Risk Factors Comparison 2023-11-21 to 2022-11-22 Form: 10-K

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

Risks Related to Our Business Economic and External Risks Unfavorable economic conditions have, and in the future could, adversely affect our results of operations and financial condition. National and international economic downturns have, and in the future could, reduce demand for our services in each of our reportable segments, resulting in the loss of business or increased pressure to contract for business on less favorable terms than our generally preferred terms. Economic downturns that impact our financial condition may be caused by inflation, supply chain disruptions, geopolitics, global energy shortages, major central bank policy actions including interest rate increases, public health crises, or other factors. Economic hardship in our client base has also impacted and may continue to impact our business. For example, in early stages of the COVID- 19 pandemic, or in the ~~past, such as in the~~ period of economic distress following the financial crisis of 2008, certain of our businesses were negatively affected by reduced employment levels at our clients' locations and declining levels of business and customer spending. In addition, financial distress and insolvency experienced by clients, especially larger clients, has in the past made it difficult and in the future could make it difficult for us to collect amounts we are owed and could result in the voiding or modification of existing contracts. For example, in response to the changed circumstances caused by shutdowns **at** ~~earlier in~~ the **beginning of** COVID- 19 pandemic, we worked with clients to renegotiate contracts and financial structures in order to mitigate lost revenues caused by partial or full closure of client premises. Similarly, financial distress or insolvency, if experienced by our key vendors and service providers such as insurance carriers, could significantly increase our costs. The portion of our ~~Food and Support Services~~ business that provides services in facilities such as convention centers and tourist and recreational attractions is particularly sensitive to an economic downturn, as expenditures to take vacations or hold or attend conventions are funded to a partial or total extent by discretionary income. A decrease in such discretionary income on the part of potential attendees at our clients' facilities has in the past resulted in, and in the future could result in, a reduction in our revenue. Further, because our exposure to the ultimate customer of what we provide is limited by our dependence on our clients to attract those customers to their facilities and events, our ability to respond to such a reduction in attendance, and therefore our revenue, is limited. There are many factors that could reduce the numbers of events in a facility or attendance at an event ~~, including the COVID- 19 pandemic and other health crises,~~ decreases in attendees' discretionary income **, including pandemics and other health crises** , labor disruptions involving sports leagues, poor performance by the teams playing in a facility, number of playoff games, short-term weather conditions or more prolonged climate change, and adverse economic conditions which would adversely affect revenue and profits. Natural disasters, global calamities, climate change, political unrest, geopolitical conflicts, energy shortages, sports strikes and other adverse incidents beyond our control could adversely affect our revenue and operating results. Natural disasters, including hurricanes, earthquakes and droughts, global calamities, such as the COVID- 19 pandemic and other public health crises, or political unrest and global conflicts, have affected, and in the future could affect, our revenue and operating results. As noted, our revenue and operating results **were** ~~have been~~ materially impacted by the COVID- 19 pandemic. In the past, due to more geographically isolated natural disasters, such as wildfires in the western United States and hurricanes and extreme cold conditions in the southern United States, we experienced lost and closed client locations, business disruptions and delays, the loss of inventory and other assets, asset impairments and the effect of the temporary conversion of a number of our client locations to provide food and shelter to those left homeless by storms. The **acute and chronic** effects of global climate change ~~will likely~~ **, including the** ~~increase~~ **increasing** ~~the~~ frequency and severity of ~~such natural disasters~~ **extreme weather, changing precipitation patterns** and **rising mean temperatures may result in** business disruptions ~~and~~ **. Climate change** may also impact the availability **and costs** of water **, food or other** resources **that could adversely affect** ~~, food resources, forests or~~ **our** ~~other natural resources~~ **ability to deliver services** . In addition, political unrest and global conflicts ~~like the ongoing conflict between Russia and Ukraine~~ have disrupted, and in the future may ~~further~~ continue to disrupt, global supply chains and heighten volatility and disruption of global financial markets. While we do not have direct operations within Russia or Ukraine, the conflict involving these nations has heightened the disruption to our supply chain, triggered inflation in our food and labor costs and may increase our risk of cyberattacks. **We also do not have direct operations in the Middle East, but the recent Israel- Hamas War and escalating tensions in the region may disrupt global markets and impact our supply chain.** The impact of these global events on our longer- term operational and financial performance will depend on future developments, our response and governmental response to inflation, and the duration and severity of ~~the~~ **such** ~~conflict~~ **conflicts** ~~in Ukraine~~ . Any terrorist attacks or incidents prompted by political unrest, particularly at venues that we serve, and the national and global military, diplomatic and financial response to such attacks or other threats, also may adversely affect our revenue and operating results. Sports strikes, particularly those that persist for an extended time period, can reduce our revenue and have an adverse impact on our results of operations. Any decrease in the number of games played, or the occurrence of games with limited or no fans attending, has resulted in, and would in the future result in a loss of revenue and reduced profits at the venues we service. ~~The ultimate scale and scope of recurring outbreaks stemming from the COVID- 19 pandemic and the pace and degree of recovery are unknown and may continue to impact our business for an extended period. The overall impact on our business, operating results, cash flows and / or financial condition has been material and it may continue to be material. The COVID- 19 pandemic has disrupted, and it may in the future disrupt, our business and has materially affected, and may in the future affect, operating results, cash flows and / or financial condition. The COVID- 19 pandemic and the pace of recovery has in the past adversely impacted our business and financial condition in specific ways, and it may continue to do so, including its impact on: our ability to maintain sufficient qualified personnel due to employee illness, quarantine, willingness to return to~~

~~work, vaccine and / or testing mandates, face- coverings and other safety requirements, general scarcity of employees, or other restrictions; the financial health of our clients and customers and their demand and ability to pay for certain of our services; legal actions or proceedings related to COVID- 19; the pace of return of employees to offices or patrons to conferences and convention centers where we provide food and other services; the pace at which clients and customers resume certain services, such as catering; postponement of large events leading to postponement of revenue and a decrease in our margin; the willingness of end customers to go to the facilities where we operate during the pandemic or for some period thereafter; and our ability to maintain a cost- effective supply chain as COVID- 19 may continue to adversely affect our suppliers and distributors. The duration and extent of the impact from COVID- 19 depends on future developments that cannot be accurately predicted at this time, such as the severity and transmission rate of different variants, the extent and effectiveness of governmental responses and other preventative, treatment and containment actions, including the distribution and acceptance of vaccines, availability of testing, shifts in behavior going forward and the impact of these and other factors on our employees, clients, customers, suppliers and partners. In addition, even after the COVID- 19 pandemic subsides, any permanent increase in and acceptance of remote and hybrid working arrangements may continue to adversely impact our revenues and business model in our business & industry sector. There is the risk that certain mitigation and cost- saving initiatives to date may not be sustainable or repeatable, or that the prolonged effects of COVID- 19 may be different than what we have experienced thus far, including permanent closures of client facilities or reductions in service offerings. Further, while we have benefited from government assistance programs to date, there is no assurance that such programs will be available in the future.