Risk Factors Comparison 2024-02-23 to 2023-02-24 Form: 10-K

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There are inherent risks and uncertainties associated with our business that could adversely affect our operating performance and financial condition. Set forth below are descriptions of those risks and uncertainties that we currently believe to be material, but the risks and uncertainties described are not the only risks and uncertainties that could affect our business. See the discussion under " Forward- Looking Statements " in Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations, in this Annual Report on Form 10- K. RISKS RELATED TO CYCLICAL NATURE OF OUR BUSINESS Cyclical Demand for Products. The cyclical nature of the industries in which our customers operate causes demand for our products to be cyclical, creating potential uncertainty regarding future profitability. Various changes in general economic conditions may affect the industries in which our customers operate. These changes could include decreases in the rate of consumption or use of our customers' products due to economic downturns. Other factors that may cause fluctuation in our customers' positions are changes in market demand, lower overall pricing due to domestic and international overcapacity, currency fluctuations, lower priced imports and increases in use or decreases in prices of substitute materials. As a result of these factors, our profitability has been and may in the future be subject to significant fluctuation. Risks Associated with the Commercial Aerospace Industry. A significant portion of our sales represent products sold to customers in the commercial aerospace industry. Fulfilling contractual arrangements to provide various products to customers in this industry often involves meeting highly exacting performance requirements and product specifications, and our failure to meet those requirements and specifications on a timely and cost **-** efficient basis could have a material adverse effect on our results of operations, business and financial condition. The commercial aerospace industry has historically been cyclical due to factors both external and internal to the airline industry. These factors include general economic conditions, airline profitability, consumer demand for air travel, varying fuel and labor costs, changes in projected build rates, price competition, and international and domestic political conditions such as military conflict and the threat of terrorism. The length and degree of cyclical fluctuation are influenced by these factors and therefore are difficult to predict with certainty. Demand for our products is subject to these cyclical trends. Cyclical and event- driven downturns in the commercial aerospace industry have had, and may in the future have, an adverse effect on the prices at which we are able to sell our products, and our results of operations, business and financial condition could be materially adversely affected. Risks Associated with ~~the Oil~~ **Cyclicality in General Industrial Markets. Our exposure to general industrial markets is primarily in our AA** & ~~Gas Industry. The~~ **S segment, where we have sales to the** oil & gas industry, ~~which historically has been a significant end~~ **automotive, food equipment & appliances and construction and mining** ~~market~~ **markets** ~~for ATI, is~~ **. These markets tend to be** highly cyclical and subject to volatility as a result of **fluctuations in** worldwide economic activity and associated demand ~~for oil and natural gas, anticipated future prices for oil and natural gas, fluctuation in the level of drilling activity~~ , changes in applicable regulation, global geopolitical conditions and numerous other factors. Demand for our products **, particularly within the AA & S segment,** is ~~likewise~~ subject to these trends, and in recent years, our business has at times been negatively impacted by depressed demand from **general** ~~the oil & gas industry~~ **industrial markets** . We expect that ~~this~~ **these** end ~~market~~ **markets** will remain a highly cyclical industry, and future downturns could have an adverse effect on the prices at which we are able to sell our products, and our results of operations, business and financial condition could be materially adversely affected. Product Pricing. From time- to- time, reduced demand, intense competition **,** and excess manufacturing capacity have resulted in reduced prices, excluding raw material surcharges, for many of our products. These factors have had and may have an adverse impact on our revenues, operating results **,** and financial condition. Recently, **due to** inflationary trends, certain critical raw material costs, such as nickel **, hafnium** , titanium sponge, cobalt, chromium, and molybdenum and scrap containing iron, nickel, titanium, chromium, and molybdenum have been volatile. While we have been able to mitigate some of the adverse impact of volatile raw material costs through various means, including raw material surcharges or indices to customers, rapid changes in raw material costs cause volatility in, and may adversely affect, our results of operations. We change prices on certain of our products from time- to- time. Our ability to implement price increases is dependent on market conditions, economic factors, raw material costs and availability, competitive factors, operating