Risk Factors Comparison 2024-03-25 to 2023-03-21 Form: 10-K

Legend: New Text ~~Removed Text~~ Unchanged Text Moved Text Section

RISKS RELATED TO OUR BUSINESS AND INDUSTRY Cyclical demand for products and economic downturns could reduce the demand for, and sales of, our products, which could adversely affect our margins and profitability. A significant portion of the FCEP segment' s sales consists of mill rolls to customers in the global steel and aluminum industry that ~~can~~ **may** be periodically impacted by economic or cyclical downturns **and other disruptions** . Such downturns **and disruptions** , the timing and length of which are difficult to predict, **may cause demand for steel and aluminum to be lower than forecasted which** may reduce the demand for, and sales of, our forged and cast rolls both in the United States and the rest of the world. Lower demand for rolls may also adversely impact profitability as other competing roll producers lower selling prices in the marketplace ~~in order~~ to fill their manufacturing capacity. Cancellation of orders or deferral of delivery of rolls may occur and produce an adverse impact on our financial results. In addition, sales of FEP, specifically open- die forged products for the oil and gas industry and steel distribution markets, are impacted by fluctuations in global energy ~~prices~~ **demand** , which also could adversely affect our margins and profitability. Excess global capacity in the steel industry could lower prices for our products, which could adversely affect our sales, margins and profitability, as well as the collectability of our receivables and the salability of our in- process inventory. The global steel manufacturing capacity continues to exceed global consumption of steel products. Such excess capacity often results in manufacturers in certain countries exporting steel at prices significantly below their home market prices (often due to local government assistance or subsidies) ~~, which~~ **. This could** ~~leads~~ **lead** to global market destabilization and reduced sales and profitability of some of our customers which, in turn, affects our sales and profit margins, as well as the collectability of our receivables and the salability of our in- process inventory. Excess capacity in the global roll industry and cyclicality in end- market demand also pose risks of potential impairment of our long- lived assets, which could be material to our results of operations and the carrying value of our assets. A reduction in the level of our export sales, as well as other economic factors in foreign countries, could have an adverse impact on our financial results. Exports are a significant portion of our sales. Historically, changes in foreign exchange rates, particularly in respect of the U. S. dollar, British pound, Swedish krona, and euro, have impacted the export of our products and may do so again in the future. Other factors that may adversely impact our export sales and our operating results include political and economic instability, export controls, changes in tax laws and tariffs, and new ~~indigenous~~ producers in overseas markets. A reduction in the level of our export sales may have an adverse impact on our financial results. In addition, changes in foreign currency exchange rates may provide foreign roll suppliers with advantages based on those lower foreign currency exchange rates and, therefore, permit them to compete in our home markets. **,our ability** to successfully generate cash flows from a combination of efficient operations and continuing operating improvements,availability from our revolving credit facility,access to capital markets,and funding from other third parties.We believe our liquidity (including operating and other cash flows that we expect to generate and revolving credit availability) should be sufficient to meet our operating ~~cash flow~~ requirements ~~,debt service costs and other financial obligations~~ as they occur;however,our ability to maintain sufficient liquidity going forward is subject to the general liquidity of ~~,~~and ongoing changes ~~,~~in the credit markets as well as general economic,financial,competitive,legislative,regulatory,and other market factors that are beyond our control.If we **are not able to maintain adequate liquidity,we** Fluctuation in the value of the U. S. dollar relative to other currencies could adversely affect our business, results of operations and financial condition. Certain of our subsidiaries operate in foreign jurisdictions and, accordingly, earn revenues, pay expenses, own assets, and incur liabilities in countries using currencies other than the U. S. dollar. Since our consolidated financial statements are presented in U. S. dollars, we must translate revenues and expenses into U. S. dollars at the average exchange rate during each reporting period and assets and liabilities into U. S. dollars at the exchange rate in effect at the end of each reporting period. Therefore, increases or decreases in the value of the U. S. dollar against other major currencies will affect the translated value for revenue, expenses and balance sheet items denominated in foreign currencies and could materially affect our financial results expressed in U. S. dollars. Increases in energy and commodity prices, reductions in electricity and natural gas supply or ~~shortage~~ **shortages** of