~~ Operational Risks ~~We face risks associated with the proposed spin- off and there can be no assurances that we will be able to complete the proposed spin- off on the terms or on the timeline that was announced, if at all. On May 10, 2022, we announced our intention to spin- off our Uniform segment into an independent publicly traded company to our stockholders. The proposed spin- off is intended to be a tax- free transaction to us and our stockholders for United States federal income tax purposes. The proposed spin- off is expected to be completed in the second half of fiscal 2023, subject to certain customary conditions, including final approval of our Board of Directors, receipt of a favorable opinion and Internal Revenue Service ruling with respect to the tax- free nature of the transaction, the effectiveness of a registration statement on Form 10 to be filed with the SEC and the receipt of other regulatory approvals. Executing the proposed spin- off has required, and will continue to require, significant time and attention from our senior management and employees, which could disrupt our ongoing business and adversely affect financial results and results of operations. The proposed spin- off is also complex and subject to potentially unforeseen costs and expenses, including additional general and administrative costs for us and the new independent public company, costs from lost synergies, restructuring costs or other costs and expenses. The proposed spin- off may hinder our ability to retain existing business and operational relationships, including with clients, customers, suppliers and employees, as well as to cultivate new business relationships. The completion of the proposed spin- off and the timing of its completion will be subject to a number of factors and conditions (some of which are outside our control), including receipt of any required consents or approvals within the expected timeframe or at all and the readiness of the new company to operate as an independent public company and finalization of the capital structure of the new company. Unanticipated developments could delay, prevent or otherwise adversely affect the proposed spin- off, including, but not limited to, disruptions in general or financial market conditions, material adverse changes in business or industry conditions, unanticipated costs and potential problems or delays in obtaining various regulatory and tax approvals, rulings or clearances, and the expected qualification of the proposed spin- off as a tax- free transaction for United States federal income tax purposes, including whether or not an Internal Revenue Service ruling will be sought or obtained. There are also risks associated with the expected financing transactions undertaken and indebtedness incurred in connection with the proposed spin- off, including the risk that we may not be able to secure financing on favorable terms or at all. In addition, we may be more leveraged after the spin- off, which may make it more difficult to service our debt. There can be no assurances that we will be able to complete the proposed spin- off on the terms or on the timeline that was announced, if at all. In addition, if the proposed spin- off is completed, the new independent publicly traded company and the remaining company may not be able to achieve the full strategic and financial benefits that are expected to result from the proposed spin- off. Further, there can be no assurance that the combined value of the common stock of the two companies will be equal to or greater than what the value of our common stock would have been had the proposed spin- off not occurred.~~ Our failure to retain our current clients, renew our existing client contracts on comparable terms and obtain new client contracts on expected terms could adversely affect our business. Our success depends on our ability to retain our current clients, renew our existing client contracts and obtain new business on commercially- favorable terms. Our ability to do so generally depends on a variety of factors, including the quality, price and responsiveness of our services, as well as our ability to market these services effectively and differentiate ourselves from our competitors. In addition, clients are increasingly focused on and requiring us to **make commitments,** set targets and meet standards related to environmental sustainability matters, such as ~~packaging and~~ waste **management** , greenhouse gas emissions, **including lower- carbon food offerings,** animal health and welfare, deforestation and land use **. Our ability to retain clients may depend in part on the effectiveness of our response to these expectations** . When we renew existing client contracts, it is often on terms that are less favorable or less profitable for us than the initial contract terms. In addition, we typically incur substantial start- up and operating costs and experience lower profit margin and operating cash flows in connection with the establishment of new business and in periods with higher rates of new business, we have experienced and expect to continue to experience negative impact to our profit margin and our cash flows. There can be no assurance that we will be able to obtain new business, renew existing client contracts at the same or higher levels of pricing or that our current clients will not turn to competitors, cease operations, elect to self- operate or terminate contracts with us. These risks may be exacerbated by the current economic environment, due to, among other things, increased cost pressure at our clients, tight labor markets and heightened competition ~~in a contracted marketplace~~ . In addition, consolidation by our clients in the industries we serve could result in our losing business if the combined entity chooses a different provider. The failure to renew a significant number of our existing contracts, including on the same or more favorable terms, or the significant failure to recoup start- up expenses in expected amounts and timeframes for our new business contracts would have a material adverse effect on our business and results of operations and the failure to obtain new business could have an adverse impact on our growth and financial results. We may be adversely affected if clients reduce their outsourcing or use of preferred vendors. Our business and growth strategies depend in large part on the continuation of a **movement** ~~current trend~~ toward outsourcing services. Clients will outsource if they perceive that outsourcing may provide quality services at a lower overall cost and permit them to focus on their core business activities. We cannot be certain this trend will continue or not be reversed or that clients that have outsourced functions will not decide to perform these functions themselves. In addition, labor unions representing employees of some of our current and prospective clients have occasionally opposed the outsourcing trend as they believed that current union jobs for their memberships might be lost. In these cases, unions typically seek to prevent public sector entities from outsourcing and if that fails, ensure that jobs that are outsourced continue to be unionized, which can reduce our pricing and operational flexibility with respect to such businesses. We have also identified a ~~trend~~ **preference** among some of our clients towards the retention of a limited number of preferred vendors to provide all or a large part of their required services. We cannot be certain this ~~trend~~ **dynamic** will continue or not be reversed or, if it does continue, that we will be selected and retained as a preferred vendor to provide these services. Unfavorable developments with respect to either outsourcing or the use of preferred vendors could have a material adverse effect on our business and results of operations. Competition in our industries could adversely affect our results of operations. There is significant competition in the food and support services business from local, regional, national and international companies, of varying sizes, many of which have substantial financial resources. Our ability to successfully compete depends on our ability to provide quality services at a reasonable price and to provide value to our clients and customers. Our competitors have been and may in the future be willing to underbid us or accept a lower profit margin or expend more capital in order to obtain or retain business. Also, certain regional and local service providers may be better established than we are within a specific geographic region. In addition, existing or potential clients may elect to self-operate their food and support services, eliminating the opportunity for us to serve them or compete for the account. We may also face increased competition from offsite food delivery at our clients as online restaurant aggregators and similar businesses, as well as other providers with potentially disruptive business models, have been successful at applying technology developments to local food service. While we have a significant international presence, certain competitors have more extensive portfolios of services and a broader geographic footprint than we do. Therefore, we may be placed at a competitive disadvantage for clients who require multiservice or multinational bids. ~~We have a number of major national competitors in the uniform rental industry with significant financial resources. In addition, there are regional and local uniform suppliers whom we believe have strong client loyalty. While many clients focus primarily on quality of service, uniform rental is also a price- sensitive service and if existing or future competitors seek to gain clients or accounts by reducing prices, we may be required to lower prices, which would reduce our revenue and profits. The uniform rental business requires investment capital for growth. Failure to maintain capital investment in this business would put us at a competitive disadvantage. In addition, to maintain a cost structure that allows for competitive pricing, it is important for us to source garments and other products internationally. To the extent we are not able to effectively source such products internationally and gain the related cost savings, we may be at a disadvantage in relation to some of our competitors.