

UNDER ARMOUR, INC.
ARTICLES SUPPLEMENTARY
CLASS C COMMON STOCK

Under Armour, Inc., a Maryland corporation (the "Corporation"), does hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Article SIXTH of the charter of the Corporation (the "Charter"), and § 2-105 of the Maryland General Corporation Law (the "MGCL"), the Board of Directors of the Corporation (the "Board"), by duly adopted resolutions, reclassified and designated Four Hundred Million (400,000,000) authorized but unissued shares of Common Stock (as defined in the Charter), without further designation as to class or series, as shares of "Class C Common Stock", \$0.0003 1/3 par value per share, of the Corporation, with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms or conditions of redemption set forth herein, which, upon any restatement of the Charter, shall become part of Article SIXTH of the Charter, with any necessary or appropriate renumbering or relettering of the sections or subsections hereof. All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Charter.

1. Designation and Amount. A class of Common Stock designated as "Class C Common Stock" (the "Class C Common Stock") is hereby established. The total number of authorized shares of Class C Common Stock shall be Four Hundred Million (400,000,000).
2. Ranking. Except as otherwise expressly provided in the Charter, including these Articles Supplementary, the powers, preferences and rights of the holders of Class C Common Stock, and the qualifications, limitations and restrictions thereof, shall be in all respects identical to those of the Class A Common Stock and the Class B Common Stock.
3. Voting. Except as otherwise expressly required by law or provided in the Charter, including these Articles Supplementary, the Class C Common Stock shall not have any voting rights, and the consent or approval of the holders thereof (in their capacity as holders of Class C Common Stock) shall not be required for the taking of any corporate action, and no share of Class C Common Stock shall entitle the holder thereof to vote on any matter submitted to the stockholders of the Corporation. On any matter on which the holders of Class C Common Stock (in their capacity as such) shall have the right to vote, each holder of record of shares of Class C Common Stock on the relevant record date shall be entitled to cast one (1) vote in person or by proxy for each share of Class C Common Stock standing in such holder's name on the stock transfer records of the Corporation.
4. Amendments Affecting Stock. So long as any shares of Class C Common Stock are outstanding, holders of Class C Common Stock shall be entitled to vote on any amendment, alteration or repeal of the terms of the Class C Common Stock as set forth in these Articles Supplementary or in Article SIXTH of the Charter so as to have a material adverse effect on the rights of the Class C Common Stock, and the Corporation shall not effect any such amendment, alteration or repeal without the affirmative vote of a majority of all the votes entitled to be cast by the holders of outstanding shares of Class C Common Stock, voting as a single class.
5. Dividends; Stock Splits. Subject to any rights provided to holders of any hereafter created preferred stock at any time outstanding, and subject to any other provisions of the Charter, including these Articles Supplementary, as it may be amended from time to time, holders of shares of Class C Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board from time to time out of assets or funds of the Corporation legally available therefor.
 - (a) If, at any time, a dividend or other distribution in cash or other property (other than dividends or other distributions payable in shares of Common Stock or other voting securities of the

Corporation, or rights, options or warrants to purchase shares of Common Stock or other voting securities of the Corporation or securities convertible into or exchangeable for shares of Common Stock or other voting securities of the Corporation) is declared or paid on the shares of Class A Common Stock or shares of Class B Common Stock, a like dividend or other distribution in cash or other property shall also be declared or paid on the shares of Class C Common Stock, in an equal amount per share.

(b) If, at any time, a dividend or other distribution payable in shares of Common Stock or other voting securities of the Corporation, or rights, options or warrants to purchase shares of Common Stock or other voting securities of the Corporation, or securities convertible into or exchangeable for shares of Common Stock or other voting securities of the Corporation (“Voting Securities”) is paid or declared on shares of Class A Common Stock or Class B Common Stock, a like dividend or other distribution shall also be paid or declared on the shares of Class C Common Stock, in an equal amount per share; provided that, for this purpose, (i) if (A) a dividend consisting of shares of Class A Common Stock or other Voting Securities, or rights, options or warrants to purchase shares of Class A Common Stock or other Voting Securities, or securities convertible into or exchangeable for shares of Class A Common Stock or other Voting Securities, is paid on shares of Class A Common Stock and (B) a dividend consisting of Class B Common Stock or other Voting Securities, or rights, options or warrants to purchase shares of Class B Common Stock or other Voting Securities, or securities convertible into or exchangeable for shares of Class B Common Stock or other Voting Securities, is paid on shares of Class B Common Stock and (ii) if a dividend consisting of shares of Class C Common Stock or Voting Securities identical to such other Voting Securities paid on the shares of Class A Common Stock or Class B Common Stock, or rights, options or warrants to purchase shares of Class C Common Stock or such other Voting Securities, or securities convertible into or exchangeable for shares of Class C Common Stock or such other Voting Securities, is paid on shares of Class C Common Stock, in an equal amount per share of Class A Common Stock, Class B Common Stock and Class C Common Stock, such dividend or other distribution shall be deemed to be a like dividend or other distribution.