key production materials could adversely impact our production, which could result in lower profitability or higher losses. Our subsidiaries use certain commodities in the manufacture of their products. These include steel scrap, ferroalloys and energy. Any unexpected, sudden or prolonged price increase may cause a reduction in our profit margins or **result in** losses where beneficial fixed- priced contracts do not exist, unfavorable fixed- ~~price~~ **priced** contracts cannot be modified or increases cannot be obtained in our selling prices. In addition, there could be a time lag between when we incur such price increases and when we are able to recover such increases in our selling prices. Global increases in transportation costs and more limited availability of freight carriers may impact timely delivery of supplies to our subsidiaries and product to our customers, ~~which may be accentuated during pandemics,~~ and may negatively impact our sales, production and profitability. There also may be curtailment in electricity or natural gas supply or availability of key production materials, ~~which may be accentuated during global conflict: all of~~ which could adversely impact our production ~~. Increases in energy and commodity prices, and / or reductions in electricity and natural gas supply could adversely impact our production~~ or result in lower profitability ~~or~~ **,** higher losses or impairment of our long- lived assets. Shortage of key production materials, while driving up costs, may be of such severity as to disrupt our production, all of which may impact our sales and profitability. Geopolitical factors or wars ~~could exacerbate these risks. In particular~~ , **including** the Russia- Ukraine conflict **and** ~~may intensify~~ the ~~inflationary effect~~ **Red Sea crisis, could exacerbate the above risks. In particular, the Russia- Ukraine conflict has significantly increased the cost of energy** for ~~the~~ **our U. K. operations. As a result, we have moved certain of our** ~~cost~~ **cast roll** ~~of natural gas, electricity, raw materials and other~~

production ~~components~~ **from the U. K. to Sweden, reducing profitability of our U. K. operations but improving profitability for our Sweden operations. We may not be able to scale our operational capacity in line with demand for our products. Demand for our products, particularly in our ALP segment, may grow at a pace that exceeds our operational capacity, including our manufacturing capabilities. We may be required to expand our facilities or contract with third parties to meet such growth,** which **we may not be able to do in a timely manner, if at all. If we** are ~~difficult~~ **required** to ~~predict given the fluidity of the military conflict~~ **expand our facilities to meet growth in client demand** , ~~the novelty of Western sanctions against Russia and possibility of yet harsher ones~~ **we may not have access to sufficient capital resources to expand in a timely manner, if at all** . ~~We~~ **As a result, we may not be able to maximize sales growth and, therefore,** could **lose opportunities** ~~face limitations in availability of capital~~ to **produce** fund our strategic plans. Additionally,......) but otherwise restricts us from incurring additional **revenue** indebtedness outside of the agreement, unless...... of capital to fund our strategic plans . We have entered into sale- leaseback transactions, which create the risk of loss if we default. UES and Air & Liquid have entered into sale and leaseback financing transactions with Store Capital Acquisitions, LLC (" STORE ") relating to certain properties utilized by **the** segments of the Corporation. Pursuant to such sale and leaseback **financing transactions** , UES has entered into a **master** lease with STORE ~~,~~ through which it will **lease the same properties from STORE and further** sublease **certain** properties to Air & Liquid **and / or the Corporation** . ~~Such~~ **The** lease entered into by UES contains certain representations, warranties, covenants, obligations, conditions, indemnification provisions **,** and termination provisions customary for that type of agreement. If **we** ~~the Corporation defaults~~ - **default** on the terms of **the master lease and fail to renew** such ~~transaction~~ **lease on acceptable terms** , **we** ~~the Corporation~~ could lose ~~the~~ **access to such** properties ~~. We need to maintain adequate liquidity to meet our operating cash flow requirements, debt service costs and other financial obligations. If we fail to comply with the covenants contained in our revolving credit facility or our equipment financing facilities, it may adversely affect our liquidity, results of operations and financial condition. Our liquidity is a function of our cash on- hand~~ - **and** , our ability to successfully generate cash...... able to maintain adequate liquidity, we may not be able to ~~meet~~ **continue with** our **manufacturing** ~~operating~~ **operations** ~~cash flow requirements; debt service costs; future required contributions to our employee benefit plans (~~ which ~~are expected~~ **could be detrimental** to **our** ~~increase in 2024 / 2025 primarily due to lower than expected pension asset performance in 2022); and other~~ financial ~~obligations~~ **position, results of operations and liquidity** . ~~Our