | 56,350            |
| Gross margin            | \$ 3,908          | \$ 3,546          | \$ 7,596          | \$ 7,046          |
| Gross margin percentage | 11.29%            | 10.98%            | 11.02%            | 11.11%            |

*Quarterly Results*

The gross margin of our core merchandise categories (food and sundries, hardlines, softlines, and fresh foods), when expressed as a percentage of core merchandise sales (rather than total net sales), increased eight basis points, primarily due to increases in food and sundries and fresh foods, partially offset by decreases in hardlines and softlines. This measure eliminates the impact of changes in sales penetration and gross margins from our warehouse ancillary and other businesses.

Total gross margin percentage increased 31 basis points compared to the second quarter of 2018. Excluding the impacts of gasoline price deflation and the new revenue recognition standard on net sales, gross margin as a percentage of adjusted net sales was 11.28%, an increase of 30 basis points. This was primarily due to a 32 basis point increase in our warehouse ancillary and other businesses, predominantly our gasoline business. Core merchandise categories were also higher by one basis point. Executive Membership 2% reward program negatively impacted gross margin by three basis points, due to increased spending by Executive Members.

Gross margin on a segment basis, when expressed as a percentage of the segment's own sales and excluding the impact of changes in gasoline prices on net sales (segment gross margin percentage), increased in our U.S. operations, primarily due to our warehouse ancillary and other businesses, predominantly our gasoline business. The segment gross margin percentage in our Canadian operations decreased primarily due to our warehouse ancillary and other businesses. Other International operations decreased, primarily in our core merchandise categories.

#### *Year-to-date Results*

The gross margin of core merchandise categories, when expressed as a percentage of core merchandise sales, increased one basis point. This was attributable to increases in food and sundries partially offset by decreases in softlines and fresh foods.

Total gross margin percentage decreased nine basis points compared to the first half of 2018. Excluding the impacts of gasoline price inflation and the new revenue recognition standard on net sales, gross margin as a percentage of adjusted net sales was 11.14%, an increase of three basis points from the first half of 2018. This was primarily due to a 22 basis point increase in our warehouse ancillary and other businesses, predominantly our gasoline business. This increase was partially offset by decreases of nine basis points in our core merchandise categories and six basis points due to an adjustment to our estimate of breakage on rewards earned under our co-branded credit card program.

The segment gross margin percentage increased in our U.S. operations, primarily due to our warehouse ancillary and other businesses, predominantly our gasoline business. This was partially offset by decreases from the breakage adjustment noted above and lower gross margins in certain of our core merchandise categories. The segment gross margin percentage in our Canadian operations decreased due to our warehouse ancillary and other businesses and certain of our core merchandise categories. The segment gross margin percentage in our Other International operations decreased due to our core merchandise categories.

#### **Selling, General and Administrative Expenses**

|  | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| SG&A expenses                              | \$ 3,464             | \$ 3,234             | \$ 6,939             | \$ 6,458             |
| SG&A expenses as a percentage of net sales | 10.00%               | 10.02%               | 10.06%               | 10.19%               |

#### *Quarterly Results*

SG&A expenses as a percentage of net sales decreased two basis points compared to the second quarter of 2018. The combined effect of gasoline price deflation and the new revenue recognition standard had no impact on SG&A expenses as a percentage of net sales. Operating costs related to warehouse, ancillary and other businesses, which includes e-commerce and travel, decreased two basis points, due to leveraging increased sales, partially offset by the wage increases of our U.S. hourly employees that went into effect in June 2018.

#### *Year-to-date Results*

SG&A expenses as a percentage of net sales decreased 13 basis points compared to the first half of 2018. Excluding the impacts of gasoline price inflation and the new revenue recognition standard on net sales, SG&A expenses as a percentage of adjusted net sales was 10.18%, a decrease of one basis point. Operating costs related to warehouse, ancillary and other businesses, which includes e-commerce and travel, were lower by three basis points, predominantly in our U.S. operations, due to leveraging increased sales. Central operating costs were lower by one basis point. Stock compensation expense was higher by three basis points.

**Preopening Expense**

|   | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|---|----------------------|----------------------|----------------------|----------------------|
|   | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| Preopening expenses                             | \$ 9                 | \$ 12                | \$ 31                | \$ 29                |
| Warehouse openings, including relocations       |                      |                      |                      |                      |
| United States                                   | 2                    | 1                    | 8                    | 7                    |
| Canada  | 0                    | 0                    | 2                    | 1                    |
| Other International                             | 0                    | 0                    | 0                    | 0                    |
| Total warehouse openings, including relocations | 2                    | 1                    | 10                   | 8                    |

Preopening expenses include costs for startup operations related to new warehouses and relocations, developments in new international markets, new manufacturing and distribution facilities, and expansions at existing warehouses. Preopening expenses vary due to the number of warehouse openings, the timing of the openings relative to our quarter-end, whether the warehouse is owned or leased, and whether the opening is in an existing, new or international market. For the remainder of fiscal 2019, we expect to open 17 warehouses, including two relocations.

**Interest Expense**

|                  | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|------------------|----------------------|----------------------|----------------------|----------------------|
|                  | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| Interest expense | \$ 34                | \$ 37                | \$ 70                | \$ 74                |

Interest expense is primarily related to Senior Notes. In October 2018 we repaid a Guaranteed Senior Note issued by our Japanese subsidiary.

**Interest Income and Other, Net**

|  | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| Interest income                                  | \$ 33                | \$ 16                | \$ 54                | \$ 29                |
| Foreign-currency transaction gains (losses), net | 8                    | (14)                 | 3                    | (10)                 |
| Other, net                                       | 5                    | 5                    | 11                   | 10                   |
| Interest income and other, net                   | \$ 46                | \$ 7                 | \$ 68                | \$ 29                |

Interest income increased for the second quarter and first half of 2019, due to higher interest rates and higher average cash and investment balances. Foreign-currency transaction gains (losses), net, include the revaluation or settlement of monetary assets and liabilities by our Canadian and Other International operations and mark-to-market adjustments for forward foreign-exchange contracts. See Derivatives and Foreign Currency sections in Item 8, Note 1 of our Annual Report on Form 10-K, for the fiscal year ended September 2, 2018.

**Provision for Income Taxes**

|                            | 12 Weeks Ended       |                      | 24 Weeks Ended       |                      |
|----------------------------|----------------------|----------------------|----------------------|----------------------|
|                            | February 17,<br>2019 | February 18,<br>2018 | February 17,<br>2019 | February 18,<br>2018 |
| Provision for income taxes | \$ 314               | \$ 273               | \$ 472               | \$ 558               |
| Effective tax rate         | 25.8%                | 27.7%                | 21.9%                | 29.0%                |

The effective tax rate for the second quarter and first half of 2019 was favorably impacted by the reduction in the U.S. federal corporate tax rate from 35% to 21%, which was in effect for the entire second quarter and first half of 2019, as compared to a higher blended rate effective for the second quarter and first half of 2018. The effective tax rate for the first half of 2019 included discrete net tax benefits of \$90 which largely related to the first quarter of 2019. Excluding the discrete net tax benefits, the tax rate was 26.1% for the first half of 2019. The tax rate includes a benefit for certain foreign tax credits, which were originally disallowed beginning in fiscal 2019. Similar credits will not be allowed in future years.

**LIQUIDITY AND CAPITAL RESOURCES**

The following table summarizes our significant sources and uses of cash and cash equivalents:

|   | 24 Weeks Ended       |                      |
|---|----------------------|----------------------|
|   | February 17,<br>2019 | February 18,<br>2018 |
| Net cash provided by operating activities | \$ 1,958             | \$ 2,115             |
| Net cash used in investing activities     | (1,171)              | (1,158)              |
| Net cash used in financing activities     | (749)                | (748)                |

Our primary sources of liquidity are cash flows from warehouse operations, cash and cash equivalents, and short-term investment balances. Cash and cash equivalents and short-term investments were \$7,122 and \$7,259 at February 17, 2019, and September 2, 2018, respectively. Of these balances, approximately \$1,215 and \$1,348 represented unsettled credit and debit card receivables, respectively. These receivables generally settle within four days.

Management believes that our cash position and operating cash flows will be sufficient to meet our liquidity and capital requirements for the foreseeable future. We believe that our U.S. current and projected asset position is sufficient to meet our U.S. liquidity requirements and, beginning in the second quarter of fiscal 2018, we no longer consider earnings of our non-U.S. consolidated subsidiaries to be permanently reinvested. We consider undistributed earnings of non-U.S. consolidated subsidiaries prior to fiscal 2018 to be indefinitely reinvested.

**Cash Flows from Operating Activities**

Net cash provided by operating activities totaled \$1,958 in the first half of 2019, compared to \$2,115 in the first half of 2018. Cash provided by operations is primarily derived from net sales and membership fees. Cash used in operations generally consists of payments to merchandise vendors, warehouse operating costs including payroll and employee benefits, utilities, and debit and credit card processing fees. Cash used in operations also includes payments for income taxes.

**Cash Flows from Investing Activities**

Net cash used in investing activities totaled \$1,171 in the first half of 2019 compared to \$1,158 in the first half of 2018, and primarily related to capital expenditures. Net cash from investing activities also includes purchases and maturities of short-term investments.

*Capital Expenditure Plans*

Our primary requirements for capital is acquiring land, buildings, and equipment for new and remodeled warehouses. Capital is also required for information systems, manufacturing and distribution facilities, initial warehouse operations and working capital. In the first half of 2019, we spent \$1,317 on capital expenditures, and it is our current intention to spend approximately \$2,800 to \$3,100 during fiscal 2019. We opened 10 new warehouses, including three relocations, in the first half of 2019 and plan to open 17 additional new warehouses, including two relocations, in the remainder of fiscal 2019. There can be no assurance that current expectations will be realized and plans are subject to change upon further review of our capital expenditure needs.

***Cash Flows from Financing Activities***

Net cash used in financing activities totaled \$749 in the first half of 2019 compared to \$748 in the first half of 2018. Cash flow used in financing activities primarily related to the payment of dividends and withholding taxes on stock-based awards. Dividends totaling \$501 were paid during the first half of 2019, of which \$250 related to the dividend declared in August 2018 and \$251 related to the dividend declared in October 2018.

*Stock Repurchase Programs*

During the first half of 2019 and 2018, we repurchased 711,000 and 1,047,000 shares of common stock, at an average price of \$213.08 and \$170.06, respectively, totaling approximately \$151 and \$178, respectively. These amounts may differ from the stock repurchase balances in the accompanying condensed consolidated statements of cash flows due to changes in unsettled stock repurchases at the end of a quarter. Purchases are made from time-to-time, as conditions warrant, in the open market or in block purchases and pursuant to plans under SEC Rule 10b5-1. Repurchased shares are retired, in accordance with the Washington Business Corporation Act.

*Dividends*

On January 24, 2019, our Board of Directors declared a quarterly dividend of \$0.57 per share payable to shareholders of record on February 8, 2019. The dividend was paid on February 22, 2019.

***Bank Credit Facilities and Commercial Paper Programs***

We maintain bank credit facilities for working capital and general corporate purposes. At February 17, 2019, we had borrowing capacity under these facilities of \$870, including a \$400 revolving line of credit, which expires in June 2019. The Company currently has no plans to draw upon this facility. Our international operations maintain \$343 of the borrowing capacity under bank credit facilities, of which \$146 is guaranteed by the Company. There were no outstanding short-term borrowings under the bank credit facilities at the end of the second quarter of 2019 or at the end of 2018.