(c) The Corporation shall not have the power to issue shares of Class B Common Stock as a dividend or other distribution paid on shares of Class C Common Stock.

(d) In the case of any split, subdivision, combination or reclassification of shares of Class A Common Stock and shares of Class B Common Stock, the shares of Class C Common Stock shall also be split, subdivided, combined or reclassified so that the respective numbers of shares of Class A Common Stock, Class B Common Stock and Class C Common Stock outstanding immediately following such split, subdivision, combination or reclassification shall bear the same relationship to each other as did the respective numbers of shares of Class A Common Stock, Class B Common Stock and Class C Common Stock outstanding immediately prior to such split, subdivision, combination or reclassification, such that the relative rights to distributions of outstanding shares of Class A Common Stock, Class B Common Stock and Class C Common Stock remain the same.

6. Liquidation, Dissolution, etc. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of shares of Class C Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution after payments to creditors and to the holders of any hereafter created preferred stock of the Corporation that may at the time be outstanding, and shall share ratably in any such distribution with the holders of outstanding shares of Class A Common Stock and Class B Common Stock, in proportion to the number of shares held by them, respectively, without regard to class.

7. Merger, etc.

(a) In the event of (i) a merger or consolidation of the Corporation with or into another entity, a statutory share exchange between the Corporation and any other entity or the conversion of the Corporation into any other entity (whether or not the Corporation is the surviving entity) or (ii) a third party tender offer entered into pursuant to an agreement with the Corporation (a “Negotiated Tender Offer”), each holder of shares of Class C Common Stock shall be entitled to receive the same consideration on a per share basis as each holder of shares of Class B Common Stock is entitled to receive on a per share basis, and each holder of shares of Class C Common Stock shall be entitled to

receive the same consideration on a per share basis as each holder of shares of Class B Common Stock is entitled to receive on a per share basis in connection with a transfer of such shares of Class B Common Stock incidental to a merger, consolidation, statutory share exchange, conversion or Negotiated Tender Offer, even if the consideration for such transfer is not paid as consideration in such merger, consolidation, statutory share exchange, conversion or Negotiated Tender Offer; provided, however, that any amounts paid to Kevin A. Plank as compensation for services rendered or to be rendered by Kevin A. Plank to the Corporation or any acquiring entity or any of their respective affiliates (for example, participating in a retention bonus pool established in connection with a proposed merger, or compensation paid for pre- or post-merger services), which payment was approved by a majority of the Independent Directors (as defined below), shall not be deemed to be part of such consideration. For so long as any shares of Class B Common Stock remain outstanding, the Corporation shall not enter into any plan or agreement providing for a merger, consolidation, statutory share exchange, conversion or Negotiated Tender Offer that is inconsistent with the foregoing. The term "Independent Directors" means such directors of the Corporation who are independent under applicable law, the Listing Standards (as defined below) and any other standards adopted by the Board for determining the independence of directors generally, who are not Kevin A. Plank or a Kevin A. Plank Family Member (as defined below) and whom the Board has determined have no material financial or service relationship with Kevin A. Plank or any Kevin A. Plank Family Member. The term "Kevin A. Plank Family Member" means: (X) the spouse, and any parent, child, sibling, parent-in-law, sibling-in-law or child-in-law, of Kevin A. Plank; (Y) any individual (other than a domestic employee) who shares a home with Kevin A. Plank; and (Z) any lineal descendant, including by adoption, of any of the foregoing individuals. The term "Listing Standards," means, for so long as shares of the Corporation's stock are listed on the New York Stock Exchange, the requirements of the New York Stock Exchange generally applicable to companies with voting common equity securities listed thereon (the "NYSE Listing Standards"), or if the Corporation's stock is not so listed, the listing requirements or rules of the principal national securities exchange on which the Corporation's stock is then listed or traded, or if the Corporation's stock is not then listed or traded on any national securities exchange, the NYSE Listing Standards.