revolving credit facility is~~ **In addition, we must** ~~subject~~ - **sublet** ~~to various affirmative and negative covenants and our~~ - **or** ~~equipment~~ **provide replacement property if we close, sell or otherwise exit a property included in the sale and leaseback** financing **transactions, which may hinder** ~~facilities include various affirmative covenants. Failure to comply with material provisions or~~ **our ability to successfully restructure** ~~covenants in these facilities could have a material adverse effect on~~ our ~~liquidity, results of~~ operations ~~and financial condition. We may seek to renegotiate or replace a facility, or may determine not to replace a facility at all and may instead pursue other forms of liquidity. Any new credit agreement or these other forms of liquidity may result in higher borrowing costs and contain non- investment grade covenants that are less advantageous to us than our existing revolving credit and equipment financing facilities~~ . Our growth strategy has required substantial capital expenditures, which have been funded by the incurrence of additional debt. If we are unable to repay debt service costs, we may be unable to obtain alternative financing on ~~satisfactory~~ **acceptable** terms **, or at all,** and our liquidity, results of operations and financial ~~conditions~~ - **condition** may be adversely affected. To support our growth strategy **in the FCEP segment** , we have made **,** and expect to continue to make ~~substantial~~ **, significant commitments for** capital expenditures. We expect to continue to fund these capital expenditures with our equipment financing ~~facilities~~ **facility** . The ~~incurrence of~~ additional indebtedness ~~would~~ **will** require ~~that~~ a portion of our cash flows from operations **to** be used for the payment of interest and principal, thereby reducing our ability to use our cash flows from operations to fund working capital, other capital expenditures and acquisitions. Furthermore, raising equity capital generally would dilute existing shareholders. If additional capital is needed, we may not be able to obtain debt or equity financing on terms acceptable to us, ~~if~~ **or** at all. **Our** ~~Dependence~~ **dependence** on certain equipment may cause an interruption in our production if such equipment is out of operation for an extended period of time, which could result in lower sales and profitability. Our principal business relies on certain unique equipment such as an electric arc furnace and a spin cast work roll machine. Although a comprehensive critical spare inventory of key components for this equipment is maintained, if any such unique equipment is out of operation for an extended period of time, it may result in a significant reduction in our sales and earnings. **Failure of financial institutions or the need of liquidity from third- party sources by financial institutions may affect our access, or our customers' access to, capital resources. Failure of financial institutions or the need of liquidity from third- party sources by financial institutions may place additional stress on other financial institutions, which may limit our, or our customers', access to short- term financing or result in higher interest rates. Our inability to access, or our customers' inability to access, short- term financing at competitive rates may adversely affect our liquidity, financial condition or results of operations.** The ultimate liability of our subsidiaries for claims alleging personal injury from exposure to asbestos- containing components historically used in certain products of our subsidiaries could have a material adverse effect on our financial condition, results of operations or liquidity in the future. Certain of our subsidiaries and, in some cases, we, are defendants in numerous claims alleging personal injury from exposure to asbestos- containing components historically used in certain products of these subsidiaries. Through the current year end, our insurance has covered a majority of our settlement and defense costs. We believe ~~that~~ the estimated costs, net of anticipated insurance recoveries, of our pending and future asbestos legal proceedings should not have a material adverse effect on our financial condition or liquidity. However, there can be no assurance ~~that~~ our subsidiaries or we will not be subject to significant additional claims in the future or ~~that~~ our subsidiaries' ultimate liability with respect to asbestos claims will not present significantly greater and longer lasting financial exposure than provided in our consolidated financial statements. The ultimate net liability with respect to such pending and any unasserted claims is subject to various uncertainties ~~,~~ including **, but not limited to,** the following: • the number and nature of claims in the future; • the costs of defending and settling these claims; • insolvencies among our insurance carriers and the risk of future insolvencies; • the possibility ~~that~~ **of** adverse jury verdicts could require damage payments in amounts greater than the amounts for which we have historically settled claims **or have provided for future claims** ; • possible changes in the litigation environment or federal and state law governing the compensation of asbestos claimants; and • the risk **of** ~~that the~~ bankruptcies