~~ Increased operating costs and obstacles to cost recovery due to the pricing and cancellation terms of our ~~Food and Support Services~~ contracts may constrain our ability to make a profit. Our profitability can be adversely affected to the extent we are faced with cost increases for food, wages, other labor related expenses (including workers' compensation, state unemployment insurance and federal or state mandated health benefits and other healthcare costs), insurance, fuel, utilities **, service and small wares** , transportation, shipping, piece goods, clothing and equipment, especially to the extent we are unable to recover such increased costs through increases in prices for our products and services due to general economic conditions, inflationary pressures, supply chain disruptions, competitive conditions or contractual provisions in our client contracts. For example, when federal, state, foreign or local minimum wage rates increase, we may have to increase the wages of both minimum wage employees and employees whose wages are above the minimum wage. We may also face increased operating costs resulting from changes in federal, state or local laws and regulations relating to employment matters, including those relating to the classification of employees, pay transparency, employee eligibility for overtime and secure scheduling requirements, which often incorporate a premium pay mandate for scheduling deviations. Oil and natural gas prices have fluctuated significantly in the last several years ~~. Substantial~~ **, which has** ~~increases~~ **increased** ~~in~~ the cost of fuel and utilities ~~have historically resulted in significant cost increases in our uniform rental business, and to a lesser extent in our Food and Support Services segments. In addition, United States and foreign trade policies, tariffs and other impositions on imported goods, trade sanctions imposed on certain countries, the limitation on the importation of certain types of goods or of goods containing certain materials from other countries could increase costs in our uniform rental business~~ . From time to time we have experienced increases in our food costs. Food prices can fluctuate as a result of permanent or temporary changes in supply, including as a result of incidences of severe weather such as droughts, heavy rains and late freezes or climate change, natural disasters or pandemics, geopolitical conflicts, or to the extent we are unable to negotiate favorable terms on volume discounts, rebates or other applicable credits with our suppliers. Increasing demands from clients, customers and other stakeholders relating to sustainability, including that we set reduced emissions, waste and other sustainability targets and take actions to meet them, also could result in increased costs for **business** ~~our Food and Support Services segment~~ . We have two main types of contracts in our food and facilities business: profit and loss contracts in which we bear all of the expenses of the contract but gain the benefit of the revenue, and client interest contracts in which our clients share some or all of the expenses and gain some or all of the revenue. Approximately two- thirds of our Food and Support Services revenue in fiscal ~~2022~~ **2023** is from profit and loss contracts under which we have limited ability to pass on cost increases to our clients. Therefore, absent our ability to negotiate contractual changes, including pricing, we may have to absorb cost increases, which may adversely impact our operating results. The amount of risk that we bear and our profit potential vary depending on the type of contract under which we provide food and support services. We may be unable to fully recover costs on contracts that limit our ability to increase prices. In addition, we provide many of our services under contracts of indefinite term, which are subject to termination on short notice by either party without cause. Some of our profit and loss and client interest contracts contain minimum guaranteed remittances to our client regardless of our revenue or profit at the facility, typically contingent on certain future events. If revenue does not exceed costs under a contract that contains minimum guaranteed payments, we will bear any losses which are incurred, as well as the guaranteed payment. Generally, our contracts also limit our ability to raise prices on the food, beverages and merchandise we sell within a particular facility without the client' s consent. In addition, some of our contracts exclude certain events or products from the scope of the contract, or give the client the right to modify the terms under which we may operate at certain events. Guaranteed payments or other guaranteed amounts to a client under a profit and loss contract that is not profitable, the refusal by individual clients to permit the sale of some products at their venues, the imposition by clients of limits on prices which are not economically feasible for us, or decisions by clients to curtail their use of the services we provide could adversely affect our revenue and results of operations. Our international business faces risks that could have an effect on our results of operations and financial condition. A significant portion of our revenue is derived from international business. During fiscal ~~2022~~ **2023** , approximately ~~22~~ **23** % of our revenue was generated outside of the United States. We currently have a presence in ~~18~~ **14** countries outside of the United States with approximately ~~117~~ **119** , ~~850~~ **830** personnel. We also provide our services on a more limited basis in several additional countries and in offshore locations. Our international operations are subject to risks, including the requirement to comply with changing, conflicting and unclear national and local regulatory requirements; compliance with the Foreign Corrupt Practices Act, U. K. Bribery Act and other anti- corruption law compliance matters, as well as cybersecurity, data protection **, corporate sustainability reporting** and supply chain laws; potential difficulties in staffing and labor disputes; differing local labor laws; managing and obtaining support and distribution for local operations; credit risk or financial condition of local clients; potential imposition of restrictions on investments; potentially adverse tax consequences, including imposition or increase of withholding, VAT and other taxes on remittances and other payments by subsidiaries; foreign exchange controls; energy shortages; local political and social conditions; geopolitical tensions, including, for example, tensions between the United States and China or **overall global** volatility ~~in the South American region~~ ; and the ability to comply with terms of government assistance programs. In addition, the operating results of our non- United States subsidiaries are translated into United States dollars and those results are affected by movements in foreign currencies relative to **the** ~~a currently strengthening~~ United States dollar. Unfavorable fluctuations in foreign currency exchange rates have had, and could in the future continue to have, an adverse effect on our results of operations. Local labor and employment laws in countries outside of the United States can make it more difficult and costly to reduce labor costs in connection with decreases in demand for our services. For example, during fiscal 2021, in certain countries we were unable to reduce our international labor costs to reflect the adverse impact of the COVID- 19 pandemic to the same extent as we were able to in the United States and therefore the decrease in our international operating income as a percentage of the decrease in our revenues was higher than in our United States business. We will continue to explore and consider opportunities to develop our business in emerging countries over the long term. Emerging international operations present several additional risks, including greater fluctuation in currencies relative to the United States dollar; economic and governmental instability; civil disturbances; volatility in gross domestic production; and nationalization and expropriation of private assets. There can be no assurance that the foregoing factors will not have a material adverse effect on our international operations or on our consolidated financial condition and results of operations. Risks associated with suppliers, service providers and subcontractors could adversely affect our results of operations. The raw materials we use in our business and the finished products we sell are sourced from a wide variety of domestic and international suppliers. We seek to require our suppliers, service providers and subcontractors to comply with applicable laws and otherwise be certified as meeting our supplier standards of conduct. In addition, client **, customer** and **other** stakeholder expectations regarding environmental, social and governance considerations for suppliers are evolving. Our ability to find qualified suppliers who meet our standards, including with respect to requirements around sustainably- sourced food and other products ~~,~~ **;** human rights ~~,~~ **;** and to access raw materials and finished products in a timely and efficient manner is a challenge, especially with respect to suppliers located and goods sourced outside the United States and other countries in which we operate. Insolvency or business disruption experienced by suppliers could make it difficult for us to source the items we need to run our business. Political and economic stability in the countries in which foreign suppliers are located, the financial stability of suppliers, suppliers' failure to meet our standards, labor problems experienced by our suppliers, the availability of raw materials and labor to suppliers, cybersecurity issues, currency exchange rates, transport availability and cost, tariffs, inflation and other factors relating to the suppliers and the countries in which they are located are beyond our control. For example, global supply chain disruptions caused by **global events, such as** the COVID- 19 pandemic and the Russian / Ukraine conflict have resulted, and may continue to result, in delivery delays as well as lower fill rates and higher substitution rates for a wide- range of products. While we have continued to modify our business model in response to the current environment, including proactively managing inflation and global supply chain disruption, through supply chain initiatives and by implementing pricing pass- throughs, as appropriate, to cover incremental costs, there is no guarantee that we will be able to continue to do so successfully or on comparable terms in the future if supply chain disruptions continue or worsen. In addition, domestic foreign trade policies, tariffs and other impositions on imported goods, trade sanctions imposed on certain countries, the limitation on the importation of certain types of goods or of goods containing certain materials from other countries and other factors relating to foreign trade are beyond our control. If one of our suppliers were to violate the law, or engage in conduct that results in adverse publicity, our reputation may be harmed simply due to our association with that supplier. Drought, flood, natural disasters and other extreme weather events ~~caused by~~ **associated with** climate change ~~or other environmental conditions~~ **as well as chronic climate impacts such as rising mean temperatures and changes in**