costs and other factors, some of which are beyond our control. As such, we may be unable to implement price increases to the degree or within the time frame necessary to fully mitigate the impact of inflationary trends or at all, and the benefits of any price increases may be delayed due to long manufacturing lead times and the terms of existing contracts. Risks Associated with Key Customers. We have long- term contracts with certain of our customers, some of which are subject to renewal, renegotiation **,** or re- pricing at periodic intervals or upon changes in competitive supply conditions. Our failure to successfully renew, renegotiate or favorably re- price such agreements, or a material deterioration in or termination of these or other key customer relationships, could result in a reduction or loss in customer purchase revenue. Additionally, a significant downturn or deterioration in the business or financial condition or loss of a key customer could negatively impact our business. Our customers may change their business strategies or modify their business relationships with us, including to reduce the amount of our products they purchase or to switch to alternative suppliers, as a result of which our financial condition and results of operations may be adversely affected. RISKS RELATED TO THE RAW MATERIALS AND SUPPLIES THAT WE USE Dependence on Critical Raw Materials Subject to Price and Availability Fluctuations. We rely to a substantial extent on third parties to supply certain raw materials that are critical to the manufacture of our products. Purchase prices and availability of these critical items are subject to volatility, and in some cases, we have supply arrangements with only a limited number of suppliers for a given material. At any given time, we may be unable to obtain an adequate supply of these critical raw materials on a timely basis, on price and other terms acceptable to us, or at all. If suppliers increase the price of critical raw materials, we may not have alternative sources of supply. In addition, to the extent that we have quoted prices to customers and accepted customer orders for products prior to purchasing necessary raw materials, or have existing contracts, we may be unable to raise the price of products to cover all or part of the increased cost of the raw materials. The prices for many of the raw materials we use have been volatile during the past several years. Due to the long lead times required to manufacture many of our products, volatility in raw material prices exposes us to cash costs that may not be fully recovered through surcharge and index pricing mechanisms. The manufacture of some of our products is a complex process and requires long lead times. As a result, we may experience delays or shortages in the supply of raw materials. In particular, we acquire certain important raw materials that we use to produce specialty materials, including nickel, zirconium, niobium, chromium, cobalt, vanadium and titanium sponge, from foreign sources. Some of these sources operate in countries that may be subject to unstable political and economic conditions. ~~For example, we source both nickel and chromium from Russian sources that could be impacted by current events involving Russia and the Ukraine and any U. S. or other international economic sanctions or other actions in response.~~ These or similar conditions may disrupt supplies or affect the prices of the materials that are necessary to our operations. If unable to obtain adequate and timely deliveries of required raw materials, we may be unable to timely manufacture sufficient quantities of products. This could cause us to lose sales, incur additional costs, delay new product introductions, or suffer harm to our reputation. The ongoing conflict between Russia and Ukraine may adversely affect our business and results of operations. Since February ~~of~~ 2022, Russia and Ukraine have been engaged in active armed conflict. The length, impact, and outcome of the ongoing conflict and its potential impact on our business is highly volatile and difficult to predict. It has and could continue to cause significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, trade disputes or trade barriers, changes in consumer or purchaser preferences, and increases in cyberattacks and espionage. Governments in the European Union, the United States, the United Kingdom and other countries have enacted sanctions against Russia and Russian interests. These sanctions include controls on the export, re- export, and in- country transfer in Russia of certain goods, supplies, and technologies, and the imposition of restrictions on doing business with certain state- owned Russian customers and other investments and business activities in Russia. In early March 2022, we announced plans to terminate our Uniti, LLC joint venture with Russian- based VSMPO- AVISMA (Verkhnaya Salda Metallurgical Production Association- Berezniki Titanium-Magnesium Works), the purpose of which was to market and sell a range of commercially pure titanium products. However, conditions in Ukraine and / or existing or future sanctions may disrupt supplies or affect the prices of materials that are necessary to our operations. ~~For example, we source both nickel and chromium from Russian sources that could be impacted.