of other asbestos defendants **which** may increase our costs. Because of the uncertainties related to such claims, it is possible ~~that~~ our ultimate liability could have a material adverse effect on our financial condition, results of operations or liquidity in the future. A change in the existing regulatory environment could negatively affect our operations ~~and~~ **,** financial performance **and liquidity** . We are subject to a wide variety of complex domestic and foreign laws, rules and regulations, including trade policies and tax regimes. We are affected by new laws and regulations and changes to existing laws and regulations, including interpretations by the courts and regulators, whether prompted by changes in government administrations or otherwise. These laws, regulations and policies, and changes thereto, may result in restrictions or limitations to our current operational practices and processes and **our** product / service offerings which could negatively impact our current cost structure, revenue streams, future tax obligations, the value of our deferred income tax assets, cash flows, and overall financial position. In addition, our tax filings are subject to audits by tax authorities in the various jurisdictions in which we do business. These audits may result in assessments of additional taxes that are subsequently resolved with the taxing authorities or through the courts. Currently, we believe there are no outstanding assessments whose resolution would result in a material adverse financial result. However, ~~we cannot offer~~ **there can be no** ~~assurances~~ **assurance** that unasserted or potential future assessments would not have a material adverse effect on our financial condition ~~or~~ **,** results of operations **and liquidity** . **The** ~~In 2018, the~~ United States **currently** ~~imposed~~ **imposes** tariffs of 25 % on primary steel imports and 10 % on primary aluminum imports into the United States. As consumers of steel and aluminum in some of our products, our cost base is exposed to ~~the~~ **these** ~~impact of this action~~ **tariffs and could be exposed to additional tariffs** , **higher tariffs** or similar actions **in the future** , which could reduce our margins, and we could potentially lose market share to foreign competitors not subject to similar tariff increases. Our financial condition, results of operations and liquidity may be affected by these tariffs, or similar actions. Moreover, these ~~new~~ tariffs, or other changes in U. S. trade policy, have resulted in, and may continue to trigger, retaliatory actions by affected countries which could adversely impact demand for our products, as well as impact our costs, customers, suppliers, and / or the U. S. economy or certain sectors thereof and, thus, may adversely impact our business, operations and financial performance. **We generate approximately 10 % of the sales in the FCEP segment from one customer, and the loss of, or significant reduction in, the orders of such customer could have a material adverse effect on the segment. One customer accounted for approximately 11 % and 10 % of the net sales of the FCEP segment for the years ended December 31, 2023 and 2022, respectively. The loss of such customer, or a significant reduction in the orders of such customer, could have a material adverse effect on the segment. For the ALP segment, no customers exceeded 10 % of its net sales in 2023 or 2022.** Pandemics **and geopolitical conflicts** may cause disruptions to our business and the industries in which we operate. Pandemics **and geopolitical conflicts** may increase economic and demand uncertainty and could cause a sustained global recession. We may experience episodic disruptions to our operations or **our business, or** to the operations **or the business** of our customers and suppliers ~~; global supply chain issues causing global inflationary pressures; customer- requested delays of deliveries or cancellation of orders; lower order intake resulting from customers postponing projects; the inability to obtain raw materials and supplies critical to the manufacturing process; delays in receiving and shipping product due to the lack of transportation; higher cost of production and transportation; long- term disruptions to our operations resulting from changes in government policy or guidance; quarantines of employees, customers and suppliers in areas affected by a pandemic; closures of businesses or manufacturing facilities that are critical to our business or our supply chains; and higher write- offs of accounts receivables and impairment charges on our asset values, including property, plant and equipment and intangible assets~~ , which, individually or in the aggregate, may impact ~~,~~ our financial condition, results of operations and liquidity. Further, local governmental measures may be implemented to control the spread of ~~the virus~~ **viruses** , including restrictions on manufacturing and the movement of employees in many regions and countries, and may be significant. A pandemic **or geopolitical conflict** may adversely affect our liquidity and our ability to access the capital markets. Additionally, government stimulus programs available to us, our customers or our suppliers, if any, may prove to be insufficient or ineffective. Furthermore, in the event ~~that~~ the impact from a