The Company has letter of credit facilities, for commercial and standby letters of credit, totaling \$235. The outstanding standby letters of credit under these facilities at the end of the second quarter of 2019 totaled \$164, and many expire within one year. Bank credit facilities and commercial paper programs that expire typically have a one-year term and we generally intend to renew these facilities. The amount of borrowings available at any time under our bank credit facilities is reduced by the amount of standby and commercial letters of credit then outstanding.

### **Contractual Obligations**

As of the date of this Report, there were no material changes to our contractual obligations outside the ordinary course of business since the end of our last fiscal year.

### **Critical Accounting Estimates**

The preparation of our consolidated financial statements in accordance with U.S. generally accepted accounting principles (U.S. GAAP) requires that we make estimates and judgments. We base these on historical experience and on assumptions that we believe to be reasonable. Our critical accounting policies are discussed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of our Annual Report on Form 10-K, for the fiscal year ended September 2, 2018. There have been no material changes to the critical accounting policies previously disclosed in that Report.

### **Recent Accounting Pronouncements**

See discussion of Recent Accounting Pronouncements in Note 1 to the condensed consolidated financial statements included in Part I, Item 1 of this Report.

### **Item 3—Quantitative and Qualitative Disclosures About Market Risk**

Our direct exposure to financial market risk results from fluctuations in foreign currency exchange rates and interest rates. There have been no material changes to our market risks as disclosed in our Annual Report on Form 10-K, for the fiscal year ended September 2, 2018.

### **Item 4—Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

Our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended) are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and to ensure that information required to be disclosed is accumulated and communicated to management, including our principal executive and financial officers, to allow timely decisions regarding disclosure. The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), with assistance from other members of management, have reviewed the effectiveness of our disclosure controls and procedures as of February 17, 2019 and, based on their evaluation, have concluded the disclosure controls and procedures were not effective as of that date due to a material weakness in internal control over financial reporting that was disclosed in our Annual Report on Form 10-K for the fiscal year ended September 2, 2018.

#### **Changes in Internal Control Over Financial Reporting**

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) of the Exchange Act) that occurred during the second quarter of fiscal 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### **Remediation**

As previously described in Part II, Item 9A of our Annual Report on Form 10-K for the fiscal year ended September 2, 2018, we began implementing a remediation plan to address the material weakness mentioned above. The weakness will not be considered remediated, until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We expect that the remediation of this material weakness will be completed prior to the end of fiscal 2019.

## PART II—OTHER INFORMATION

### Item 1—Legal Proceedings

See discussion of Legal Proceedings in Note 9 to the condensed consolidated financial statements included in Part I, Item 1 of this Report.

### Item 1A—Risk Factors

In addition to the other information set forth in the Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K, for the fiscal year ended September 2, 2018. There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K.

### Item 2—Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth information on our common stock repurchase program activity for the second quarter of fiscal 2019 (amounts in millions, except share and per share data):

| Period                                | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Programs <sup>(1)</sup> | Maximum Dollar Value of Shares that May Yet be Purchased Under the Programs <sup>(1)</sup> |
|---------------------------------------|----------------------------------|------------------------------|--|--|
| November 26, 2018 - December 23, 2018 | 138,000                          | \$ 212.44                    | 138,000  | \$ 2,364   |
| December 24, 2018 - January 20, 2019  | 220,000                          | 204.60                       | 220,000  | 2,319  |
| January 21, 2019 - February 17, 2019  | 203,000                          | 210.64                       | 203,000  | 2,276  |
| Total second quarter                  | 561,000                          | \$ 208.72                    | 561,000  |  |

(1) Our stock repurchase program is conducted under a \$4,000 authorization approved by of our Board of Directors in April 2015, which expires in April 2019.

### Item 3—Defaults Upon Senior Securities

None.

### Item 4—Mine Safety Disclosures

Not applicable.

### Item 5—Other Information

On March 11, 2019, we filed with the Washington Secretary of State Articles of Amendment to our Articles of Incorporation, as amended (the "Charter" and, such Articles of Amendment, the "Article of Amendment") to declassify our Board of Directors beginning at the annual meeting of shareholders in 2020.

Prior to the filing of the Articles of Amendment, Article V of the Charter provided that the Board of Directors would be divided into three classes of directors, with one class of directors being elected each year. The Articles of Amendment provide that, commencing with the annual meeting of shareholders in 2020, directors standing for election will be elected for one year terms. Directors elected to three-year terms prior to the 2020 annual meeting of shareholders will complete those terms, and the entire Board of Directors will be elected annually commencing with the 2022 annual meeting of the shareholders. A detailed description of the declassification amendments is set forth in our Definitive Proxy Statement for the 2019 annual meeting of shareholders, which was filed with the Securities and Exchange Commission on December 17, 2018.

Effective as of March 11, 2019, the Board of Directors of the Company amended section 3.4 of the Bylaws, as amended, to conform that provision to the Articles of Amendment.

The foregoing descriptions of the Articles of Amendment and Bylaws, as amended, are qualified in their entirety by reference to the texts of such documents, which are filed as Exhibits 3.1 and 3.2, respectively, to this Quarterly Report on Form 10-Q.

**Item 6—Exhibits**

The following exhibits are filed as part of this Quarterly Report on Form 10-Q or are incorporated herein by reference.

| Exhibit Number         | Exhibit Description  | Filed Herewith | Incorporated by Reference |               |             |
|------------------------|--|----------------|---------------------------|---------------|-------------|
|                        |  |                | Form                      | Period Ending | Filing Date |
| <a href="#">3.1</a>    | <a href="#">Articles of Incorporation as amended of Costco Wholesale Corporation</a> | x              |                           |               |             |
| <a href="#">3.2</a>    | <a href="#">Bylaws as amended of Costco Wholesale Corporation</a>                    | x              |                           |               |             |
| 10.1*                  | 2019 Incentive Plan  |                | DEF 14                    |               | 12/17/2018  |
| <a href="#">10.2**</a> | <a href="#">Fifth Amendment to Citi, N.A. Co-Branded Credit Card Agreement</a>       | x              |                           |               |             |
| <a href="#">31.1</a>   | <a href="#">Rule 13(a) – 14(a) Certifications</a>                                    | x              |                           |               |             |
| <a href="#">32.1</a>   | <a href="#">Section 1350 Certifications</a>  | x              |                           |               |             |
| 101.INS                | XBRL Instance Document   | x              |                           |               |             |
| 101.SCH                | XBRL Taxonomy Extension Schema Document  | x              |                           |               |             |
| 101.CAL                | XBRL Taxonomy Extension Calculation Linkbase Document                                | x              |                           |               |             |
| 101.DEF                | XBRL Taxonomy Extension Definition Linkbase Document                                 | x              |                           |               |             |
| 101.LAB                | XBRL Taxonomy Extension Label Linkbase Document                                      | x              |                           |               |             |
| 101.PRE                | XBRL Taxonomy Extension Presentation Linkbase Document                               | x              |                           |               |             |

\*Management contract, compensatory plan or arrangement.

\*\*Portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Securities and Exchange Commission.

**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.

COSTCO WHOLESALE CORPORATION  
(Registrant)

|                |    |  |
|----------------|----|--|
| March 13, 2019 | By | /s/ W. CRAIG JELINEK   |
| Date           |    | W. Craig Jelinek<br><i>President, Chief Executive Officer and Director</i> |

|                |    |   |
|----------------|----|---|
| March 13, 2019 | By | /s/ RICHARD A. GALANTI  |
| Date           |    | Richard A. Galanti<br><i>Executive Vice President, Chief Financial Officer and Director</i> |

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
COSTCO WHOLESALE CORPORATION**

**ARTICLE I**

The name of this corporation is:

COSTCO WHOLESALE CORPORATOIN

**ARTICLE II**

2.1 Classes. The total number of shares of all classes of stock which this corporation shall have authority to issue is one billion (1,000,000,000), consisting of:

(a) Nine hundred million (900,000,000) shares of common stock, the par value of each of which is \$0.01 (the "Common Stock").

(b) One hundred million (100,000,000) shares of preferred stock, the par value of each of which is \$0.01 (the "Preferred Stock").

2.2 Preferred Stock. The preferences, limitations and relative rights of the Preferred Stock are undesignated. The board of directors is authorized to designate one or more series within the Preferred Stock, and the designation and number of shares within each series, and shall determine the preferences, limitations, and relative rights of any shares of Preferred Stock, or of any series of Preferred Stock, before issuance of any shares of that class or series. The board of directors is authorized to amend these Articles as provided in RCW 23B.06.020 to effect the designation of rights of any series of Preferred Stock.

**ARTICLE III**

3.1 No Preemptive Rights. The shareholders of this corporation have no preemptive rights to acquire additional shares of this corporation.

3.2 No Cumulative Voting. The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

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3 . 3 Special Meetings of Shareholders. The shareholders of this corporation shall have no right to call a special meeting of the shareholders of this corporation for any purpose or purposes and special meetings of shareholders of this corporation may only be called by a majority of the board of directors or the Chairman, the President, any Executive Vice President or the Secretary of this corporation of shareholders owning aggregate at least 10% of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

#### ARTICLE IV

The number of directors which shall constitute the whole board of directors of this corporation shall be fixed by, or in the manner provided in the bylaws of this corporation, as the same may be amended from time to time.

#### ARTICLE V

The board of directors shall be divided into three classes: Class I, Class II, and Class III. Such classes shall be as nearly equal in number of directors as possible. Each director shall serve for a term ending at the third annual shareholders' meeting following the annual meeting at which such director was elected. The directors, the class to which they are elected, and the year in which their term expires, are as follows:

| <u>Director</u>            | <u>Class</u> | <u>Year in Which Term Expires</u> |
|----------------------------|--------------|-----------------------------------|
| James D. Sinegal           | I            | 2000                              |
| Jeffrey H. Brotman         | I            | 2000                              |
| Richard A. Galanti         | I            | 2000                              |
| Hamilton E. James          | II           | 2001                              |
| Frederick O. Paulsell, Jr. | II           | 2001                              |
| Jill S. Ruckelshaus        | II           | 2001                              |
| Benjamin S. Carson         | II           | 2001                              |
| Richard M. Libenson        | III          | 2002                              |
| John W. Meisenbach         | III          | 2002                              |
| Charles T. Munger          | III          | 2002                              |
| Richard D. DiCerchio       | III          | 2002                              |

At each annual election, the directors chosen to succeed those whose terms then expire shall be identified as being of the same class as the directors they succeed, unless, by reason of any intervening changes in the authorized number of directors, the board of directors shall designate one or more directorships whose terms then expire as directorships of another class in order more nearly to achieve equality in the number of directors among the classes. When the board of directors fills a vacancy resulting from the death, resignation or removal of a director, the director chosen to fill that vacancy shall be of the same class as the director he succeeds.

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Notwithstanding any of the foregoing provisions of Article V, in all cases, including upon any change in the authorized number of directors, each director then continuing to serve as such will nevertheless continue as a director of the class of which he is a member, until the expiration of his current term or his earlier death, resignation or removal. Any vacancy to be filled by reason of an increase in the number of directors may be filled by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

Notwithstanding anything contained in this Article V to the contrary, the classification of directors as provide in this Article V may be altered or eliminated only by an amendment to this Article approved by two-third of the votes entitled to be cast by each voting group entitled to vote on such amendment.

#### **ARTICLE VI**

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating RCW 23B.08.310 of the Washington Business Corporation Act, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the full extent permitted by the Washington Business Corporation Act, as so amended, without any requirement of further action by the shareholders.

#### **ARTICLE VII**

The corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the corporation and shall advance or reimburse the reasonable expenses incurred by such individual in advance of final disposition of the proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550 of the Washington Business Corporation Act, or any other limitation which may hereafter be enacted to the extent such limitation may be disregarded if authorized by the Articles of Incorporation, to the full extent and under all circumstances permitted by applicable law.