~~ If unable to obtain adequate and timely deliveries of required raw materials, we ~~may be unable to timely manufacture sufficient quantities of products. This could cause us to lose sales, incur additional costs, delay new product introductions, or suffer harm to our reputation.~~ Further, the broader consequences of the current conflict between Russia and Ukraine may also have the effect of heightening many other risks disclosed in our public filings, any of which could materially and adversely affect our business and results of operations. Such risks include, but are not limited to, adverse effects on global macroeconomic conditions; increased volatility in the price and demand of oil, natural gas and other commodities, increased exposure to cyberattacks; disruptions in global supply chains; and exposure to foreign currency fluctuations and potential constraints or disruption in the capital markets and our sources of liquidity. Dependence on Critical Supplies Subject to Price and Availability Fluctuations. We rely on third parties for certain supplies, such as graphite electrodes and industrial gases including helium and argon that are critical to the manufacture of our products. Purchase prices and availability of these critical items are subject to volatility. At any given time, we may be unable to obtain an adequate supply of these critical supplies on a timely basis, on price and other terms acceptable to us, or at all. If suppliers increase the price of these items, we may not have alternative sources of supply. The manufacture of some of our products is a complex process and requires long lead times. As a result, we may experience delays or shortages of critical supplies. If unable to obtain adequate and timely deliveries of required supplies, we may be unable to timely manufacture sufficient quantities of products. This could cause us to lose sales, incur additional costs, delay new product introductions, or suffer harm to our reputation. Availability of Energy Resources. We rely upon third parties for our supply of energy resources consumed in the manufacture of our products. The prices for and availability of electricity, natural gas, oil and other energy resources are subject to volatile market conditions. These market conditions often are affected by political and economic factors beyond our control. Disruptions in the supply of energy resources could temporarily impair our ability to manufacture products for customers. Further, increases in energy costs, or changes in costs relative to energy costs paid by competitors, has and may continue to adversely affect our profitability. To the extent that these uncertainties cause suppliers and customers to be more cost sensitive, increased energy prices may have an adverse effect on our results of operations and financial condition. RISKS RELATED TO OUR WORKFORCE Risks Associated with the Recruitment and Retention of Key Talent and the Sustainability of our Workforce. Our business and manufacturing processes are complex. We require highly skilled personnel with relevant industry and technical experience to effectively operate, and as such, depend on our ability to recruit, retain and motivate our employees. Shortages in skilled labor and other labor market pressures currently are resulting in greater competition for skilled labor and increased labor costs in some instances. If we fail to attract, develop, retain and motivate a sustainable workforce with the skills and in the locations we need to operate and grow our business, our operations could be adversely impacted. In addition, the loss of key members of management and other personnel could negatively impact our business, and any unplanned turnover, or failure to develop adequate succession plans for key positions, could result in loss of technical or other expertise or institutional knowledge, delay or impede the execution of our strategic plans and priorities and, ultimately, negatively impact our business and results. Labor Matters. We have approximately ~~6~~ **7** , ~~700~~ **300** active employees, of which approximately 15 % are located outside the United States. Approximately 35 % of our workforce is covered by various CBAs, predominantly with the USW. At various times, our CBAs expire and are subject to renegotiation. Generally, collective bargaining agreements that expire may be terminated after notice by the union. After termination, the union may authorize a strike. A labor dispute, which could lead to a strike, lockout, or other work stoppage by the employees covered by one or more of the collective bargaining agreements, could have a material adverse effect on production at one or more of our facilities and, depending upon the length of such dispute or work stoppage, on our operating results. For example, in **fiscal year** 2021, the USW engaged in a 3 ½ month strike primarily affecting our AA & S segment operations, and we incurred approximately $ 63 million in strike- related costs and had lower revenues during this period while we continued to operate affected facilities with replacement workers. There can be no assurance that we will succeed in concluding collective bargaining agreements to replace those that expire. RISKS RELATED TO INTELLECTUAL PROPERTY, INFORMATION TECHNOLOGY AND SECURITY Risks Associated with our Intellectual Property. We own valuable intellectual property, including trade secrets, patents, trademarks and copyrights. Our intellectual property protects our investments in technological innovation, research and