pandemic **or geopolitical conflict** causes us to be unable to maintain a certain level of excess availability under our revolving credit facility, our availability of funds may become limited, or we may be required to renegotiate the facility on less favorable terms. If we are unable to access additional credit at the levels we require, or the cost of credit is greater than expected, it could materially adversely affect our financial condition, results of operations and liquidity. We have significant international operations. A pandemic **or geopolitical conflict** could negatively affect our workforce, both domestically and abroad, requiring some or all of our employees to work **remotely** ~~from home~~ on a longer- term or permanent basis, thereby requiring new processes, procedures and controls to respond to changes in our business environment. We may be susceptible to increased litigation related to, among other things, the financial impacts of the pandemic **or geopolitical conflict** on our business, our ability to meet contractual obligations due to the pandemic **or geopolitical conflict** , employment practices or policies adopted during the health crisis, or litigation related to individuals contracting any disease as a result of alleged exposures on our premises. The impact of a pandemic **or a geopolitical conflict** also may have the effect of exacerbating many of the other risks described herein. Uncertainty related to environmental regulation and industry standards, as well as the physical risks of climate change, could impact our results of operations and financial position. Increased public awareness and concern regarding environmental risks, including global climate change, may result in more international, regional and / or federal requirements or industry standards to reduce or mitigate global warming and other environmental risks. New climate change laws and regulations could require us to change our manufacturing processes or obtain substitute materials that may cost more or be less available for our manufacturing operations. Various jurisdictions in which we do business have implemented, or in the future could implement or amend, restrictions on emissions of carbon dioxide or other greenhouse gases, limitations or restrictions on water use, changes from traditional fossil fuel sources to renewables, regulations on energy management and waste management, and other climate change- based rules and regulations, which may increase our costs and adversely affect our operating results. In addition, the physical risks of climate change may impact the availability and cost of materials, sources and supply of energy, product demand and manufacturing and could increase our insurance and other operating costs. The expected future increased worldwide regulatory activity relating to climate change could expand the nature, scope and complexity of matters ~~that~~ we are required to control, assess and report. If environmental laws or regulations or industry standards are either changed or adopted and impose significant operational restrictions and compliance requirements upon us, our suppliers, our customers, or our products, or if our operations are disrupted due to the physical impacts of climate change on us, our suppliers, our customers or our business, our results of ~~operations~~ - **operation** ~~and~~ **,** financial condition **and liquidity** could be adversely impacted. A work stoppage or another industrial action on the part of any of our unions could be disruptive to our operations. Our subsidiaries have several key operations which are subject to multi- year collective bargaining agreements or agreements with works councils with their hourly work forces. While we believe we have good relations with our unions, there is the risk of industrial action or work stoppage at the expiration of an agreement if contract negotiations fail, which may disrupt our manufacturing processes and impact our results of operations. **We** ~~The Corporation~~ may not realize the expected benefits from any restructuring ~~and~~ **or realignment initiatives or** improvement efforts that we have taken or may take in the future. We periodically evaluate our segments and ~~we have and~~ continue to undertake restructuring and realignment initiatives to reduce our overall cost basis and improve efficiency **by pursuing a variety of strategies including, without limitation, optimizing our operations in our physical footprint, disposing of certain assets and pursuing opportunities that are accretive to our operating results** . There can be no assurance ~~that~~ we will fully realize the benefits of such efforts as anticipated, and we may incur additional and / or unexpected costs to realize them. These actions could yield other unintended consequences, such as distraction of management and employees, business disruption, reduced employee morale and productivity, and unexpected employee attrition, including the inability to attract or retain key personnel. If we fail to achieve the expected benefits of any restructuring or realignment initiatives and improvement efforts, or if other unforeseen events occur in conjunction with such efforts, our business, results of operations ~~and~~ **,** financial condition **and liquidity** could be negatively impacted. RISKS RELATED TO OWNERSHIP OF OUR SECURITIES If we fail to maintain