Any repeal or modification of this Article by the shareholders of this corporation shall not adversely affect any right of any individual who is or was a director of the corporation which existed at the time of such repeal or modification.

#### **ARTICLE VIII**

Subject to the rights of holders of any series of Preferred Stock then outstanding, any director, or the entire board of directors, may be removed from office only for cause and only by the affirmative vote of the holders of a majority of the voting power of all shares of this corporation entitled to vote for the election of directors. As used herein, "for cause" means either (i) conviction of a felony by a court of competent

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jurisdiction and such conviction is no longer subject to direct appeal or (ii) adjudication for gross negligence or dishonest conduct in the performance of a director's duty to this corporation by a court of competent jurisdiction and such adjudication is no longer subject to direct appeal. Notwithstanding anything to the contrary, this Article may be altered or eliminated only by amendment to this Article approved by two-thirds of the votes entitled to be cast by each voting group entitled to vote on such amendment.

#### **ARTICLE IX**

Amendment of the articles of incorporation, approval of a plan of merger or share exchange, authorization of the sale, lease, exchange or other disposition of all, or substantially all of the corporation's property, otherwise than in the usual and regular course of business, and authorization of the dissolution of the corporation, shall be approved by each voting group entitled to vote thereon by a simple majority of all the votes entitled to be cast by that voting group.

#### **ARTICLE X**

The street address of the registered office of this corporation is:

999 Lake Drive  
Issaquah, WA 98027

and the name of its registered agent at that address is:

Patrick J. Callans

EXECUTED this 27th day of August, 1999.

/s/ Joel Benoliel

By: Joel Benoliel

Title: Corporate Secretary

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**ARTICLES OF AMENDMENT  
OF  
COSTCO WHOLESALE CORPORATION**

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The following Articles of Amendment are executed by the undersigned, a Washington corporation:

1. The name of the corporation is Costco Wholesale Corporation.
  2. Article VIII of the Amended and Restated Articles of Incorporation of the corporation is amended in its entirety to read as follows:
- 

**ARTICLE VIII**

“Subject to the rights of holders of any series of Preferred Stock then outstanding, any or every director may be removed from office only for cause and only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. As used herein, “for cause” means either (i) conviction of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal or (ii) adjudication for gross negligence or dishonest conduct in the performance of a director’s duty to this corporation by a court of competent jurisdiction and such adjudication is no longer subject to direct appeal.”

3. The amendment was adopted by the Board of Directors of the corporation in accordance with the provisions of RCW 23B.10.030 on October 28, 2014.
  4. The amendment was approved by the shareholders of the corporation in accordance with the provisions of RCW 23B.10.030 and 23B.10.040 on January 29, 2015.
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**COSTCO WHOLESALE CORPORATION**

Dated: March 6, 2015

By:     /s/ John Sullivan    

Name: John Sullivan

Title: Corporate Secretary

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**ARTICLES OF AMENDMENT  
OF  
COSTCO WHOLESALE CORPORATION**

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The following Articles of Amendment are executed by the undersigned, a Washington corporation:

1. The name of the corporation is Costco Wholesale Corporation.
2. Article V of the Amended and Restated Articles of Incorporation, as amended, of the corporation is amended in its entirety to read as follows:

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**ARTICLE V**

“Subject to the rights of holders of any series of Preferred Stock then outstanding, commencing with the annual meeting of shareholders in 2020, directors shall be elected annually for terms expiring at the next annual meeting of shareholders; provided, however, that any director elected prior to the annual meeting of shareholders in 2020 for a term that expires at the annual meeting of shareholders in 2021 or the annual meeting of shareholders in 2022 shall continue to hold office until the end of the term for which such director was elected. The division of directors into classes shall terminate at the annual meeting of shareholders in 2022, from and after which all directors will stand for election annually. In the case of any vacancy on the board of directors, including a vacancy created by an increase in the number of directors, the vacancy may be filled by the board of directors for a term of office continuing until the next election of directors by the shareholders.

Notwithstanding anything contained in this Article V to the contrary, each director shall serve until his successor is duly elected and qualified, until there is a decrease in the number of directors or until the director’s earlier death, resignation or removal; provided, however, that no reduction of the authorized number of directors shall have the effect of removing any director before that director’s term of office expires.”

3. The amendment was adopted by the Board of Directors of the corporation in accordance with the provisions of RCW 23B.10.030 on September 24, 2018.
  4. The amendment was approved by the shareholders of the corporation in accordance with the provisions of RCW 23B.10.030 and 23B.10.040 on January 24, 2019.
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**COSTCO WHOLESALE CORPORATION**

Dated: March 10, 2019

By:           /s/ John Sullivan          

Name: John Sullivan

Title: Senior Vice President, General Counsel and  
Secretary

**BYLAWS OF**  
**COSTCO WHOLESALE CORPORATION**

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**BYLAWS OF  
COSTCO WHOLESALE CORPORATION**

These Bylaws are promulgated pursuant to the Washington Business Corporation Act, as set forth in Title 23B of the Revised Code of Washington (“*RCW*”).

**ARTICLE 1**

**OFFICES**

**1.1 PRINCIPAL OFFICE.** The principal office of the corporation shall be located at 999 Lake Drive, Issaquah, Washington 98027.

**1.2 REGISTERED OFFICE AND REGISTERED AGENT.** The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. Any change in the registered agent or registered office shall be effective upon filing such change with the office of the Secretary of State of the State of Washington.

**1.3 OTHER OFFICES.** The corporation shall also have and maintain an office or principal place of business at such place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the State of Washington, as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE 2  
SHAREHOLDERS**

**2.1 ANNUAL MEETING.**

(a) The annual meeting of shareholders shall be held each year at such date, time and place as may be designated by resolution of the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting may be held solely by means of remote communication, as permitted by Section 23B.07.080 of the *RCW*. At the meeting, directors shall be elected and any other proper business may be transacted.

(b) Nominations of persons for election to the Board of Directors and the proposal of business to be considered by the shareholders may be made at an annual meeting of shareholders only (i) pursuant to the corporation’s notice with respect to such meeting (or any supplement thereto), (ii) by or at the direction of the Board of Directors, (iii) by any shareholder of the corporation who was a shareholder of record at the time of giving of the notice provided for in this Section 2.1, who is entitled to vote for the election of directors or such other business at the meeting and who has complied with the notice procedures set forth in this Section 2.1, or (iv) by any Nominating Shareholder (as defined below) who meets the requirements of and complies with the procedures set forth in Section 2.12.

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(c) For nominations or other business to be properly brought before an annual meeting by a shareholder pursuant to Section 2.1(b)(iii):

(i) the shareholder must have given timely notice thereof in writing to the Secretary of the corporation, as provided in this Section 2.1; and

(ii) such business must be a proper matter for shareholder action under the RCW.

(d) To be timely, a shareholder's notice pursuant to Section 2.1(b)(iii) shall be delivered to the Secretary at the principal executive offices of the corporation not less than 90 or more than 120 days before the first anniversary of the date of the preceding year's annual meeting of shareholders; provided, however, that if the date of the annual meeting is advanced more than 30 days before or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, or if the corporation did not hold an annual meeting in the preceding year, notice by the shareholder to be timely must be so delivered not earlier than the 120th day and not later than the close of business on the later of the 90th day before such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. In no event shall the public announcement of an adjournment of the annual meeting commence a new time period (or extend any time period) for the giving of a shareholder's notice as described above. Such shareholder's notice under Section 2.1(b)(iii) shall set forth:

(i) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made:

(A) the name and address of such shareholder, as they appear on the corporation's books, and of such beneficial owner (such shareholder or beneficial owner, a "**Holder**") and, if such Holder is an entity, any control person;

(B) the class and number of shares of the corporation that are owned beneficially and of record by the Holder and by each control person;

(C) a description of any agreement, arrangement or understanding (including without limitation any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the notice by, or on behalf of, the Holder or control person, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class or series of the corporation's stock, or maintain, increase or decrease the voting power of the Holder or control person with respect to shares of the corporation (any such agreement, arrangement or understanding, a "**Derivative Instrument**");

(D) a description of any agreement, arrangement or understanding with respect to the nomination or other business between or among such Holder or control person, on the one hand, and any other person acting in concert with any of them, on the other hand, including without limitation any agreements that would be required to be disclosed pursuant to Item 5 or Item 6 of Schedule 13D of the

Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) (regardless of whether the requirement to file a Schedule 13D is applicable);

(E) a description of the terms of and number of shares subject to any short interest in any security of the corporation in which the Holder or any control person has an interest (for purposes of these Bylaws a person shall have a short interest in a security if the Holder or control person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security);

(F) a description of any proportionate interest in shares of the corporation or any Derivative Instrument held, directly or indirectly, by a general or limited partnership or limited liability company or similar entity in which the Holder or control person is a general partner or, directly or indirectly, beneficially owns an interest in a general partner, is the manager, managing member or directly or indirectly beneficially owns an interest in the manager or managing member of a limited liability company or similar entity;

(G) a description of the terms of and number of shares subject to any performance-related fees (other than an asset-based fee) that the Holder or control person is entitled to based on any increase or decrease in the value of shares of the corporation or Derivative Instruments, if any;

(H) a description of the terms of and number of shares subject to any arrangements, rights, or other interests described in Sections 2.1(d)(i)(C)-(G) held by members of such Holder’s or control person’s immediate family sharing the same household;

(I) any other information relating to the Holder or control person or any person who would be considered a participant in a solicitation with such Holder or control person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations thereunder;

(J) a representation that the shareholder is a holder of record of the stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to present such business or nomination and to vote or cause to be voted its stock at the meeting; and

(K) any other information as reasonably requested by the corporation.

The information required by this subsection (i) shall be provided as of the date of the notice and shall be provided as of the record date for the meeting through a supplemental statement by the Holder delivered to the corporation not later than 10 days after the record

date for the meeting, and shall be updated through the date of the annual meeting to reflect any material changes in such information.

(ii) as to each person whom the Holder proposes to nominate for election or reelection as a director (a “*nominee*”):

(A) all information relating to the nominee as would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the election of directors in a contested election pursuant to Section 14 of the Exchange Act, including the nominee’s written consent to being named in the proxy statement as a nominee and to serving as a director if elected;

(B) a description of all direct and indirect compensation and other material monetary agreements, arrangements, and understandings during the past three years, and any other material relationships, between or among the Holder and any control person or other person acting in concert, on the one hand, and each proposed nominee, and each proposed nominee’s respective affiliates or persons acting in concert, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K if the Holder making the nomination and any affiliate or person acting in concert with either, were the “registrant” for purposes of Item 404 and the nominee were a director or executive officer of such registrant;

(C) a description of the material terms of all agreements and arrangements between any nominee and any person or entity other than the corporation relating to compensation or other payment in connection with such nominee’s candidacy or, if elected, service as a director;

(D) a completed and signed questionnaire, representation and agreement required by Section 2.13; and

(E) such other information as the corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the corporation and whether the nominee would be deemed “independent” under applicable law and rules.

(iii) as to any other business that the Holder proposes to bring before the meeting, a brief description of such business, the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event such business includes a proposal to amend the Articles of Incorporation or Bylaws of the corporation, the text of such amended Articles or Bylaws), the reasons for conducting such business at the meeting and any material interest in such business of such Holder.

(e) Notwithstanding anything in this Section 2.1 to the contrary, in the event that the number of directors to be elected to the Board of Directors is increased and there is no public announcement naming all of the nominees for director or specifying the size of the

increased Board of Directors made by the corporation at least 55 days before the first anniversary of the date of the preceding year's annual meeting of shareholders, a shareholder's notice required by this Bylaw shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the corporation.