precipitation patterns could also result in supply chain disruptions **or higher material costs** . These and other factors affecting our suppliers and our access to raw materials and finished products could adversely affect our results of operations. We rely on large food service distribution companies to distribute our food and non- food products and a disruption in our relationship with them or their business could result in short- term disruptions to our operations and cost structure. Although we negotiate the pricing and other terms for the majority of our purchases of food and related products in the United States and Canada directly with national manufacturers, we purchase these products and other items through national distributors and suppliers, including Sysco, US Foods, Performance Food Group and regional distributors. Sysco, which distributed approximately ~~46~~ **45** % of our food and non- food products in the United States and Canada in fiscal ~~2022~~ **2023** based on purchase dollars, and other distributors are responsible for tracking our orders and delivering products to our specific locations. If our relationship with, or the business of, Sysco or another primary distributor were to be disrupted, we would have to arrange alternative distributors and our operations and cost structure could be adversely affected in the short term. For example, **past** labor shortages and other labor disputes at our primary distributors ~~have~~ exacerbated ~~many of~~ the recent supply chain issues impacting our business. A cyber **, weather** or other incident could also disrupt our distributors' operations and, therefore, impact our business in the short term. Similarly, a sudden termination of the relationship with a significant provider in other geographic areas could in the short term adversely affect our ability to provide services and disrupt our client relationships in such areas. Our business is contract intensive and may lead to client disputes. Our business is contract intensive, and we are parties to many contracts with clients all over the world. Our client interest contracts provide that client billings, and for some contracts the sharing of profits and losses, are based on our determinations of costs of service. Contract terms under which we base these determinations and, for certain government contracts, regulations governing our cost determinations, may be subject to differing interpretations which could result in disputes with our clients from time to time. Clients generally have the right to audit our contracts, and we periodically review our compliance with contract terms and provisions. If clients were to dispute our contract determinations, the resolution of such disputes in a manner adverse to our interests could negatively affect revenue and operating results. While we do not believe any reviews, audits or other such matters should result in material adjustments, if a large number of our client arrangements were modified in response to any such matter, the effect could be materially adverse to our business or **results of operations.** Our business may suffer if we lose key management personnel,are unable to hire and retain sufficient qualified personnel or if labor costs increase.We believe much of our future growth and success depends on the continued availability,service and well- being of key executive and management talent.The loss of any of our key executive or senior management personnel could harm our business.In addition,from time to time,we have had difficulty in hiring and retaining qualified management personnel,particularly at the entry management level.We will continue to have significant requirements to hire such personnel.At times when the United States or other geographic regions experience reduced levels of unemployment or a general scarcity of labor like we have seen in recent periods,there may be a shortage of qualified workers at all levels.Given that our workforce requires large numbers of entry level and skilled workers and managers,low levels of unemployment,a general difficulty finding sufficient employees or mismatches between the labor markets and our skill requirements can compromise our ability in certain areas of our businesses to continue to provide quality service or compete for new business.We are also impacted by the costs and other effects of compliance with United States and international regulations affecting our workforce.These regulations are increasingly focused on employment issues,including pay transparency,wage and hour,healthcare,immigration,retirement and other employee benefits and workplace practices.Compliance and claims of non- compliance with these regulations could result in liability and expense to us and may impede our ability to attract and retain talent.Historically,we have also regularly hired a large number of part- time and seasonal workers ~~,particularly in our Food and Support Services segments~~ .Any difficulty we may encounter in hiring such workers,immigration policies and general labor shortages,could result in significant increases in labor costs,which could have a material adverse effect on our business,financial condition and results of operations.Competition for labor has at times resulted in wage increases in the past and future competition could substantially increase our labor costs.Due to the labor intensive nature of our businesses and the fact that **historically** approximately two- thirds of our Food and Support Services segments' revenue is from profit and loss contracts under which we have limited ability to pass along cost increases,a shortage of labor or increases in wage levels in excess of normal levels could have a material **adverse effect on our** results of operations. Our expansion strategy involves risks. We may seek to acquire companies or interests in companies, or enter into joint ventures that complement our business. Our inability to complete acquisitions, integrate acquired companies successfully or enter into joint ventures may render us less competitive. At any given time, we may be evaluating one or more acquisitions or engaging in acquisition negotiations. We cannot be sure that we will be able to continue to identify acquisition candidates or joint venture partners on commercially reasonable terms or at all. If we make acquisitions, we also cannot be sure that any benefits anticipated from the acquisitions will actually be realized. Likewise, we cannot be sure we will be able to obtain necessary financing for acquisitions. Such financing could be restricted by the terms of our debt agreements or it could be more expensive than our current debt. The amount of such debt financing for acquisitions could be significant and the terms of such debt instruments could be more restrictive than our current covenants. In addition, our ability to control the planning and operations of our joint ventures and other less than majority- owned affiliates may be subject to numerous restrictions imposed by the joint venture agreements and majority stockholders. Our joint venture partners may also have interests which differ from ours. The process of integrating acquired operations into our existing operations may result in operating, contract and supply chain difficulties, such as the failure to retain existing clients or attract new clients, maintain relationships with suppliers and other contractual parties, or retain and integrate acquired personnel. In addition, cost savings that we expect to achieve, for example, from the elimination of duplicative expenses and the realization of economies of scale or synergies, may take longer than expected to realize or may ultimately be smaller than we expect. Also, in connection with any acquisition, we could fail to discover liabilities of the acquired company for which we may be responsible as a successor owner or operator in spite of any investigation we make prior to the acquisition, or significant compliance issues which require remediation, resulting in additional unanticipated costs, risk creation, and potential reputational harm. In addition, labor laws in certain countries may require us to retain more employees than would otherwise be optimal from entities we acquire. Such integration difficulties may divert significant financial, operational and managerial resources from our existing operations and make it more difficult to achieve our operating and strategic objectives, which could have a material adverse effect on our business, financial condition or results of operations. Similarly, our business depends on effective information technology and financial reporting systems. Delays in or poor execution of the integration of these systems could disrupt our operations and increase costs, and could also potentially adversely impact the effectiveness of our disclosure controls and internal controls over financial reporting. Possible future acquisitions could also result in additional contingent liabilities and amortization expenses related to intangible assets being incurred, which could have a material adverse effect on our business, financial condition or results of operations. In addition, goodwill and other intangible assets resulting from business combinations represent a significant portion of our assets. If goodwill or other intangible assets were deemed to be impaired, we would need to take a charge to earnings to write down these assets to their fair value. ~~Labor~~ **We face risks associated with the recently completed spin** - ~~Related Risks~~ **off of our Uniform segment. On September 30, 2023, we completed the previously announced separation and distribution of the Uniform segment through the pro rata distribution of 130, 725, 188 shares of common stock, par value $ 0. 01 per share of Vestis to the stockholders of record of the Company as of the close of business on September 20, 2023. While the spin- off has been completed, we are still subject to potentially continued unforeseen costs and expenses, including additional general and administrative costs, costs from lost synergies, restructuring costs or other costs and expenses. The spin- off may hinder our ability to retain existing business and operational relationships, including with clients, customers, suppliers and employees, as well as to cultivate new business relationships. Based on these and other factors we may not be able to achieve the full strategic and financial benefits that are expected as a result of the spin- off.