an effective system of internal control, we may not be able to accurately determine our financial results or prevent fraud. As a result, our shareholders could lose confidence in our financial results, which could harm the business and the value of our securities. Effective internal control is necessary to provide reliable financial reports and effectively prevent fraud. Section 404 of the Sarbanes- Oxley Act of 2002 requires us to evaluate and report on our internal control over financial reporting. Our internal control over financial reporting is not subject to attestation by our independent registered public accounting firm pursuant to the exemption provided to issuers that are not " large accelerated filers " or " accelerated filers " under the Dodd- Frank Act of 2010. ~~We cannot~~ **There can** be ~~certain that~~ **no assurance** we will be successful in maintaining adequate internal control over our financial reporting and financial processes in the future. We may in the future discover areas of our internal control **needing** ~~that need~~ improvement. Furthermore, to the extent our business grows, our internal control may become more complex, and we would require significantly more resources to ensure our internal control remains effective. **If** ~~We assessed the effectiveness of internal control over financial reporting as of December 31, 2022. In making this assessment,~~ we ~~used the criteria set forth in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on those criteria and our~~ - **or** ~~assessment, we concluded that~~ our **independent registered public accounting firm discover a** ~~internal control over financial reporting was not effective as of December 31, 2022, because of the material weaknesses as described below. A~~ material weakness ~~is a deficiency~~ , **the disclosure** ~~or a combination~~ of ~~deficiencies, in internal control over financial reporting such~~ that **fact** ~~there is a reasonable possibility that a material misstatement of the annual or interim financial statements~~ , **even** ~~including footnotes to the annual or interim financial statements, will not be prevented or detected on a timely basis. As of December 31, 2022, we had material weaknesses related to (i) the accounting for claims asserted alleging personal injury from exposure to asbestos- containing components historically used in some products manufactured by predecessors of Air & Liquid (" Asbestos Liability ") and (ii) management review control activities related to the tax accounting of a non- routine transaction. The material weakness related to the Asbestos Liability is a result of the aggregation of the following control deficiencies: insufficient design and business process controls surrounding a new asbestos claims management database, insufficient testing of data migration from the previous asbestos claims management database to the new asbestos claims management database, and inadequate information technology (" IT ") general controls which ensure the integrity of the data and processes that the new asbestos claims management system supports. The material weakness related to management review control activities of the non- routine transaction is a result of management review control activities not operating at a sufficient level of precision to detect errors related to the income tax footnote disclosures of the non- routine transaction. See Part II, Item 9A, Controls and Procedures, for further discussion. Our remediation efforts have and will continue to require significant resources and attention. If we are unable to remediate these material weaknesses or other identified deficiencies in our internal control over financial reporting, or~~ if **quickly remediated** ~~we identify additional material weaknesses in our internal control over financial reporting~~ , ~~we will be unable to assert in future reports that our disclosure controls and procedures and our internal control over financial reporting are effective. This~~ could **reduce** ~~cause investors, counterparties and customers to lose confidence in the accuracy and completeness of our financial statements and reports and have a material adverse effect on our liquidity, access to capital markets and perceptions of our creditworthiness, and / or a decline in~~ the market ~~price~~ **value** of our **securities** ~~common stock~~ . Additionally, the existence of any material weakness could require us to devote significant time and incur significant expense to identify and remediate any such material weaknesses, and we may not be able to remediate any such material weaknesses in a timely manner. ~~We also may become subject to investigations by the New York Stock Exchange, the SEC or other regulatory authorities, which~~