(f) Section 2.1(b)(iii) and Section 2.12 shall be the exclusive means for a shareholder to make director nominations at an annual meeting of shareholders and Section 2.1(b)(iii) shall be the exclusive means for a shareholder to submit other business at an annual meeting of shareholders (other than proposals that are brought under Rule 14a-8 of the Exchange Act (or any successor rule) and included in the corporation's notice of meeting. The chairman of the meeting shall have the power and the duty to determine whether a nomination or any business proposed to be brought before the meeting has been made in accordance with the procedures set forth in these Bylaws and, if any proposed nomination or business is not in compliance with these Bylaws, to declare that such defectively proposed business or nomination shall not be presented for shareholder action at the meeting and shall be disregarded.

(g) For purposes of these Bylaws, (i) "**control person**" means, with respect to a Holder, each director (in the case of a corporation), general partner (in the case of a limited or general partnership), manager or managing member (in the case of a limited liability company), executive officer, or other person performing similar functions of such Holder or such Holder's general partner, manager or managing member (each, a "control person"), and (ii) "**public announcement**" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission (the "**SEC**") pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(h) Nothing in this Section 2.1 shall be deemed to affect any rights of shareholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act. Notice of shareholder proposals that are, or that the shareholder intends to be, governed by Rule 14a-8 under the Exchange Act are not governed by this Section 2.1.

## 2.2 SPECIAL MEETINGS.

(a) Special meetings of the shareholders, other than those required by statute, may be called at any time by the Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board, or by any shareholders of record owning in the aggregate at least 10% of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. For purposes of this Section 2.2, the term "**Whole Board**" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships. The Board of Directors may postpone or reschedule any previously scheduled special meeting.

(b) Only such business shall be conducted at a special meeting of the shareholders as shall have been brought before the meeting pursuant to the corporation's notice of

the meeting. In the case of a special meeting called by one or more shareholders, the business transacted shall be limited to the purpose(s) stated in the request; provided that the Board of Directors may submit its own proposal or proposals for consideration at such special meeting.

(c) Nominations of persons for election to the Board of Directors and the proposal of business to be considered by the shareholders may be made at a special meeting of shareholders only (i) by or at the direction of the Board of Directors or (ii) by any shareholder of record at the time of giving of notice provided for in this paragraph, who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.2. Nominations by shareholders of persons for election to the Board of Directors and the proposal of business by shareholders may be made at such a special meeting of shareholders if the substance of the shareholder's notice complies with Section 2.1, and the shareholder's notice has been delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the later of the 90th day before such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting.

(d) Section 2.2(c)(ii) shall be the exclusive means for a shareholder to make director nominations or submit other business at a special meeting of shareholders (other than proposals that are brought under Rule 14a-8 of the Exchange Act and included in the corporation's notice of meeting). The chairman of the meeting shall have the power and the duty to determine whether a nomination or any business proposed to be brought before the meeting has been made in accordance with the procedures set forth in these Bylaws and, if any proposed nomination or business is not in compliance with these Bylaws, to declare that such defectively proposed business or nomination shall not be presented for shareholder action at the meeting and shall be disregarded.

(e) Nothing in this Section 2.2 shall be deemed to affect any rights of shareholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act. Notice of shareholder proposals that are, or that the shareholder intends to be, governed by Rule 14a-8 under the Exchange Act are not governed by this Section 2.2.

**2.3 NOTICE OF MEETINGS.** Except as set forth in subsections (b) and (c) below, all notices of meetings of shareholders shall be sent not less than 10 nor more than 60 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted (no business other than that specified in the notice may be transacted) or (b) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the shareholders (but, subject to the provisions of the next paragraph of this Section 2.3 and the advance notice provisions of Section 2.1(b) and 2.12, any proper matter may be presented at the meeting for such action). The notice of any meeting at which directors are to be elected shall include the name of any nominee or nominees who, at the time of the notice, are intended by the Board of Directors to be presented for election.

Written notice of any meeting of shareholders shall be given either (a) personally, (b) by first-class mail, (c) by other written means of communication, or (d) by electronic transmission (as

defined below) either by the corporation (if the meeting is called by the Board of Directors) or to the corporation (if the meeting is called by a shareholder pursuant to Section 2.2).

“Electronic transmission by the corporation” includes facsimile transmissions, electronic mail, posting on an electronic message board or network which the corporation has designated for such purpose (together with a separate notice to the shareholder of the posting), or other means of electronic communication, provided such electronic transmission (i) creates a record that is capable of retention, retrieval and review and may otherwise be rendered into clearly legible tangible form and (ii) complies, to the extent applicable, with the Electronic Signatures in Global and National Commerce Act (15 U.S.C. Sec. 7001(c)(1)). The corporation may not send notices by electronic transmission to a shareholder unless such shareholder has affirmatively consented to receiving notices by electronic transmission; such shareholder may revoke such consent at any time. Notwithstanding the foregoing, notice shall not be given by electronic transmission to a shareholder if the corporation is unable to deliver two consecutive notices to such shareholder by that means, or the inability to deliver notices electronically to such shareholder becomes known to the Secretary, assistant secretary or transfer agent of the corporation, or to any other person responsible for the giving of the notice.

“Electronic transmission to the corporation” includes facsimile or electronic mail directed to the facsimile number or electronic mail address specified by the corporation for such purpose, posting on an electronic message board or network which the corporation has designated for such purpose, or other means of electronic communication, provided that the corporation has put into effect reasonable measures to verify that the sender is the shareholder purporting to send the message, and provided further that such electronic transmission creates a record capable of retention, retrieval and review, and may thereafter be rendered into clearly legible tangible form.

Notices sent by the corporation by mail, facsimile or electronic mail shall be sent charges prepaid and shall be addressed to the shareholder at the mailing, facsimile or electronic mail address of that shareholder, as applicable, appearing on the books of the corporation or given by the shareholder to the corporation for the purpose of notice. If no address appears on the corporation’s books or is given, notice shall be deemed to have been given if sent to that shareholder by mail or other written communication to the corporation’s principal executive office, or if published at least once in a newspaper of general circulation in the county where that office is located.

Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication or electronic transmission. If notice is sent via posting on an electronic message board together with a separate notice to the shareholder of the posting, notice shall be deemed to have been validly delivered upon the later of the posting or the delivery of the separate notice.

(a) **NOTICE OF SPECIAL MEETING.** In the case of a special meeting, the written notice shall also state with reasonable clarity the purpose or purposes for which the meeting is called and the actions sought to be approved at the meeting. No business other than that specified in the notice may be transacted at a special meeting.

(b) **PROPOSED ARTICLES OF AMENDMENT OR DISSOLUTION.** If the business to be conducted at any meeting includes any proposed amendment to the Articles of Incorporation or the proposed voluntary dissolution of the corporation, then the written notice shall be given not less than 20 nor more than 60 days before the meeting date and shall state that the purpose or one of the purposes is to consider the advisability thereof, and, in the case of a proposed amendment, shall be accompanied by a copy of the amendment.

(c) **PROPOSED MERGER, CONSOLIDATION, EXCHANGE, SALE, LEASE OR DISPOSITION.** If the business to be conducted at any meeting includes any proposed plan of merger or share exchange, or any sale, lease, exchange, or other disposition of all or substantially all of the corporation's property otherwise than in the usual or regular course of its business, then the written notice shall state that the purpose or one of the purposes is to consider the proposed plan of merger or share exchange, sale, lease, or disposition, as the case may be, shall describe the proposed action with reasonable clarity, and, if required by law, shall be accompanied by a copy or a detailed summary thereof; and written notice shall be given to each shareholder of record, whether or not entitled to vote at such meeting, not less than 20 nor more than 60 days before such meeting, in the manner provided in this Section 2.3 above.

(d) **DECLARATION OF MAILING.** A declaration of the mailing or other means of giving any notice of any shareholders' meeting, executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation giving the notice, shall be prima facie evidence of the giving of such notice.

(e) **WAIVER OF NOTICE.** Notice of any shareholders' meeting may be waived in writing by any shareholder at any time, either before or after the meeting. Except as provided below, the waiver must be signed by the shareholder entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A shareholder's attendance at a meeting waives objection to lack of notice, or defective notice, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

**2.4 QUORUM.** A quorum shall exist at any meeting of shareholders if a majority of the shares entitled to vote is represented in person or by proxy. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. The shareholders present at a duly organized meeting may continue to transact business at such meeting and at any adjournment of such meeting (unless a new record date is or must be set for the adjourned meeting), notwithstanding the withdrawal of enough shareholders from either meeting to leave less than a quorum. Once a share is represented for any purpose at a meeting other than solely to object to holding the meeting or transacting business at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting.

**2.5 VOTING OF SHARES.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, and except as required by law, every shareholder of record shall have the right at every shareholders' meeting to one vote for every share standing in his or her name on the books of the corporation. If a quorum exists, action on a matter, other than the

election of directors, is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless a greater number is required by the Articles of Incorporation or the Washington Business Corporation Act.

**2.6 ADJOURNED MEETINGS.** A majority of the shares represented at a meeting, even if less than a quorum, may adjourn the meeting from time to time without further notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. However, if a new record date for the adjourned meeting is or must be fixed in accordance with the Washington Business Corporation Act, notice of the adjourned meeting must be given to persons who are shareholders as of the new record date. At any adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

**2.7 RECORD DATE.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or entitled to receive payment of any dividend, the Board of Directors may fix in advance a record date for any such determination of shareholders, such date to be not more than 70 days and, in the case of a meeting of shareholders, not less than 10 days prior to the meeting or action requiring such determination of shareholders. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the day before the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section 2.7, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned more than 120 days after the date is fixed for the original meeting.

**2.8 RECORD OF SHAREHOLDERS ENTITLED TO VOTE.** After fixing a record date for a shareholders' meeting, the corporation shall prepare an alphabetical list of the names of all shareholders on the record date who are entitled to notice of the shareholders' meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of, and number of shares held by, each shareholder. A shareholder, shareholder's agent, or a shareholder's attorney may inspect the shareholders list, beginning 10 days prior to the shareholders' meeting and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held during regular business hours and at the shareholder's expense. The shareholders list shall be kept open for inspection during such meeting or any adjournment. Failure to comply with the requirements of this Section 2.8 shall not affect the validity of any action taken at such meeting.

**2.9 ACTION BY SHAREHOLDERS WITHOUT A MEETING.** Unless otherwise provided in the Articles of Incorporation, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting and without prior notice if a consent in writing setting forth the action to be taken shall be signed by all shareholders entitled to vote on the action.

**2.10 PROXIES.** At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his or her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after three years from the date of its execution, unless otherwise provided in the proxy.

**2.11 ORGANIZATION.**

(a) At every meeting of shareholders, the Chairman of the Board of Directors (the “**Chairman**”), or, if a Chairman has not been appointed or is absent, the Chief Executive Officer, or, if the Chief Executive Officer is absent, the President, or, if the President is absent, a chairman of the meeting chosen by a majority of the Board of Directors, shall act as chairman. The Secretary, or, in his or her absence, an Assistant Secretary directed to do so by the Chief Executive Officer, the President or the chairman, shall act as secretary of the meeting.

(b) The Board of Directors of the corporation shall be entitled to make such rules or regulations for the conduct of meetings of shareholders as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, the chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to shareholders of record of the corporation and their duly authorized and constituted proxies and such other persons as the chairman shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting on matters which are to be voted on by ballot. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of shareholders shall not be required to be held in accordance with rules of parliamentary procedure.