** Continued or further unionization of our workforce may increase our costs and work stoppages could damage our business. **Subsequent to fiscal year- end, after consideration of the separation and distribution of the Uniform segment,** ~~Approximately~~ **approximately** ~~42~~ **33** , ~~200~~ **700** employees in our United States and Canadian operations ~~are~~ **were** represented by unions and covered by collective bargaining agreements. The continued or further unionization of a significantly greater portion of our workforce could increase our overall costs at the affected locations and adversely affect our flexibility to run our business in the most efficient manner to remain competitive or acquire new business. In addition, any significant increase in the number of work stoppages at our various operations could adversely affect our business, financial condition or results of operations. We may incur significant liability as a result of our participation in multiemployer defined benefit pension plans. A number of our locations operate under collective bargaining agreements. Under some of these agreements, we are obligated to contribute to multiemployer defined benefit pension plans. As a contributing employer to such plans, should we trigger either a “ complete ” or “ partial" withdrawal, or should the plan experience a" mass" withdrawal, we could be subject to withdrawal liability for our proportionate share of any unfunded vested benefits which may exist for the particular plan. In addition, if a multiemployer defined benefit pension plan fails to satisfy the minimum funding standards, we could be liable to increase our contributions to meet minimum funding standards. Also, if another participating employer withdraws from the plan or experiences financial difficulty, including bankruptcy, our obligation could increase. The financial status of a small number of the plans to which we contribute has deteriorated in the recent past and continues to deteriorate. We proactively monitor the financial status of these and the other multiemployer defined benefit pension plans in which we participate. In addition, any increased funding obligations for underfunded multiemployer defined benefit pension plans could have an adverse financial impact on us. Our business may suffer if we lose...... effect on our results of operations. Legal, Regulatory, Safety and Security Risks Laws and governmental regulations relating to food and beverages may subject us to significant liability and reputational harm. The laws and regulations relating to ~~each of~~ our **business** ~~Food and Support Services segments~~ are numerous and complex. A variety of laws and regulations at various governmental levels relate to the handling, preparation, transportation and serving of food. In addition, the cleanliness of food production facilities and the hygiene of food-handling personnel are enforced primarily at the local public health department level. There can be no assurance that we are in full compliance with all applicable laws and regulations at all times, in particular as we offer more innovative and broad service offerings, or that we will be able to comply with any future laws and regulations. Furthermore, legislation and regulatory attention to food safety is very high. Additional or amended laws or regulations in this area may significantly increase the cost of compliance, expose us to liabilities, or cause reputational harm. We serve alcoholic beverages at many facilities, and must comply with applicable licensing laws, as well as state and local service laws, commonly called dram shop statutes in the United States. Dram shop statutes generally prohibit serving alcoholic beverages to certain persons, such as an individual who is visibly intoxicated or a minor. If we violate dram shop laws, we may be liable to the patron and / or third parties for the acts of the patron. Although we sponsor regular training programs designed to minimize the likelihood of such a situation and to take advantage of certain safe harbors and affirmative defenses established for the benefit of alcoholic beverages service providers, we cannot guarantee that visibly intoxicated or minor patrons will not be served or that liability for their acts will not be imposed on us. There can be no assurance that additional laws or regulations in this area would not limit our activities in the future or significantly increase the cost of regulatory compliance. We must also obtain and comply with the terms of licenses in order to sell alcoholic beverages in the states in which we serve alcoholic beverages. Some of our contracts require us to pay liquidated damages during any period in which the liquor license for the facility is suspended as a result of our actions, and most contracts are subject to termination if the liquor license for the facility is lost as a result of our actions. If we fail to comply with requirements imposed by applicable law or other governmental regulations, we could become subject to lawsuits, investigations and other liabilities and restrictions on our operations that could significantly and adversely affect our business. We are subject to governmental regulation at the federal, state, international, national, provincial and local levels in many areas of our business, such as employment laws, wage and hour laws, discrimination laws, immigration laws, human health and safety laws, import and export controls and customs laws, environmental laws, false claims or whistleblower statutes, minority, women and disadvantaged business enterprise statutes, tax codes, antitrust and competition laws, ~~customer~~ **consumer** protection statutes, procurement regulations, intellectual property laws, supply chain laws, food safety, labeling and sanitation laws, government funded entitlement programs, government assistance programs, cost and accounting principles, the Foreign Corrupt Practices Act, the U. K. Bribery Act, other anti- corruption laws, lobbying laws, motor carrier safety laws, data privacy and security laws and alcohol licensing and service laws ~~. In the context of the COVID- 19 pandemic, we have been subject to varied and ever-changing rules and regulations at the federal, state and local level, including vaccine and testing mandates, capacity limitations and cleaning and sanitation standards, which materially impacted our operations across client locations and business sectors~~ . From time to time, government agencies have conducted reviews and audits of certain of our practices as part of routine inquiries of providers of services under government contracts, or otherwise. Like others in our business, we also receive requests for information from government agencies in connection with these reviews and audits. While we attempt to comply with all applicable laws and regulations, there can be no assurance that we are in full compliance with all applicable laws and regulations or interpretations of these laws and regulations at all times, or that we will be able to comply with any future laws, regulations or interpretations of these laws and regulations. If we fail to comply with applicable laws and regulations, including those referred to above, we may be subject to investigations, criminal sanctions or civil remedies, including fines, penalties, damages, reimbursement, injunctions, seizures, disgorgements or debarments from government contracts or the loss of liquor licenses or the ability to operate our motor vehicles. The cost of compliance or the consequences of non- compliance, including debarments, could have a material adverse effect on our business and results of operations, cause reputational harm, and impede our growth and retention efforts. In addition, government agencies may make changes in the regulatory frameworks within which we operate that may require either the corporation as a whole or individual businesses to incur substantial increases in costs in order to comply with such laws and regulations. Changes in, new interpretations of or changes in the enforcement of the governmental regulatory framework may affect our contracts and contract terms and may reduce our revenue or profits. A portion of our revenue, both in the United States and internationally, is derived from business with government entities, which includes business with United States federal, state and local governments and agencies, as well as international governments and agencies. Changes or new interpretations in, or changes in the enforcement of, the statutory or regulatory framework applicable to services provided under government contracts or bidding procedures, including an adverse change in government spending policies or appropriations, budget priorities or revenue levels ~~, particularly by our Food and Support Services businesses,~~ could result in fewer new contracts or contract renewals, modifications to the methods we apply to price government contracts, or in contract terms of shorter duration than we have historically experienced. Any of these changes could result in lower revenue or profits than we have historically achieved, which could have an adverse effect on our results of operations .A failure to maintain food safety throughout our supply chain and food- borne illness concerns may result in reputational harm and claims of illness or injury that could adversely affect us.Food safety is a top priority for us and we dedicate substantial resources to ensuring that our customers enjoy safe,quality food products.Claims of illness or injury relating to food quality,food handling or allergens are common in the food service industry and a number of these claims may exist at any given time.Because food safety issues could be experienced at the source or by food suppliers,distributors or subcontractors,food safety could,in part,be out of our control.Regardless of the source or cause,any report of food- borne illness or other food safety issues such as food tampering or contamination at one of our locations could adversely impact our reputation,hindering our ability to renew contracts on favorable terms or to obtain new business,and have a negative impact on our revenue.Even instances of food- borne illness,food tampering or contamination at a location served by one of our competitors could result in negative publicity regarding the food service industry generally and could negatively impact our revenue.Future food safety issues may also from time to time disrupt our business.In addition,product recalls or health concerns associated with food contamination may also increase our raw material costs . Increases or changes in income tax rates or laws of tax matters could adversely impact our financial results. As a multinational corporation, we are subject to income taxes, as well as non- income- based taxes, in both the United States and various foreign jurisdictions. Significant judgment is required in determining our worldwide provision (benefit) for income taxes and other tax liabilities. Changes in tax laws or tax rulings may have a significant adverse impact on our effective tax rate. **Additionally, we are subject to regular review and audit by both domestic and foreign tax authorities as well as to the prospective and retrospective effects of changing tax regulations and legislation.