~~could require additional financial and management resources. These events could have a material adverse effect on our business, financial condition and results of operations.~~ Actions of activist shareholders with respect to us or our securities could be disruptive and potentially costly and the possibility that activist shareholders may contest, or seek changes ~~that conflict~~ **conflicting** with, our strategic direction could cause uncertainty about the strategic direction of our business. Activist shareholders may **,** from time ~~-~~to ~~-~~time **,** attempt to effect changes in our strategic direction and, in furtherance thereof, may seek changes in how we are governed. While our Board of Directors and management team strive to maintain constructive, ongoing communications with all of our shareholders, including activist shareholders, and welcome their views and opinions with the goal of working together constructively to enhance value for all shareholders, activist campaigns that contest, or conflict with, our strategic direction could have an adverse effect on us because: (i) responding to actions by activist shareholders can disrupt our operations, be costly and time- consuming and divert the attention of our Board of Directors and senior management from the pursuit of business strategies, which could adversely affect our results of operations and financial condition; (ii) perceived uncertainties as to our future direction may lead to the perception of a change in the direction of the business, instability or lack of continuity which may be exploited by our competitors, cause concern to our current or potential customers, result in the loss of potential business opportunities and make it more difficult to attract and retain qualified personnel and business partners; and (iii) these types of actions could cause significant fluctuations in our stock price due to factors ~~that do~~ not necessarily ~~reflect~~ **reflecting** the underlying fundamentals and prospects of our business. We may not be able to satisfy the continued listing requirements of the New York Stock Exchange and the NYSE American Exchange for our common stock and Series A warrants, respectively. Our common stock is currently listed on the New York Stock Exchange, and our Series A warrants are listed on the NYSE American Exchange, with each imposing objective and subjective requirements for continued listing. Continued listing criteria of the New York Stock Exchange include maintaining prescribed levels of financial condition, market capitalization and shareholders' equity. Specifically, the New York Stock Exchange requires a company with common equity listed on its exchange to maintain average global market capitalization over a consecutive 30 trading- day period of at least $ 50 million or maintain shareholders' equity of at least $ 50 million and maintain a share price of at least $ 1. 00. Our common stock' s average- global market capitalization over the 30 trading- day period ended December 31, ~~2022~~ **2023** was $ ~~54~~ **52** . 6 million, and our total Ampco- Pittsburgh shareholders' equity was $ ~~104~~ **60** . ~~3~~ **9** million as of December 31, ~~2022~~ **2023** . Should we receive a notice of non- compliance, the New York Stock Exchange may allow up to an 18- month cure period if we present a plan to become compliant with adequate strategic actions and progress reporting satisfactory to the New York Stock Exchange. If the New York Stock Exchange determines ~~that~~ our common stock fails to satisfy the requirements for continued listing, or we continue to fail to meet listing criteria, our common stock could be de- listed from the New York Stock Exchange, which could impact potential liquidity for our shareholders. Continued listing criteria of the NYSE American Exchange include maintaining prescribed levels of financial condition, market capitalization and shareholders' equity. Among other requirements, there must be an aggregate of at least 50, 000 Series A warrants. Satisfaction of the NYSE American Exchange' s listing requirements therefore depends upon the extent to which warrant holders elect to exercise their Series A warrants. ~~We cannot provide~~ **There can be no** assurance ~~that~~ we will continue to meet these, or other, listing standards of the NYSE American Exchange with respect to the Series A warrants. If we fail to meet the listing criteria, our warrants could be de- listed from the NYSE American Exchange, which could impact potential liquidity for our shareholders. Holders of Series A warrants will have no rights as holders of our common stock until they exercise their Series A warrants and acquire our common stock. Until holders of our Series A warrants acquire shares of our common stock upon exercise of ~~such~~ **their** Series A warrants, they will have no rights with respect to the shares of our common stock underlying such Series A warrants. Upon exercise of the Series A warrants, the holders thereof will be entitled to exercise ~~the~~ **their** rights ~~of~~ **as** holders of our common stock only as to matters for which the record date occurs after the warrant exercise date. The market price of our common stock may not exceed the exercise price of the Series A warrants at such time as the holder desires to exercise such Series A warrants and, accordingly, the Series A warrants may have no value. The Series A warrants are exercisable through August 1, 2025. The market price of our common stock may not exceed the exercise price of the Series A warrants at such times prior to their date of expiration ~~that~~ **or when** the holder desires to exercise such warrants. Any Series A warrants not exercised by their date of expiration will expire without residual value to the holders. Additionally, the price of the Series A warrants may fluctuate, and liquidity may be limited. Holders of Series A warrants may be unable to resell their Series A warrants at a favorable price, or at all. Because the Series