**2.12 SHAREHOLDER NOMINATIONS INCLUDED IN THE CORPORATION’S PROXY MATERIALS.**

(a) **INCLUSION OF SHAREHOLDER NOMINEES IN PROXY STATEMENT.** Subject to the provisions of this Section 2.12, if expressly requested in the relevant Nomination Notice (as defined below), the corporation shall include in its proxy statement for any annual meeting of shareholders:

(i) the names of any person or persons nominated for election to the Board of Directors (each, a “**Shareholder Nominee**”), which shall also be included on the corporation’s form of proxy and ballot, by any Eligible Holder (as defined below) or group of up to 20 Eligible Holders that has (individually and collectively, in the case of a group) satisfied, as determined by the Board of Directors, all applicable conditions and complied with all applicable procedures set forth in this Section 2.12 (such Eligible Holder or group of Eligible Holders being a “**Nominating Shareholder**”);

(ii) disclosure about each Shareholder Nominee and the Nominating Shareholder required under the rules of the SEC or other applicable law to be included in the proxy statement;

(iii) any statement included by the Nominating Shareholder in the Nomination Notice for inclusion in the proxy statement in support of each Shareholder Nominee's election to the Board of Directors (subject, without limitation, to Section 2.12(e)(ii)), if such statement does not exceed 500 words and fully complies with Section 14 of the Exchange Act and the rules and regulations thereunder, including Rule 14a-9 (or any successor rule) (the "**Supporting Statement**"); and

(iv) any other information that the corporation or the Board of Directors determines, in their discretion, to include in the proxy statement relating to the nomination of each Shareholder Nominee, including, without limitation, any statement in opposition to the nomination, any information provided pursuant to this Section 2.12 and any solicitation materials or related information with respect to a Shareholder Nominee.

For purposes of this Section 2.12, any determination to be made by the Board of Directors may be made by the Board of Directors, a committee of the Board of Directors or any officer of the corporation designated by the Board of Directors or a committee of the Board of Directors, and any such determination shall be final and binding on the corporation, any Eligible Holder, any Nominating Shareholder, any Shareholder Nominee and any other person (without any further recourse). The chairman of any annual meeting of shareholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall have the power and duty to determine whether a Shareholder Nominee has been nominated in accordance with the requirements of this Section 2.12 and, if not so nominated, shall direct and declare at the meeting that such Shareholder Nominee shall not be considered.

**(b) MAXIMUM NUMBER OF SHAREHOLDER NOMINEES.**

(i) The corporation shall not be required to include in the proxy statement for an annual meeting of shareholders more Shareholder Nominees than that number of directors constituting the greater of (A) two and (B) 20% of the total number of directors of the corporation on the last day on which a Nomination Notice may be submitted pursuant to this Section 2.12 (rounded down to the nearest whole number) (the "**Maximum Number**").

(ii) The Maximum Number for a particular annual meeting shall be reduced by (A) Shareholder Nominees whom the Board of Directors itself decides to nominate for election at such annual meeting; (B) Shareholder Nominees who cease to satisfy, or Shareholder Nominees of Nominating Shareholders that cease to satisfy, the eligibility requirements in this Section 2.12, as determined by the Board of Directors; (C) Shareholder Nominees whose nomination is withdrawn by the Nominating Shareholder or who become unwilling or unable to serve on the Board of Directors; and (D) the number of incumbent directors who had been Shareholder Nominees with respect to any of the preceding three annual meetings of shareholders and whose reelection at the upcoming annual meeting is being recommended by the Board of Directors.

(iii) In the event that one or more vacancies for any reason occurs on the Board of Directors after the deadline for submitting a Nomination Notice as set forth in Section 2.12(d) but before the date of the annual meeting, and the Board of Directors resolves to reduce the size of the board, the Maximum Number shall be calculated based on the number of directors in office as so reduced.

(iv) If the number of Shareholder Nominees pursuant to this Section 2.12 for any annual meeting of shareholders pursuant to this Section 2.12 exceeds the Maximum Number because there is more than one Nominating Shareholder, then, promptly upon notice from the corporation, each Nominating Shareholder will select one Shareholder Nominee for inclusion in the proxy statement until the Maximum Number is reached, going in order of the amount (largest to smallest) of the ownership position as disclosed in each Nominating Shareholder's Nomination Notice (as amended, as applicable), with the process repeated if the Maximum Number is not reached after each Nominating Shareholder has selected one Shareholder Nominee. If, after the deadline for submitting a Nomination Notice as set forth in Section 2.12(d), a Nominating Shareholder or a Shareholder Nominee ceases to satisfy the eligibility requirements in this Section 2.12, as determined by the Board of Directors, a Nominating Shareholder withdraws its nomination or a Shareholder Nominee becomes unwilling or unable to serve on the Board of Directors, whether before or after the mailing or other distribution of the definitive proxy statement, then the nomination shall be disregarded, and the corporation (A) shall not be required to include in its proxy statement or on any ballot or form of proxy the disregarded Shareholder Nominee or any successor or replacement nominee proposed by the Nominating Shareholder or by any other Nominating Shareholder and (B) may otherwise communicate to its shareholders, including without limitation by amending or supplementing its proxy statement or ballot or form of proxy, that a Shareholder Nominee will not be included as a nominee in the proxy statement or on any ballot or form of proxy and will not be voted on at the annual meeting.

**(c) ELIGIBILITY OF NOMINATING SHAREHOLDER.**

(i) An "**Eligible Holder**" is a person who has either (A) been a record holder of the shares of common stock used to satisfy the eligibility requirements in this Section 2.12(c) continuously for the three-year period specified in subsection (ii) below or (B) provides to the Secretary of the corporation, within the time period referred to in Section 2.12(d), evidence of continuous ownership of such shares for such three-year period from one or more securities intermediaries in a form that the Board of Directors determines would be deemed acceptable for purposes of a shareholder proposal under Rule 14a-8(b)(2) under the Exchange Act (or any successor rule).

(ii) An Eligible Holder or group of up to 20 Eligible Holders may submit a nomination in accordance with this Section 2.12 only if the person or group (in the aggregate) has continuously owned at least the Minimum Number (as defined below) of shares of the corporation's common stock throughout the three-year period preceding and including the date of submission of the Nomination Notice, and continues to own at least the Minimum Number through the date of the annual meeting. Two or more funds that are

(A) under common management and investment control, (B) under common management and funded primarily by a single employer, or (C) a “group of investment companies,” as such term is defined in Section 12(d)(1)(G)(ii) of the Investment Company Act of 1940, as amended, shall be treated as one Eligible Holder if such Eligible Holder shall provide together with the Nomination Notice documentation reasonably satisfactory to the corporation that demonstrates that the funds meet the criteria set forth in (A), (B) or (C) of this Section 2.12(c)(ii). In the event of a nomination by a group of Eligible Holders, any and all requirements and obligations for an individual Eligible Holder that are set forth in this Section 2.12, including the minimum holding period, shall apply to each member of such group; provided, however, that the Minimum Number shall apply to the ownership of the group in the aggregate. Should any shareholder cease to satisfy the eligibility requirements in this Section 2.12, as determined by the Board of Directors, or withdraw from a group of Eligible Holders at any time prior to the annual meeting of shareholders, the group of Eligible Holders shall only be deemed to own the shares held by the remaining members of the group.

(iii) The “*Minimum Number*” of shares of the corporation’s common stock means 3% of the number of outstanding shares of common stock as of the most recent date for which such amount is given in any filing by the corporation with the SEC prior to the submission of the Nomination Notice.

(iv) For purposes of this Section 2.12, an Eligible Holder “owns” only those outstanding shares of the corporation as to which the Eligible Holder possesses both:

(A) the full voting and investment rights pertaining to the shares; and

(B) the full economic interest in (including the opportunity for profit and risk of loss on) such shares;

provided that the number of shares calculated in accordance with clauses (A) and (B) shall not include any shares (1) purchased or sold by such Eligible Holder or any of its affiliates in any transaction that has not been settled or closed, (2) sold short by such Eligible Holder, (3) borrowed by such Eligible Holder or any of its affiliates for any purpose or purchased by such Eligible Holder or any of its affiliates pursuant to an agreement to resell or subject to any other obligation to resell to another person, or (4) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar agreement entered into by such Eligible Holder or any of its affiliates, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of outstanding shares of the corporation, in any such case which instrument or agreement has, or is intended to have, the purpose or effect of (x) reducing in any manner, to any extent or at any time in the future, such Eligible Holder’s or any of its affiliates’ full right to vote or direct the voting of any such shares, and/or (y) hedging, offsetting, or altering to any degree, gain or loss arising from the full economic ownership of such shares by such Eligible Holder or any of its affiliates.

An Eligible Holder “owns” shares held in the name of a nominee or other intermediary so long as the Eligible Holder retains the right to instruct how the shares are voted with

respect to the election of directors and possesses the full economic interest in the shares. An Eligible Holder's ownership of shares shall be deemed to continue during any period in which the Eligible Holder has delegated any voting power by means of a proxy, power of attorney, or other similar instrument or arrangement that is revocable at any time by the Eligible Holder. An Eligible Holder's ownership of shares shall be deemed to continue during any period in which the Eligible Holder has loaned such shares, provided that the Eligible Holder has the power to recall such loaned shares on five business days' notice and continues to hold such shares through the date of the annual meeting. The terms "owned," "owning" and other variations of the word "own" shall have correlative meanings. Whether outstanding shares of the corporation are "owned" for these purposes shall be determined by the Board of Directors.

(v) No Eligible Holder shall be permitted to be in more than one group constituting a Nominating Shareholder, and if any Eligible Holder appears as a member of more than one group, it shall be deemed to be a member of the group that has the largest ownership position as reflected in the Nomination Notice.

(d) **NOMINATION NOTICE.** To nominate a Shareholder Nominee, the Nominating Shareholder must deliver to the Secretary at the principal executive offices of the corporation not less than 120 or more than 150 days before the first anniversary of the date that the corporation first sent its proxy statement for the prior year's annual meeting of shareholders, all of the following information and documents (collectively, the "*Nomination Notice*"); provided, however, that if the date of the annual meeting is advanced more than 30 days before or delayed by more than 30 days after such anniversary date, or if the corporation did not hold an annual meeting in the preceding year, the Nomination Notice shall be given in the manner provided herein not earlier than the 150th day and not later than the close of business on the later of the 120th day before such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made:

(i) A Schedule 14N (or any successor form) relating to each Shareholder Nominee, completed and filed with the SEC by the Nominating Shareholder as applicable, in accordance with SEC rules;

(ii) A written notice, in a form deemed satisfactory by the Board of Directors, of the nomination of each Shareholder Nominee that includes the following additional information, agreements, representations and warranties by the Nominating Shareholder (including each group member):

(A) the information required with respect to the nomination of directors pursuant to Section 2.1(d)(i);

(B) the details of any relationship that existed within the past three years and that would have been described pursuant to Item 6(e) of Schedule 14N (or any successor item) if it existed on the date of submission of the Schedule 14N;

(C) a representation and warranty that the Nominating Shareholder acquired the securities of the corporation in the ordinary course of business and did

not acquire, and is not holding, any securities of the corporation for the purpose or with the effect of influencing control or changing control of the corporation;

(D) a representation and warranty that each Shareholder Nominee's candidacy or, if elected, Board of Directors membership would not violate applicable state or federal law or the rules of any stock exchange on which the corporation's securities are traded;

(E) a representation and warranty that such Shareholder Nominee:

(1) does not have any direct or indirect relationship with the corporation that would cause the Shareholder Nominee to be considered not independent pursuant to the corporation's Corporate Governance Guidelines as most recently published on its website and otherwise qualifies as independent under the rules of the primary stock exchange on which the corporation's shares of common stock are traded;