(b) In addition to any other approval required by the MGCL or the Charter, so long as any shares of Class C Common Stock remain outstanding, holders of Class C Common Stock shall be entitled to vote on any amendment to or waiver of the requirements of this Section 7, and any amendment to this Section 7 shall be valid, and any requirement of this Section 7 may be waived, only if such amendment or waiver is advised by the Board, including at least 75% of the Independent Directors, and approved by the affirmative vote of at least 75% of the votes entitled to be cast on the matter by (i) holders of shares of Class C Common Stock (excluding Kevin A. Plank, any Kevin A. Plank Family Entity, any Kevin A. Plank Family Member or any executive officer of the Corporation), voting as a single class, and (ii) holders of shares of Class B Common Stock, voting as a single class.

8. No Preemptive or Subscription Rights. No holder of shares of Class C Common Stock shall be entitled to preemptive or subscription rights.

9. Conversion.

(a) Upon the conversion, redemption or other exchange of all outstanding shares of Class B Common Stock into shares of Class A Common Stock, (i) notwithstanding any provision of Section 3 to the contrary, holders of shares of Class C Common Stock shall be entitled to vote on any matter upon which holders of Class A Common Stock are entitled to vote, and the holders of any outstanding shares of Class C Common Stock and the holders of any outstanding shares of Class A Common Stock shall vote together as a single class on any such matter, and (ii) each outstanding share of Class C Common Stock shall be automatically converted into one share of Class A Common Stock on the date fixed therefor by the Corporation that is as soon as reasonably practicable after such conversion, redemption or other exchange in accordance with these Articles Supplementary and such further procedures as may be required by the Corporation.

(b) In the event of any conversion of Class C Common Stock pursuant to this Section 9, any certificates formerly representing outstanding shares of Class C Common Stock will thereafter be deemed to represent an equal number of shares of Class A Common Stock until the

certificates, if any, representing such shares of Class C Common Stock are promptly exchanged for new certificates representing an equal number of shares of Class A Common Stock, as contemplated by Section 9(e) below.

(c) Upon any conversion of shares of Class C Common Stock into shares of Class A Common Stock pursuant to this Section 9, no adjustment with respect to dividends shall be made; only those dividends shall be payable on the shares so converted as have been declared and are payable to holders of record of shares of Class C Common Stock as of a record date prior to the conversion date with respect to the shares so converted; and only those dividends shall be payable on shares of Class A Common Stock issued upon such conversion as have been declared and are payable to holders of record of shares of Class A Common Stock as of a record date on or after such conversion date.

(d) Upon the conversion of shares of Class C Common Stock into shares of Class A Common Stock pursuant to this Section 9, such shares of Class C Common Stock shall automatically be reclassified as shares of Class A Common Stock, such that the number of authorized shares of Class C Common Stock shall be automatically decreased, and the number of authorized shares of Class A Common Stock shall be automatically increased, in each case, by the number of shares of Class C Common Stock so converted, and the aggregate number of shares of Common Stock of all classes and series that the Corporation has authority to issue under the Charter shall not be changed as a result of such conversion.

(e) As promptly as practicable after the presentation and surrender for conversion, during usual business hours, at any office or agency of the Corporation, of any certificate representing certificated shares (or fractions of shares) of Class C Common Stock that have been converted into shares of Class A Common Stock pursuant to this Section 9, the Corporation shall issue and deliver at such office or agency, to or upon the written order of the holder thereof, a certificate representing an equal number of shares of Class A Common Stock issuable upon such conversion. The issuance of any certificates for shares of Class A Common Stock issuable upon the conversion of shares of Class C Common Stock held by the registered holder thereof shall be made without charge to the converting holder for any tax imposed on the Corporation in respect to the issue thereof. The Corporation shall not, however, be required to pay any tax which may be payable with respect to any transfer involved in the issue and delivery of any certificate in a name other than that of the registered holder of the shares being converted, and the Corporation shall not be required to issue or deliver any such certificate unless and until the person requesting the issue thereof shall have paid to the Corporation the amount of such tax or has established to the satisfaction of the Corporation that such tax has been paid.

SECOND: These Articles Supplementary have been approved by the Board in the manner and by the vote required by law.

THIRD: The shares of Class C Common Stock have been classified and designated by the Board under the authority contained in Article SIXTH of the Charter and § 2-105 of the MGCL.

FOURTH: The undersigned acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[Signature page follows]

IN WITNESS WHEREOF, Under Armour, Inc. has caused these Articles Supplementary to be signed and acknowledged in its name and on its behalf by its Chief Executive Officer and attested by its Secretary, as of the 15th day of June, 2015.

ATTEST:

UNDER ARMOUR, INC.

/s/ John P. Stanton

Name: John P. Stanton

Title: Secretary

By: /s/ Kevin A. Plank

Name: Kevin A. Plank

Title: Chief Executive Officer