A warrants are executory contracts, they may have no value in a bankruptcy or reorganization proceeding. In the event a bankruptcy or reorganization proceeding is commenced by or against us, a bankruptcy court may hold that any unexercised Series A warrants are executory contracts subject to rejection by us with the approval of a bankruptcy court. As a result, even if we have sufficient funds, holders may not be entitled to receive any consideration for their Series A warrants or may receive an amount less than they would ~~be~~ **have been** entitled to if they had exercised their Series A warrants prior to the commencement of any such bankruptcy or reorganization proceeding. GENERAL RISK FACTORS Potential attacks on information technology infrastructure and other cyber- based business disruptions could have a material adverse effect on our financial condition, results of operations and liquidity. We depend on integrated IT systems to conduct our business. **As a public, multi- national corporation, we are a target of phishing attacks on our email systems and other cyber- attacks, which may include computer denial- of- service attacks, computer viruses, ransomware and other malware, state- sponsored cyber- attacks, industrial espionage, insider threats, wire fraud, or other cyber incidents.** IT systems failures, including risks associated with upgrading our systems or ~~in~~ successfully integrating IT and other systems to common platforms, network disruptions and breaches of data security could disrupt our operations by impeding our processing of transactions, our ability to protect customer or company information and our financial reporting. Our computer systems, including our back- up systems, could be damaged or interrupted by power outages; computer and telecommunications failures; computer viruses; internal or external security breaches; events such as fires, earthquakes, floods, tornadoes, and hurricanes; and errors by our employees. Cyber- based risks ~~, in particular,~~ are evolving and include potential attacks to our IT infrastructure and to the IT infrastructure of third parties in attempts to gain unauthorized access to our confidential or other proprietary information or information relating to our employees, customers and other third parties **,** or to seek ransom **. If a third party gained unauthorized access to our data, including any data regarding our employees, customers, or vendors, the security breach could expose us to risks, including loss of business, fines, and litigation** . Although we have taken steps to address these concerns, there can be no assurance ~~that~~ a system failure or data security breach will not have a material adverse effect on our financial condition, results of operations and liquidity. Our By- laws designate the state and federal courts sitting in the judicial district of the Commonwealth of Pennsylvania as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our shareholders and the federal courts as the sole and exclusive forum for claims arising under the Securities Act of 1933, as amended, which could discourage lawsuits against us and our directors and officers but may be found to be inapplicable or unenforceable. Our By- laws provide, unless we otherwise consent in writing, the state and federal courts sitting in the judicial district of the Commonwealth of Pennsylvania embracing the county in which our principal executive office is located will be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of us, (b) any action asserting a claim of breach of a fiduciary duty owed to us or our shareholders by any director, officer or other employee of ours, (c) any action asserting a claim against us or against any of our directors, officers or other employees arising pursuant to any provision of the Pennsylvania Business Corporation Law of 1988 or our Articles of Incorporation or By- laws, (d) any action seeking to interpret, apply, enforce, or determine the validity of our Article of Incorporation or By- laws, or (e) any action asserting a claim against us or any director or officer or other employee of ours governed by the internal affairs doctrine (collectively, " Internal Governance Claims "). This exclusive forum provision does not apply to suits brought to enforce a duty or liability created by the Securities Exchange Act of 1934, as amended (the " Exchange Act ") or the Securities Act of 1933, as amended (the " Securities Act "). However, the federal courts are the sole and exclusive forum for any complaint asserting a cause of action arising under the Securities Act, pursuant to our By- laws, and any complaint asserting a cause of action arising under the Exchange Act, pursuant to Section 27 of the Exchange Act. This exclusive forum provision may limit the ability of our shareholders to bring a claim in a judicial forum that such shareholders find favorable for disputes with us or our directors or officers, which may discourage such lawsuits against us and our directors and officers. Alternatively, if a court outside of Pennsylvania with respect to Internal Governance Claims or any other state court with respect to a cause of action under the Securities Act were to find this exclusive forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings described above, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition and results of operations. ~~12~~