(2) is not and has not been subject to any event specified in Rule 506(d)(1) of Regulation D (or any successor rule) under the Securities Act of 1933 or Item 401(f) of Regulation S-K (or any successor rule) under the Exchange Act, without reference to whether the event is material to an evaluation of the ability or integrity of such Shareholder Nominee; and

(3) is not a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) and has not been convicted in a criminal proceeding within the past 10 years;

(F) a representation and warranty that the Nominating Shareholder satisfies the eligibility requirements set forth in Section 2.12(c) and has provided evidence of ownership to the extent required by Section 2.12(c)(i);

(G) a representation and warranty that the Nominating Shareholder intends to continue to satisfy the eligibility requirements described in Section 2.12(c) through the date of the annual meeting and a statement regarding the Nominating Shareholder's intent or lack thereof with respect to continued ownership of the Minimum Number of shares for at least one year following the annual meeting;

(H) details of any position of a Shareholder Nominee related to any competitor (that is, any entity that produces products or provides services that compete with or are alternatives to the products produced or services provided by the corporation or its affiliates) of the corporation, within the three years preceding the submission of the Nomination Notice;

(I) a representation and warranty that the Nominating Shareholder will not engage in or aid or abet a "solicitation" within the meaning of Rule 14a-1(l) of the Exchange Act (without reference to the exception in Section 14a-1(l)(2)(iv) of

the Exchange Act) (or any successor rules) with respect to the annual meeting, other than with respect to a Shareholder Nominee or any nominee of the Board of Directors;

(J) a representation and warranty that the Nominating Shareholder will not use any proxy card other than the corporation's proxy card in soliciting shareholders in connection with the election of a Shareholder Nominee at the annual meeting;

(K) if desired, a Supporting Statement; and

(L) in the case of a nomination by a group, the designation by all group members of one group member that is authorized to act on behalf of all group members with respect to matters relating to the nomination, including withdrawal of the nomination;

(iii) An executed agreement, in a form deemed satisfactory by the Board of Directors, pursuant to which the Nominating Shareholder (including each group member) agrees:

(A) to comply with all applicable laws, rules and regulations in connection with the nomination, solicitation and election;

(B) to file with the SEC any written solicitation or other communication with the corporation's shareholders relating to one or more of the corporation's directors or director nominees or any Shareholder Nominee, regardless of whether any such filing is required under rule or regulation or whether any exemption from filing is available for such materials under any rule or regulation;

(C) to assume all liability (which shall be joint and several with respect to other group members if any) stemming from an action, suit or proceeding concerning any actual or alleged legal or regulatory violation arising out of any communication by the Nominating Shareholder or any of its Shareholder Nominees (or those in active concert or participation with either) with the corporation, its shareholders or any other person in connection with the nomination or election of directors, including, without limitation, the Nomination Notice;

(D) to indemnify and hold harmless (which shall be joint and several with respect to other group members if any) the corporation and each of its current and former directors, officers and employees individually against any liability, loss, damages, expenses or other costs (including attorneys' fees) incurred in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the corporation or any of its current and former directors, officers or employees arising out of or relating to a failure or alleged failure of the Nominating Shareholder or any of its Shareholder Nominees to comply with, or any breach or alleged breach of, its or their obligations, agreements or representations under this Section 2.12; and

(E) in the event that any information included in the Nomination Notice or any other communication by the Nominating Shareholder (including with respect to any group member) with the corporation, its shareholders or any other person in connection with the nomination or election ceases to be true and accurate in all material respects (or omits a material fact necessary to make the statements made not misleading), or that the Nominating Shareholder (including any group member) has failed to continue to satisfy the eligibility requirements described in Section 2.12(c), to promptly (and in any event within 48 hours of discovering such misstatement, omission or failure) notify the corporation and any other recipient of such communication of (1) the misstatement or omission in such previously provided information and of the information that is required to correct the misstatement or omission or (2) such failure; and

(iv) An executed agreement, in a form deemed satisfactory by the Board of Directors, by each Shareholder Nominee:

(A) to provide to the corporation the information required with respect to the nomination of directors pursuant to Section 2.1(d)(ii), including but not limited to a completed and signed questionnaire, representation and agreement required by Section 2.13;

(B) to provide to the corporation such other information and certifications, including completion of the corporation's director questionnaire, as the corporation may reasonably request; and

(C) at the reasonable request of the Nominating and Governance Committee, to meet with the Nominating and Governance Committee to discuss matters relating to the nomination of such Shareholder Nominee to the Board of Directors, including the information provided by such Shareholder Nominee to the corporation in connection with his or her nomination and such Shareholder Nominee's eligibility to serve as a member of the Board of Directors.

The information and documents required by this Section 2.12(d) to be provided by the Nominating Shareholder shall be (i) provided with respect to and executed by each group member, in the case of information applicable to group members; and (ii) provided with respect to the persons specified in Instruction 1 to Items 6(c) and (d) of Schedule 14N (or any successor item) in the case of a Nominating Shareholder or group member that is an entity. The Nomination Notice shall be deemed submitted on the date on which all the information and documents referred to in this Section 2.12(d) (other than such information and documents contemplated to be provided after the date the Nomination Notice is provided) have been delivered to or, if sent by mail, received by the Secretary of the corporation.

(e) **EXCEPTIONS.**

(i) Notwithstanding anything to the contrary contained in this Section 2.12, the corporation may omit from its proxy statement any Shareholder Nominee

and any information concerning such Shareholder Nominee (including a Nominating Shareholder's Supporting Statement) and no vote on such Shareholder Nominee will occur (notwithstanding that proxies in respect of such vote may have been received by the corporation), and the Nominating Shareholder may not, after the last day on which a Nomination Notice would be timely, cure in any way any defect preventing the nomination of such Shareholder Nominee, if:

- (A) the corporation receives a notice pursuant to Section 2.1(b)(iii) that a shareholder intends to nominate a candidate for director at the annual meeting, whether or not such notice is subsequently withdrawn or made the subject of a settlement with the corporation;
- (B) the Nominating Shareholder or the designated lead group member, as applicable, or any qualified representative thereof, does not appear at the meeting of shareholders to present the nomination submitted pursuant to this Section 2.12, the Nominating Shareholder withdraws its nomination or the chairman of the annual meeting declares that such nomination was not made in accordance with the procedures prescribed by this Section 2.12 and shall therefore be disregarded;
- (C) the Board of Directors determines that such Shareholder Nominee's nomination or election to the Board of Directors would result in the corporation violating or failing to be in compliance with the Articles of Incorporation or Bylaws of the corporation or any applicable law, rule or regulation to which the corporation is subject, including any rules or regulations of the primary stock exchange on which the corporation's common stock is traded;
- (D) such Shareholder Nominee was nominated for election to the Board of Directors pursuant to this Section 2.12 at one of the corporation's three preceding annual meetings of shareholders and either withdrew or became ineligible or received a vote of less than 25% of the shares of common stock entitled to vote for such Shareholder Nominee;
- (E) such Shareholder Nominee has been, within the past three years, an officer or director of a competitor, as defined for purposes of Section 8 of the Clayton Antitrust Act of 1914, as amended; and
- (F) the corporation is notified, or the Board of Directors determines, that the Nominating Shareholder or the Shareholder Nominee has failed to continue to satisfy the eligibility requirements described in Section 2.12(c), any of the representations and warranties made in the Nomination Notice ceases to be true and accurate in all material respects (or omits a material fact necessary to make the statements made not misleading), such Shareholder Nominee becomes unwilling or unable to serve on the Board of Directors or any material violation or breach occurs of the obligations, agreements, representations or warranties of the Nominating Shareholder or such Shareholder Nominee under this Section 2.12.

(ii) Notwithstanding anything to the contrary contained in this Section 2.12, the corporation may omit from its proxy statement, or may supplement or correct, any information, including all or any portion of the Supporting Statement or any other statement in support of a Shareholder Nominee included in the Nomination Notice, if the Board of Directors determines that:

(A) such information is not true in all material respects or omits a material statement necessary to make the statements made not misleading;

(B) such information directly or indirectly impugns the character, integrity or personal reputation of, or directly or indirectly makes charges concerning improper, illegal or immoral conduct or associations, without factual foundation, with respect to, any person; or

(C) the inclusion of such information in the proxy statement would otherwise violate the SEC proxy rules or any other applicable law, rule, regulation, or listing standard.

The corporation may solicit against, and include in the proxy statement its own statement relating to, any Shareholder Nominee.

**2.13 SUBMISSION OF QUESTIONNAIRE, REPRESENTATION AND AGREEMENT.** To be eligible to be a nominee for election or reelection as a director of the corporation by a shareholder under Section 2.1 or an Eligible Shareholder under Section 2.12, a person must complete and deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.1 or 2.12, whichever is applicable) to the Secretary at the principal executive offices of the corporation a written questionnaire providing the information requested about the background and qualifications of such person and the background of any other person or entity on whose behalf the nomination is being made and a written representation and agreement (the questionnaire, representation, and agreement to be in the form provided by the Secretary upon written request) that such person:

(a) is not and will not become a party to (i) any compensatory, payment or other financial agreement, arrangement or understanding with any person or entity in connection with his or her nomination, service or action as a director of the corporation that has not been disclosed to the corporation, (ii) any agreement, arrangement or understanding with any person or entity as to how such person would vote or act on any issue or question as a director (a “*Voting Commitment*”) that has not been disclosed to the corporation, or (iii) any Voting Commitment that could limit or interfere with the person’s ability to comply, if elected as a director of the corporation, with the person’s fiduciary duties under applicable law;

(b) in the person’s individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the corporation, and will comply with the corporation’s Bylaws, Corporate Governance Guidelines, Code of Ethics and any other corporation policies and guidelines applicable to directors.

(c) currently intends to serve as a director for the term for which he or she is standing for election and until his or her successor is duly elected and qualified.

## ARTICLE 3

### BOARD OF DIRECTORS

**3.1 MANAGEMENT RESPONSIBILITY.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors, except as may be otherwise provided in the Articles of Incorporation or the Washington Business Corporation Act.

**3.2 NUMBER OF DIRECTORS, QUALIFICATION.** The authorized number of directors of the corporation shall be as specified and set by resolution from time to time by the Board of Directors. Directors need not be shareholders. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

**3.3 ELECTION.** Except as provided in Section 3.4, directors shall be elected by a plurality of the votes cast at each annual meeting of shareholders, and each director so elected shall hold office until the annual meeting which takes place in the year in which his or her term expires and until his or her successor is duly elected and qualified, or until his or her earlier resignation or removal. Despite the expiration of a director's term, the director continues to serve until the director's successor shall have been elected and qualified or until there is a decrease in the number of directors.

**3.4 VACANCIES.** Any vacancy occurring on the Board of Directors (whether caused by resignation, death, an increase in the number of directors, or otherwise) may be filled by affirmative vote of a majority of the Board of Directors. If the directors in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors in office, or by a sole remaining director. A director elected to fill any vacancy shall be identified by the class (Class I, II or III as set forth in Article V of the Articles of Incorporation) to which he or she is named, so long as and to the extent the corporation maintains a classified board, and shall hold office until the next shareholders' meeting at which directors are elected and until his or her successor has been duly elected and qualified, or until his or her earlier resignation or removal.

**3.5 REMOVAL.** One or more members of the Board of Directors (including the full Board of Directors) may be removed, for cause, at a meeting of shareholders called expressly for that purpose. A director may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director.