** Considering the unpredictability of possible changes to the United States or foreign tax laws and regulations and their potential interdependency, it is very difficult to predict the cumulative effect of such tax laws and regulations on our results of operations and cash flow, but such laws and regulations (and changes thereto) could adversely impact our financial results. Our commitments and stakeholder expectations relating to environmental,social and governance (" ESG") considerations may expose us to liabilities,increased costs,reputational harm,and other adverse effects on our business.We,along with many governments,regulators,investors,employees,clients,customers and other stakeholders,are increasingly focused on ESG considerations relating to our business,including greenhouse gas emissions,human and civil rights,animal welfare and diversity,equity and inclusion.New laws and regulations in these areas have been proposed and ~~may be~~ **in some cases** adopted,and the criteria used by regulators and other relevant stakeholders to evaluate our ESG practices,capabilities,and performance **are,and will continue to,change and evolve,including in ways that** may ~~change rapidly,which in each case could~~ require us to undertake costly initiatives or operational changes.Non- compliance with these emerging rules or standards or a failure to address regulator,stakeholder and societal expectations may result in potential cost increases,litigation,fines,penalties,production and sales restrictions,brand or reputational damage,loss of customers,suppliers and commercial partners,failure to retain and attract talent,lower valuation and higher investor activism activities.In addition,we make statements about our ESG goals **,commitments** and initiatives through our **annual** “ Be Well.Do Well.” **Progress** ~~report~~ **Report** ,other non- financial reports,information provided on our website,press statements and other communications. ~~Managing~~

~~these considerations and implementing~~ **Implementing our ESG programs** ~~these goals and initiatives~~ involves risks and uncertainties,including increased costs,requires investments and often depends on third- party performance or data that is outside our control.We cannot guarantee that we will achieve our announced ESG ~~goals~~ **targets** and ~~initiatives~~ **commitments** ,satisfy all stakeholder expectations,or that the benefits of implementing or achieving these goals and initiatives will not surpass their projected costs.Any failure,or perceived failure,to achieve ESG goals and initiatives,as well as to manage ESG risks,adhere to public statements,comply with federal,state or international ESG laws and regulations or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against us and materially adversely affect our business,reputation,results of operations,financial condition and stock price ~~.A failure to maintain food safety throughout our supply chain and food- borne illness concerns may result in reputational harm and claims of illness or injury that could adversely affect us.Food safety is a top priority for us and we dedicate substantial resources to ensuring that our customers enjoy safe,quality food products.Claims of illness or injury relating to food quality,food handling or allergens are common in the food service industry and a number of these claims may exist at any given time.Because food safety issues could be experienced at the source or by food suppliers,distributors or subcontractors,food safety could,in part,be out of our control.Regardless of the source or cause,any report of food- borne illness or other food safety issues such as food tampering or contamination at one of our locations could adversely impact our reputation,hindering our ability to renew contracts on favorable terms or to obtain new business,and have a negative impact on our revenue.Even instances of food- borne illness,food tampering or contamination at a location served by one of our competitors could result in negative publicity regarding the food service industry generally and could negatively impact our revenue.Future food safety issues may also from time to time disrupt our business.In addition,product recalls or health concerns associated with food contamination may also increase our raw material costs~~ .Our operations and reputation may be adversely affected by disruptions to or breaches of our information systems or if our data is otherwise compromised.We are increasingly utilizing information technology systems,including with respect to administrative functions,financial and operational data,ordering,point- of- sale processing and payment and the management of our supply chain,to enhance the efficiency of our business and to improve the overall experience of our customers.We maintain confidential,proprietary and personal information about,or on behalf of,our potential,current and former clients,customers,employees and other third parties in these systems or engage third parties in connection with storage and processing of this information.Such information includes employee,client and third party data,including credit card numbers,social security numbers,healthcare information and other personal information.Our systems and the systems of our vendors and other third parties are subject to damage or interruption from power outages,computer or telecommunication failures,computer viruses,catastrophic events and implementation delays or difficulties,as well as usage errors by our employees or third party service providers.These systems are also vulnerable to an increasing threat of rapidly evolving cyber- based attacks,including malicious software,attempts to gain unauthorized access to data,including through phishing emails,attempts to fraudulently induce employees or others to disclose information,the exploitation of software and operating vulnerabilities and physical device tampering / skimming at card reader units.The techniques used to obtain unauthorized access,disable or degrade service or sabotage systems change frequently,may be difficult to detect for a long time and often are not recognized until after an attack is launched or occurs.As a result,we and such third parties may be unable to anticipate these techniques or to implement adequate preventative measures.In addition,we or such third parties may decide to upgrade existing information technology systems from time to time to support the needs of our business and growth strategy and the risk of system disruption is increased when significant system changes are undertaken.We maintain a global cybersecurity program aligned with the five pillars of the National Institute of Standards and Technology Cybersecurity Framework:Identification,Prevention,Detection,Response and Recovery.Our cross functional Cyber Governance Committee is responsible for prioritizing and managing evolving cyber risks.During the normal course of business,we have experienced and expect to continue to experience cyber- based attacks and other attempts to compromise our information systems,although none,to our knowledge,has had a material adverse effect on our business,financial condition or results of operations.Any damage to,or compromise or breach of our systems or the systems of our vendors could impair our ability to conduct our business,result in transaction errors,result in corruption or loss of accounting or other data,which could cause delays in our financial reporting,and result in a violation of applicable privacy and other laws,significant legal and financial exposure,reputational damage,adverse publicity and a loss of confidence in our security measures.Any such event could cause us to incur substantial costs,including costs associated with systems remediation,client protection,litigation,lost revenue or the failure to retain or attract clients following an attack.The failure to properly respond to any such event could also result in similar exposure to liability.While we maintain insurance coverage that may cover certain aspects of cyber risks,such insurance coverage may be unavailable or insufficient to cover all losses or all types of claims that may arise.Further,as cybersecurity risks evolve,such insurance may not be available to us on commercially reasonable terms or at all.The occurrence of some or all of the foregoing could have a material adverse effect on our results of operations,financial condition,business and reputation.We are subject to numerous laws and regulations in the United States and internationally,as well as contractual obligations and other security standards,each designed to protect the personal information of clients,customers,employees and other third parties that we collect and maintain.Additionally,as a global company we are subject to laws,rules and regulations regarding cross- border data flows and recent legal developments have created increased complexity and uncertainty regarding transfers of personal data from the European Union to the United States. ~~For example,in 2020,~~ **These recent developments require us to review and amend** the ~~Court of Justice of the European Union struck down a permitted~~ **legal mechanisms by which we make and receive such cross- border** personal data ~~transfer~~ **transfers** ~~mechanism between~~ **.Since we accept debit and credit cards for payment from clients and customers,we are also subject to various industry data protection standards and protocols,such as payment network security operating guidelines and the Payment Card Industry Data Security Standard.In certain circumstances,payment card association rules and obligations make us liable to payment card issuers if information in**