**3.6 RESIGNATION.** Any director may resign at any time by delivering a written resignation to the Chairman or the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Chairman or Secretary, at the pleasure of the Board of Directors or, in the case of a resignation governed by Section 3.6.1, upon acceptance of the resignation by a committee of Qualified Independent Directors (as defined below). If no such specification is made, it shall be deemed effective at the pleasure of the Board of Directors, or, in

the case of a resignation tendered under Section 3.6.1, upon acceptance of the resignation by a committee of Qualified Independent Directors. When one or more directors shall resign from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office for the unexpired portion of the term of the director whose place shall be vacated and until his or her successor shall have been duly elected and qualified.

**3.6.1 RESIGNATIONS AND DIRECTOR ELECTIONS.** Any nominee for director in an uncontested election (i.e., an election where the number of persons properly nominated for election as directors at a meeting of shareholders does not exceed the number of directors to be elected at such meeting) who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall, promptly following certification of the shareholder vote, offer a resignation to the Board of Directors for consideration in accordance with the following procedures. Such offer shall become effective only if, as set forth below, the committee of Qualified Independent Directors accepts such resignation.

In the event that any director has offered to resign pursuant to this Section 3.6.1, the Board of Directors shall establish a committee comprised solely of Qualified Independent Directors and shall delegate to that committee the authority to determine the action to be taken with respect to such offered resignation, which can include (a) accepting the offer of resignation; (b) maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withheld votes; (c) resolving that the director will not be re-nominated in the future for election; or (d) rejecting the offer of resignation. In reaching its decision, the committee shall consider all factors it deems relevant, including (but not limited to): (i) any stated reasons why shareholders withheld votes from such director; (ii) any alternatives for curing the underlying cause of the withheld votes; (iii) the director’s tenure; (iv) the director’s qualifications; (v) the director’s past and expected future contributions to the corporation; and (vi) the overall composition of the Board of Directors, including whether accepting the resignation would cause the corporation to fail to meet any applicable legal, regulatory, stock exchange, or contractual requirements. The term “*Qualified Independent Directors*” means all directors who are (A) independent directors (as defined in accordance with NASDAQ Listing Rules); and (B) not required to offer their resignation in accordance with this Section 3.6.1. Prior to voting, the committee shall afford the affected director an opportunity to provide any information or statement that the director deems relevant.

**3.7 ANNUAL MEETING.** The first meeting of each newly elected Board of Directors shall be known as the annual meeting thereof.

**3.8 REGULAR MEETINGS.** Regular meetings of the Board of Directors or of any committee designated by the Board of Directors may be held at such place and such day and hour as shall from time to time be fixed by the Board of Directors or committee, without other notice than the delivery of a notice as provided in Section 3.10.

**3.9 SPECIAL MEETINGS.** Special meetings of the Board of Directors or any committee designated by the Board of Directors may be called by the Chairman, the Chief

Executive Officer, the President or any director or committee member, to be held at such place and such day and hour as specified by the person or persons calling the meeting.

**3.10 NOTICE OF MEETING.** Notice of the date, time, and place of all special meetings of the Board of Directors or any committee designated by the Board of Directors shall be given by the Secretary, Assistant Secretary, or by the person calling the meeting, by mail, private carrier, telegram, facsimile transmission, or personal communication over the telephone or otherwise, provided such notice is received at least two days prior to the day upon which the meeting is to be held.

Notice of any meeting of the Board of Directors or any committee designated by the Board of Directors need not be given to any director or committee member if it is waived in a writing signed by the director entitled to the notice, whether before or after such meeting is held.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated by the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by the Articles of Incorporation or these Bylaws.

Any meeting of the Board of Directors or any committee designated by the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors or committee members have received valid notice thereof, are present without objecting, or waive notice thereof in a writing signed by the director and delivered to the corporation for inclusion in the minutes or filing with the corporate records, or any combination thereof.

**3.11 QUORUM OF DIRECTORS.** A majority of the number of directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 48 hours, then notice of the time and place of the adjourned meeting shall be given before the adjourned meeting takes place, in the manner specified in Section 3.10, to the directors who were not present at the time of the adjournment.

**3.12 PRESUMPTION OF ASSENT.** Any director who is present at any meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before the adjournment thereof or to the corporation within a reasonable time after

adjournment of the meeting. Such right to dissent or abstain shall not be available to any director who voted in favor of such action.

**3.13 ACTION BY DIRECTORS WITHOUT A MEETING.** Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting, provided that all members of the Board of Directors or committee individually or collectively evidence such action by one or more consents executed by each director either before or after the action taken, and delivered to the corporation. Each such consent shall be set forth in an executed record or in an executed electronic transmission to the corporation, as such term is defined in Section 2.3. Such action by consent shall have the same force and effect as a unanimous vote of the Board of Directors or the committee. Such consent and any counterparts thereof shall be filed with the minutes of the proceedings of the Board of Directors.

**3.14 TELEPHONIC MEETINGS.** Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other during the meeting.

**3.15 COMPENSATION.** The directors and committee members may be paid their expenses, if any, or a fixed sum or a stated salary as a director or committee member for attendance at each meeting of the Board of Directors or of such committee as the case may be. No such payment shall preclude any director or committee member from serving the corporation in any other capacity and receiving compensation therefor.

**3.16 COMMITTEES.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may from time to time designate from among its members one or more committees, each of which must have two or more members and, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no such committee shall have the authority to:

- (a) authorize or approve a distribution except according to a general formula or method prescribed by the Board of Directors;
- (b) approve or propose to shareholders action that the Washington Business Corporation Act requires to be approved by shareholders;
- (c) fill vacancies on the Board of Directors or on any of its committees;
- (d) adopt any amendment to the Articles of Incorporation;
- (e) adopt, amend or repeal these Bylaws;
- (f) approve a plan of merger; or
- (g) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board of Directors may authorize a committee, or a senior executive officer of the corporation, to do so within limits specifically prescribed by the Board of Directors.

Meetings of such committees shall be governed by the same procedures as govern the meetings of the Board of Directors. All committees so appointed shall keep regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose at the office of the corporation.

**3.17 CHAIRMAN.** The Board of Directors shall appoint one of its members to be Chairman of the Board. The Chairman may be appointed or removed at any time only by action of a majority of the full Board of Directors. The Chairman shall, when present, preside at all meetings of the Board of Directors and the shareholders. The Chairman shall also perform such other duties and may exercise such other powers as from time to time may be assigned to the Chairman by these Bylaws or by the Board of Directors.

## ARTICLE 4

### OFFICERS

**4.1 APPOINTMENT.** The officers of the corporation shall be appointed annually by the Board of Directors at its annual meeting. If the appointment of officers is not held at such meeting, such appointment shall be held as soon thereafter as a Board of Directors meeting conveniently may be held. Except in the case of death, resignation or removal, each officer shall hold office at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until his or her successor is appointed and qualified.

**4.2 QUALIFICATION.** None of the officers of the corporation need be a director, except as specified below. Any two or more of the corporate offices may be held by the same person.

**4.3 OFFICERS DESIGNATED.** The officers of the corporation shall include a Chief Executive Officer, a President and a Chief Financial Officer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers, including but not limited to, one or more Executive Vice Presidents (each of whom shall also be an executive officer), a Secretary, a Treasurer, and one or more Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as may be deemed necessary may be appointed by the Board of Directors.

(a) **CHIEF EXECUTIVE OFFICER.** The Chief Executive Officer shall be the chief executive officer of the corporation and, subject to the direction and control of the Board of Directors, shall supervise and control all of the assets, business, and affairs of the corporation. The Chief Executive Officer is authorized to vote the shares owned by the corporation in other corporations, domestic or foreign, unless otherwise prescribed by the Board of Directors, and to execute all bonds, mortgages, contracts and other instruments of the corporation requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the corporation may sign and execute documents when so authorized by these Bylaws, the Board of Directors, the Chief Executive Officer or the President. In general, the Chief Executive Officer shall perform all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed by the Board of Directors from time to time. The Chief Executive Officer shall, unless a Chairman has been appointed and is

present, preside at all meetings of the shareholders and the Board of Directors. The Chief Executive Officer may only be appointed or removed by a majority of the full Board of Directors.

(b) **PRESIDENT.** At the request of the Chief Executive Officer or in the event of the Chief Executive Officer's death or absence or inability to act, the President shall perform the duties of the Chief Executive Officer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. The President is authorized to vote the shares owned by the corporation in other corporations, domestic or foreign, unless otherwise prescribed by the Board of Directors, and to execute all bonds, mortgages, contracts and other instruments of the corporation requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the corporation may sign and execute documents when so authorized by these Bylaws, the Board of Directors, the Chief Executive Officer, or the President. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may only be appointed or removed by a majority of the full Board of Directors.

(c) **EXECUTIVE VICE PRESIDENTS.** At the request of the President or in the event of the President's death or absence or inability to act, an Executive Vice President designated by a majority of the Board of Directors shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Executive Vice President (including any Senior Executive Vice Presidents) shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe. If there be no Executive Vice President, the Board of Directors shall designate the officer of the corporation who, in the absence of the President or in the event of the President's death or absence or inability to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

(d) **SECRETARY.** The Secretary shall:

- (i) keep the minutes of meetings of the shareholders and the Board of Directors in one or more books provided for that purpose;
- (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (iii) be custodian of the corporate records and seal of the corporation, if one be adopted;
- (iv) keep a register of the post office address of each shareholder and director;
- (v) sign with the Chief Executive Officer or President, or the Chairman, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors;

(vi) have general charge of the stock transfer books of the corporation; and

(vii) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chief Executive Officer, the President or the Board of Directors.

In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

(e) **CHIEF FINANCIAL OFFICER.** The Chief Financial Officer shall keep or cause to be kept the books of account of the corporation in a thorough and proper manner and shall render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors, the Chief Executive Officer or the President. The Chief Financial Officer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the corporation. The Chief Financial Officer shall perform other duties commonly incident to his or her office and shall also perform such other duties and have such other powers as the Board of Directors, the Chief Executive Officer or the President shall designate from time to time. The Chief Executive Officer or the President may direct the Treasurer or any Assistant Treasurer, or the Controller or any Assistant Controller, or other officer of the corporation, to assume and perform the duties of the Chief Financial Officer in the absence or disability of the Chief Financial Officer, and each Treasurer and Assistant Treasurer and each Controller and Assistant Controller shall perform other duties commonly incident to his or her office and shall also perform such other duties and have such other powers as the Board of Directors, the Chief Executive Officer or the President shall designate from time to time.

(f) **TREASURER.** Subject to the direction and control of the Board of Directors, the Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; and, at the expiration of his or her term of office, the Treasurer shall turn over to his or her successor all property of the corporation in his or her possession.

In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.

**4.4 DELEGATION.** In case of the absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or director or other person whom it may select.

**4.5 RESIGNATION.** Any officer may resign at any time by delivering written notice to the corporation. Any such resignation shall take effect when the notice is delivered unless the notice specifies a later date. Unless otherwise specified in the notice, acceptance of such resignation by the corporation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

**4.6 REMOVAL.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time with or without cause. Election or appointment of an officer or agent shall not of itself create contract rights.

**4.7 VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board of Directors for the unexpired portion of the term or for a new term established by the Board of Directors.

**4.8 COMPENSATION.** Compensation, if any, for officers and other agents and employees of the corporation shall be determined by the Board of Directors, or by the Chief Executive Officer or the President to the extent such authority may be delegated to them by the Board of Directors. No officer shall be prevented from receiving compensation in such capacity by reason of the fact that he is also a director of the corporation.

## ARTICLE 5

### EXECUTION OF INSTRUMENTS AND VOTING OF SECURITIES OWNED BY THE CORPORATION

**5.1 EXECUTION OF CORPORATE INSTRUMENTS.** The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute on behalf of the corporation any corporate instrument or document, or to sign on behalf of the corporation the corporate name without limitation, or to enter into contracts on behalf of the corporation, except where otherwise provided by law or these Bylaws, and such execution or signature shall be binding upon the corporation.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation or in special accounts of the corporation shall be signed by such person or persons as the Board of Directors shall authorize so to do.

Unless authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

**5.2 VOTING OF SECURITIES OWNED BY THE CORPORATION.** All stock and other securities of other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect thereto shall be executed, by the person authorized so to do by resolution of the Board of Directors, or, in the absence of such authorization, by the Chairman, the Chief Executive Officer, the President or any Executive Vice President.

## ARTICLE 6

### STOCK

**6.1 FORM AND EXECUTION OF CERTIFICATES.** Certificates for the shares of stock of the corporation shall be in such form as is consistent with the Articles of Incorporation and applicable law. Every holder of stock in the corporation shall be entitled to have a certificate signed by or in the name of the corporation by the Chairman, the Chief Executive Officer or the President or any Vice President and by the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary, certifying the number of shares owned by him in the corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued with the same effect as if he were such officer, transfer agent, or registrar at the date of issue. Each certificate shall state upon the face or back thereof, in full or in summary, all of the powers, designations, preferences, and rights, and the limitations or restrictions of the shares authorized to be issued or shall, except as otherwise required by law, set forth on the face or back a statement that the corporation will furnish without charge to each shareholder who so requests the powers, designations, preferences and relative, participating, optional, or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Except as otherwise expressly provided by law, the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical.

**6.2 LOST CERTIFICATES.** The corporation may issue a new certificate or certificates in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of such lost, stolen, or destroyed certificate or certificates, or his or her legal representative, to agree to indemnify the corporation in such manner as it shall require or to give the corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

### **6.3 TRANSFERS.**

(a) Transfers of record of shares of stock of the corporation shall be made only upon its books by the holders thereof, in person or by attorney duly authorized, and upon the surrender of a properly endorsed certificate or certificates for a like number of shares.

(b) The corporation shall have power to enter into and perform any agreement with any number of shareholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such shareholders in any manner not prohibited by the RCW.

**6.4 REGISTERED SHAREHOLDERS.** The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive

dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Washington.

**6.5 EXECUTION OF OTHER SECURITIES.** All bonds, debentures and other corporate securities of the corporation, other than stock certificates (covered in Section 6.1), may be signed by the Chairman, the Chief Executive Officer, the President, any Executive Vice President or Vice President, or such other person as may be authorized by the Board of Directors, and the corporate seal impressed thereon or a facsimile of such seal imprinted thereon and attested by the signature of the Secretary or an Assistant Secretary, or the Chief Financial Officer or Treasurer or an Assistant Treasurer; provided, however, that where any such bond, debenture or other corporate security shall be authenticated by the manual signature, or where permissible facsimile signature, of a trustee under an indenture pursuant to which such bond, debenture or other corporate security shall be issued, the signatures of the persons signing and attesting the corporate seal on such bond, debenture or other corporate security may be the imprinted facsimile of the signatures of such persons. Interest coupons appertaining to any such bond, debenture or other corporate security, authenticated by a trustee as aforesaid, shall be signed by the Treasurer or an Assistant Treasurer of the corporation or such other person as may be authorized by the Board of Directors, or bear imprinted thereon the facsimile signature of such person. In case any officer who shall have signed or attested any bond, debenture or other corporate security, or whose facsimile signature shall appear thereon or on any such interest coupon, shall have ceased to be such officer before the bond, debenture or other corporate security so signed or attested shall have been delivered, such bond, debenture or other corporate security nevertheless may be adopted by the corporation and issued and delivered as though the person who signed the same or whose facsimile signature shall have been used thereon had not ceased to be such officer of the corporation.

## ARTICLE 7

### BOOKS AND RECORDS

**7.1 BOOKS OF ACCOUNTS, MINUTES AND SHARE REGISTER.** The corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors exercising the authority of the Board of Directors on behalf of the corporation. The corporation shall maintain appropriate accounting records. The corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. The corporation shall keep a copy of the following records at its principal office: the Articles of Incorporation and all amendments to them currently in effect; the Bylaws and all amendments to them currently in effect; the minutes of all shareholders' meetings, and records of all actions taken by shareholders without a meeting, for the past three years; its financial statements for the past three years, including balance sheets showing in reasonable detail the financial condition of the corporation as of the close of each fiscal year, and an income statement showing the results of its operations during each fiscal year prepared on the basis of generally

accepted accounting principles or, if not, prepared on a basis explained therein; a list of the names and business addresses of its current directors and officers; and its most recent annual report delivered to the Secretary of State of Washington.

**7.2 COPIES OF RESOLUTIONS.** Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or shareholders, when certified by the Chief Executive Officer, President, Secretary or Assistant Secretary.

## **ARTICLE 8**

### **FISCAL YEAR**

The fiscal year of the corporation shall be set by the Board of Directors.

## **ARTICLE 9**

### **CORPORATE SEAL**

The Board of Directors may adopt a corporate seal for the corporation which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words “corporate seal.”

## **ARTICLE 10**

### **INDEMNIFICATION**

**10.1 RIGHT TO INDEMNIFICATION.** The power, right and obligation of the corporation to indemnify any director of the corporation shall be as set forth in Article VII of the Articles of Incorporation.

**10.2 NONEXCLUSIVITY OF RIGHTS.** The right to indemnification and the advancement of expenses conferred in Article VII of the Articles of Incorporation shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the corporation, general or specific action of the Board of Directors, contract or otherwise.

**10.3 INSURANCE, CONTRACTS AND FUNDING.** The corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the corporation or who, while a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as an agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against or incurred by the individual in that capacity or arising from the individual’s status as a director, officer, employee or agent, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The corporation may enter into contracts with any director, officer, employee or agent of the corporation in furtherance of the provisions of

Article VII of the Articles of Incorporation and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in Article VII of the Articles of Incorporation.

**10.4 INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS OF THE CORPORATION.** The corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to officers, employees and agents of the corporation with the same scope and effect as the provisions of Article VII of the Articles of Incorporation with respect to the indemnification and advancement of expenses of directors of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or otherwise.

**10.5 PERSONS SERVING OTHER ENTITIES.** Any individual who is or was a director, officer or employee of the corporation who, while a director, officer or employee of the corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the corporation, (b) as a trustee of an employee benefit plan and the duties of the director or officer to the corporation also impose duties on, or otherwise involve services by, the director or officer to the plan or to participants in or beneficiaries of the plan, or (c) in an executive or management capacity in a foreign or domestic partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership or interest shall be deemed to be so serving at the request of the corporation and entitled to indemnification and advancement of expenses under Article VII of the Articles of Incorporation.

## **ARTICLE 11**

### **AMENDMENT OF BYLAWS**

**11.1** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors, except that the Board of Directors may not repeal or amend any Bylaw that the shareholders have expressly provided, in amending or repealing such Bylaw, may not be amended or repealed by the Board of Directors. The shareholders may also alter, amend and repeal these Bylaws or adopt new Bylaws. All Bylaws made by the Board of Directors may be amended, repealed, altered or modified by the shareholders.

March 11, 2019

**FIFTH AMENDMENT TO THE  
CO-BRANDED CREDIT CARD PROGRAM AGREEMENT**

This Fifth Amendment (“**Amendment**”) is between Citibank, N.A. (“**Bank**”) and Costco Wholesale Corporation (“**Costco**”), is effective as of December 1, 2018, and amends that certain Co-Branded Credit Card Program Agreement, by and between Bank and Costco, dated February 27, 2015 (the “**Agreement**”).

Pursuant to Section 16.10 of the Agreement, the Bank and Costco agree as follows:

1. **Defined Terms.** All capitalized terms used but not defined in this Amendment will have the meanings ascribed to such terms in the Agreement.
2. **Amendments to Schedule 9.01.**
  - a.Paragraph 2 of Schedule 9.01 is deleted and replaced with the following:

“(2) **New Account Bounty.** Bank will pay to Costco [\*] for each new Co-Branded Card Account generated from an Applicant originating from a Costco Location [\*].”
  - b.Paragraph 3 of Schedule 9.01 is deleted and replaced with the following:

“(3) **Costco Staff Funding.** Bank will pay to Costco [\*] to compensate Costco staff in accordance with the first sentence of Section 9.01(a).”
  - c.A new Paragraph 12 is added to Schedule 9.01 as follows:

“(12) [\*]”
  - d.The following is added to the end of Paragraph 9 of Schedule 9.01:

“Bank will pay to Costco the amounts in paragraphs (3) and (12) within fifteen Business Days after the end of each month.”
3. **Amendment to Section 5.06.**
  - a.A new subsection to Section 5.06 shall be added as follows:

“(e) Notwithstanding anything to the contrary in this Article 5, the Parties agree to [\*]. In furtherance of this goal, [\*].”
4. **Dispute Resolution.** Any dispute between the Parties arising out of or relating to this Amendment shall be resolved as provided in Section 16.02 of the Agreement.
5. **Full Force and Effect.** The Agreement, as modified hereby, will remain in full force and effect and this Amendment will not be deemed to be an amendment or a waiver of any other provision of the Agreement except as expressly stated herein. All such other provisions of the Agreement will also be deemed to apply to this Amendment.
6. **No Modification or Waiver; Incorporation.** No modification, amendment or waiver of this Amendment will be effective or binding unless made in writing and signed by the Parties. The Parties agree that, except for those modifications expressly set forth in this Amendment, all terms and provisions of the Agreement will remain unchanged and in full force and effect. This Amendment and the Agreement will hereafter be read and construed together as a single document, and all references to the Agreement will hereafter refer to the Agreement as amended by this Amendment.
7. **Counterparts.** This Amendment may be executed in counterparts and if so executed will be enforceable and effective upon the exchange of executed counterparts, including by facsimile or electronic transmissions of executed counterparts.

[Signature page follows]

Duly authorized representatives of the Parties have executed this Amendment.

**COSTCO WHOLESALE CORPORATION**

**CITIBANK, N.A.**

By: /s/ Paul Latham  
Name: Paul Latham  
Title: SVP

By: /s/ Valerie Greer  
Name: Valerie Greer  
Title: MD

## CERTIFICATIONS

I, W. Craig Jelinek, certify that:

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

Date: March 13, 2019

/s/ W. CRAIG JELINEK

W. Craig Jelinek

*President, Chief Executive Officer and Director*

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## CERTIFICATIONS

I, Richard A. Galanti, certify that:

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

Date: March 13, 2019

/s/ RICHARD A. GALANTI

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Richard A. Galanti

*Executive Vice President, Chief Financial Officer and Director*

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

In connection with the Quarterly Report of Costco Wholesale Corporation (the Company) on Form 10-Q for the quarter ended February 17, 2019, as filed with the Securities and Exchange Commission (the Report), I, W. Craig Jelinek, President, Chief Executive Officer and Director 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:

- (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.

/s/ W. CRAIG JELINEK

Date: March 13, 2019

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W. Craig Jelinek

*President, Chief Executive Officer and Director*

A signed original of this written statement has been provided to and will be retained by Costco Wholesale Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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

In connection with the Quarterly Report of Costco Wholesale Corporation (the Company) on Form 10-Q for the quarter ended February 17, 2019, as filed with the Securities and Exchange Commission (the Report), I, Richard A. Galanti, Executive Vice President, Chief Financial Officer and Director 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:

- (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.

/s/ RICHARD A. GALANTI

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Date: March 13, 2019

Richard A. Galanti

*Executive Vice President, Chief Financial Officer and Director*

A signed original of this written statement has been provided to and will be retained by Costco Wholesale Corporation and furnished to the Securities and Exchange Commission or its staff upon request.