connection with payment cards and payment card transactions that we hold is compromised,the liabilities for which could be substantial.These laws,regulations and obligations are increasing in complexity and number,change frequently and may be inconsistent across the various countries in which we operate. ~~the~~ **Other** ~~European Union~~ **jurisdictions,including at both the federal** and **state level in the United States,have enacted or are considering similar data protection laws,and / or are considering data localization laws that require data to stay within** ~~the~~ **their borders.Our systems and the systems maintained or used by third parties and service providers to process data on our behalf may not be able to satisfy these changing legal and regulatory requirements,or may require significant additional investments or time to do so.If we fail to comply with these laws or regulations,we could be subject to significant litigation,monetary damages,regulatory enforcement actions or fines in one or more jurisdictions and we could experience a material adverse effect on our results of operations,financial condition and business.** Environmental ~~regulations~~ **requirements** may subject us to significant liability and limit our ability to grow. We are subject to various environmental protection laws and regulations, including the United States Federal Clean Water Act, Clean Air Act, Resource Conservation and Recovery Act, Comprehensive Environmental Response, Compensation and Liability Act and similar federal, state ~~and~~ **,** local **and international** statutes and regulations governing the use, management and disposal of chemicals and hazardous materials ~~. In particular, industrial laundries in our uniform rental business use certain detergents and cleaning chemicals to launder garments and other merchandise. The residues from such detergents and chemicals and residues from soiled garments and other merchandise laundered at our facilities may result in potential discharges to air and to water (through sanitary sewer systems and publicly owned treatment works) and may be contained in waste generated by our wastewater treatment systems. Our industrial laundries are subject to certain volume and chemical air and water pollution discharge limits and monitoring, permitting and recordkeeping requirements~~ . We own or operate aboveground and underground storage tank systems at some locations to store petroleum products for use in our or our clients' operations, including some national parks. Certain of these storage tank systems also are subject to performance standards and periodic monitoring and recordkeeping requirements. We also may use and manage chemicals and hazardous materials in our operations from time to time. In the course of our business, we may be subject to penalties and fines and reputational harm for non- compliance with environmental protection laws and regulations and we may settle, or contribute to the settlement of, actions or claims relating to the management of underground storage tanks and the handling and disposal of chemicals or hazardous materials. We may, in the future, be required to expend material amounts to rectify the consequences of any such events. In addition, changes to environmental laws may subject us to additional costs or cause us to change aspects of our business. In particular, new **federal, state, local or international** laws and regulations related to climate change (including, but not limited to, certain requirements relating to the disclosure of greenhouse gas emissions and associated business risks), single use plastics and disposable packaging and food waste, could affect our operations or result in significant additional expense and operating restrictions on us. Under United States federal and state environmental protection laws, as an owner or operator of real estate we may be liable for the costs of removal or remediation of certain hazardous materials located on or in or migrating from our owned or leased property or our client' s properties, as well as related costs of investigation and property damage, without regard to our fault, knowledge or responsibility for the presence of such hazardous materials. There can be no assurance that locations that we own, lease or otherwise operate, either for ourselves or for our clients, or that we may acquire in the future, have been operated in compliance with environmental laws and regulations or that future uses or conditions will not result in the imposition of liability upon us under such laws or expose us to third- party actions such as tort suits. In addition, such regulations may limit our ability to identify suitable sites for new or expanded facilities. In connection with our present or past operations and the present or past operations of our predecessors or companies that we have acquired, hazardous substances may migrate from properties on which we operate or which were operated by our predecessors or companies we acquired to other properties. We may be subject to significant liabilities to the extent that human health is adversely affected or the value of such properties is diminished by such migration. Our commitments and stakeholder expectations relating to...... operations, financial condition and business. Risks Related to Our Indebtedness Our leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industries, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations. We are highly leveraged. As of September ~~30~~ **29** , ~~2022~~ **2023** , our outstanding indebtedness was $ ~~7~~ **8** , ~~410~~ **263** . ~~9~~ **5** million. We had additional availability of $ **953** ~~1, 105~~ . ~~6~~ **8** million under our revolving credit facilities and availability of $ ~~395~~ **600** . ~~1~~ **0** million under the Receivables Facility as of that date **. Subsequent to fiscal year- end, after consideration of the separation and distribution of the Uniform segment and repayment of the 6. 375 % Senior Notes due 2025, our outstanding indebtedness was $ 5, 149. 5 million** . This degree of leverage could have important consequences, including: • exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under our senior secured credit facilities and our Receivables Facility, are at variable rates of interest; • making it more difficult for us to make payments on our indebtedness; • increasing our vulnerability to general economic and industry conditions; • requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities; • restricting us from making strategic acquisitions or causing us to make non- strategic divestitures; • limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; • limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged; and • limiting our ability to benefit from tax deductions for such payments under certain interest expense limitation rules included in the Tax Cuts and Jobs Act of 2017 and pursuant to similar regulations in other countries. We and our subsidiaries may be able to incur substantial additional indebtedness in the future, subject to the restrictions contained in our senior secured credit facilities and the indentures governing our senior notes. If new indebtedness is added to our current debt levels, the related risks that we now face could increase. On July 27, 2017, the U. K. Financial

Conduct Authority announced that it intended to stop requiring banks to submit LIBOR rates after 2021. On March 5, 2021, the ICE Benchmark Administration announced that all non- USD key LIBORs would cease publication after 2021, and select USD LIBOR rates would continue until June 30, 2023. **The Alternative Reference Rates Committee, which was convened by the Federal Reserve Board and the New York Federal Reserve, identified the Secured Overnight Financing Rate (“ SOFR ”) as the recommended risk- free alternative rate for USD LIBOR.** As a result, **on June 29, 2023, we amended** ~~contracts and hedging relationships that use select USD LIBOR as a reference rate will have to be modified to allow for an alternative benchmark rate. Although~~ our senior secured credit agreement (as supplemented or otherwise modified from time to time, the" Credit Agreement") **to** ~~provides~~ **provide** for ~~application~~ **a transition** of ~~successor~~ **the underlying interest** ~~rates~~ **rate applicable to all term loans outstanding and revolving credit commitments and loans available and / or outstanding, in each case, under the Credit Agreement, from a LIBOR- based rate to a forward- looking term rate** based on ~~prevailing market conditions~~ **SOFR. At this time** , it is not ~~currently~~ possible to predict the **full** effect **that the discontinuance** of ~~any~~ **LIBOR, or the** establishment of alternative reference rates **such as SOFR, will have on us or** ~~or~~ **our** ~~any~~ **borrowing costs. SOFR is a relatively new reference rate and its composition and characteristics are not the same as LIBOR. Given the limited history of this rate and potential volatility as compared to** other ~~reforms to LIBOR that may~~ **benchmark or market rates, the future performance of this rate cannot** be **predicted based on historical performance** ~~enacted in the United Kingdom or elsewhere~~ . ~~As part~~ **The consequences** of ~~our recent refinancing~~ **using SOFR could include** ~~and~~ **an increase in** ~~amendments with respect to~~ the **cost of our variable** ~~Credit Agreement (i) the Sterling Overnight Index Average (" SONIA")~~ rate **indebtedness** ~~is stated as the new rate for any borrowings denominated in Sterling under the Credit Agreement, (ii) the EURIBOR rate is stated as the new rate for any borrowings denominated in Euros under the Credit Agreement and (iii) the TIBOR rate is stated as the new rate for any borrowings denominated in Yen under the Credit Agreement~~ . Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly and potentially limit our ability to effectively refinance our indebtedness as it matures. Borrowings under the Credit Agreement bear interest at variable rates and expose us to interest rate risk. If interest rates increase and we do not hedge such variable rates, our debt service obligations on the variable rate indebtedness will increase even though the amount borrowed will remain the same, which will negatively impact our net income and operating cash flows, including cash available for servicing our indebtedness. Additionally, our ability to refinance portions of our indebtedness in advance of their maturity dates depends on securing new financing bearing interest at rates that we are able to service. While we believe that we currently have adequate cash flows to service the interest rates currently applicable to our indebtedness, if interest rates were to continue to rise significantly, we might be unable to maintain a level of cash flows from operating activities sufficient to meet our debt service obligations at such increased rates. If our financial performance were to deteriorate, we may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful. Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control ~~, including recurring outbreaks stemming from the COVID- 19 pandemic~~ . While we believe that we currently have adequate cash flows to service our indebtedness, if our financial performance were to deteriorate significantly, we might be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. If, due to such a deterioration in our financial performance, our cash flows and capital resources were to be insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In addition, if we were required to raise additional capital in the current financial markets, the terms of such financing, if available, could result in higher costs and greater restrictions on our business. In addition ~~, although none of our significant long- term borrowings mature prior to 2025~~ , if we were to need to refinance our existing indebtedness, the conditions in the financial markets at that time could make it difficult to refinance our existing indebtedness on acceptable terms or at all. If such alternative measures proved unsuccessful, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our Credit Agreement and the indentures governing our senior notes restrict our ability to dispose of assets and use the proceeds from any disposition of assets and to refinance our indebtedness. We may not be able to consummate those dispositions or to obtain the proceeds that we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due. Our debt agreements contain restrictions that limit our flexibility in operating our business. Our Credit Agreement and the indentures governing our senior notes contain various covenants that limit our ability to engage in specified types of transactions. These covenants limit our and our restricted subsidiaries' ability to, among other things: • incur additional indebtedness, refinance or restructure indebtedness or issue certain preferred shares; • pay dividends on, repurchase or make distributions in respect of our capital stock, make unscheduled payments on our notes, repurchase or redeem our senior notes or make other restricted payments; • make certain investments; • sell certain assets; • create liens; • consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and • enter into certain transactions with our affiliates. In addition, our senior secured revolving credit facility requires us to satisfy and maintain specified financial ratios and other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control and, in the event of a significant deterioration of our financial performance, there can be no assurance that we will satisfy those ratios and tests. A breach of any of these covenants could result in a default under the Credit Agreement. Upon our failure to maintain compliance with these covenants that is not waived by the lenders under the revolving credit facility, the lenders under the senior secured credit facilities could elect to declare all amounts outstanding under the senior secured credit facilities to be immediately due and payable and terminate all commitments to extend further credit under such facilities. If we were unable to repay those amounts, the lenders under the senior secured credit facilities could proceed against the collateral granted to them to secure that indebtedness. We have pledged a significant portion of our assets as collateral under the Credit Agreement. If the lenders under the senior secured credit facilities accelerate the repayment of borrowings, there can be no assurance that we will have sufficient assets to repay those borrowings, as well as our unsecured indebtedness. If our senior secured indebtedness was accelerated by the lenders as a result of a default, our senior notes may become due and payable as well. Any such acceleration may also constitute an amortization event under our Receivables Facility, which could result in the amount outstanding under that facility becoming due and payable. There can be no assurance that we will continue to pay dividends on our common stock, and our indebtedness could limit our ability to pay dividends on our common stock. Payment of cash dividends on our common stock is subject to our compliance with applicable law and depends on, among other things, our results of operations, financial condition, level of indebtedness, capital requirements, contractual restrictions, business prospects and other factors that our Board of Directors may deem relevant. Our senior secured credit facilities and the indentures governing our senior notes contain, and the terms of any future indebtedness we or our subsidiaries incur may contain limitations on our ability to pay dividends. For more information, see Item 7." Management' s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Covenant Compliance." In addition, our decision to pay dividends is impacted by results of operations and available cash. Although we have paid cash dividends in the past, there can be no assurance that we will continue to pay any dividend in the future. Risks Related to Ownership of Our Common Stock and Provisions in our Organizational Documents Our share price may change significantly, and you may not be able to resell shares of our common stock at or above the price you paid or at all, and you could lose all or part of your investment as a result. The trading price of our common stock, as reported by the NYSE, has in the past and could in the future fluctuate due to a number of factors such as those listed in " — Risks Related to Our Business " and include, but are not limited to, the following, some of which are beyond our control: • quarterly variations in our results of operations; • results of operations that vary from the expectations of securities analysts and investors; • results of operations that vary from those of our competitors; • changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors; • announcements by us, our competitors or our vendors of significant contracts, acquisitions, divestitures, joint marketing relationships, joint ventures or capital commitments; • announcements by third parties of significant claims or proceedings against us; • future sales of our common stock; • general domestic and international economic conditions; and • unexpected and sudden changes in senior management. Furthermore, the stock market has experienced extreme volatility that, in some cases, has been unrelated or disproportionate to the operating performance of particular companies. As evidenced by the ~~recent~~ COVID- 19 pandemic, these broad market and industry fluctuations may adversely affect the market price of our common stock, regardless of our actual operating performance. In the past, following periods of market volatility, stockholders have instituted securities class action litigation. If we were involved in securities litigation, it could have a substantial cost and divert resources and the attention of executive management from our business regardless of the outcome of such litigation. Anti- takeover provisions in our organizational documents could delay or prevent a change of control. Certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws may have an anti- takeover effect and may delay, defer or prevent a merger, acquisition, tender offer, takeover attempt or other change of control transaction that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by our stockholders. These provisions provide for, among other things: • the ability of our Board of Directors to issue one or more series of preferred stock; • advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at our annual meetings; • certain limitations on convening special stockholder meetings; • the removal of directors only upon the affirmative vote of the holders of at least 75 % in voting power of all the then- outstanding common stock of the company entitled to vote thereon, voting together as a single class; and • that certain provisions may be amended only by the affirmative vote of the holders of at least 75 % in voting power of all the then- outstanding common stock of the company entitled to vote thereon, voting together as a single class. These anti- takeover provisions could make it more difficult for a third party to acquire us, even if the third party' s offer may be considered beneficial by many of our stockholders. As a result, our stockholders may be limited in their ability to obtain a premium for their shares. Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other employees. Our amended and restated certificate of incorporation provides that, with certain limited exceptions, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for any stockholder (including any beneficial owner) to bring (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of fiduciary duty owed by any director or officer of the Company owed to us or our stockholders, creditors or other constituents, (iii) any action asserting a claim against us or any director or officer of the Company arising pursuant to any provision of the Delaware General Corporation Law or our amended and restated certificate of incorporation or our amended and restated bylaws, or (iv) any action asserting a claim against the Company or any director or officer of the Company governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have received notice of and consented to the foregoing provisions. This choice of forum provision may limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find this choice of forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition or results of operations.