development, and plays an important role in maintaining our competitive position in the markets we serve. Despite efforts to secure our intellectual property, it may be infringed or misappropriated by our employees, our competitors or other third parties. The pursuit of remedies for infringement or misappropriation of intellectual property is expensive and uncertain. Additionally, our competitors may develop technologies of their own that are similar or superior to our proprietary technologies, or design around our patents, to lawfully avoid our intellectual property rights. A failure to sufficiently secure or successfully enforce our intellectual property rights could adversely affect our business and competitive position. Risks Associated with ~~Information~~ **Digital** Technology. Information technology infrastructure is critical to supporting business objectives; failure of our information technology infrastructure to operate effectively could adversely affect our business ~~. We depend heavily on information technology infrastructure to achieve our business objectives~~ . If a problem occurs that impairs this infrastructure, the resulting disruption could impede our ability to record or process orders, manufacture and ship in a timely manner, or otherwise carry on business in the normal course. Any such events could cause us to lose customers or revenue and could require us to incur significant expense to remediate. As we integrate, implement and deploy new information technology processes and information infrastructure across our operations, we could experience disruptions in our business that could have an adverse effect on our business, financial condition, results of operations and cash flow. **Cybersecurity** ~~Cyber Security~~ Threats. Increased global information technology threats, vulnerabilities, and a rise in sophisticated and targeted international computer crime pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. We believe that ATI faces the threat of such **cyberattacks** ~~cyber attacks~~ due to the markets we serve, the products we manufacture, the locations of our operations, and global interest in our technology. Due to the evolving nature of ~~cyber security~~ **cybersecurity** threats, the scope and impact of any incident cannot be predicted. We continually work to strengthen our threat countermeasures, safeguard our systems and mitigate potential risks. Despite our efforts to fortify our ~~cyber security~~ **cybersecurity** and protect sensitive information and confidential and personal data, our facilities and systems and those of our third- party service providers may be vulnerable to security breaches. This could lead to disclosure, modification or destruction of proprietary and other key information, production downtimes, operational disruptions, and remediation costs, which in turn could adversely affect our reputation, competitiveness and results of operations. RISK RELATED TO CLIMATE CHANGE AND OTHER ENVIRONMENTAL MATTERS Risks Associated with Climate Change. While the prospect of a lower- carbon economy presents a number of opportunities for our business, the physical impacts of climate change, regulatory efforts to transition to a lower- carbon economy in the regions in which we, our customers and our suppliers operate and the increased focus and evolving views of our various stakeholders on climate change issues could create risks to our business. Physical Risk. Climate related changes in prevailing weather patterns may impact, among other conditions, changes in sea levels and the propensity for flooding in coastal and other regions, long- term changes in precipitation patterns leading to flooding, drought or deterioration in water quality, and **increases in** the frequency and severity of significant storms and other weather events and related natural hazards, such as wildfire risk. Although we do not believe that our facilities are currently exposed to significant physical risk as a general matter, our operations have at times been, and could in the future be, impacted by adverse climate- related events, such as, for example, unanticipated periods of extreme cold or heat, acute flooding and wide- spread wildfires such as those experienced in certain regions in the U. S. and elsewhere in recent years. Events such as these could cause damage to critical facilities and equipment, result in significant operational disruption and have meaningfully adverse effects on our employees and the communities in which we operate. Additionally, even to the extent that significant weather events or changes in climate conditions do not directly impact our own facilities and / or operations, our business could be negatively impacted by events or more chronic climate conditions that disrupt or force longer- term changes in operations for our significant customers or suppliers, which could negatively impact the timing or overall volume of demand for our products or the cost and availability of critical raw materials, among other factors. Over time, widespread physical climate changes and risks could drive increases in other operational costs for our business, such as insurance costs. Regulatory and Other Transition Risks. Increased worldwide focus on climate change has led to legislative and regulatory efforts to combat both potential causes and adverse impacts of climate change. New or more stringent laws and regulations related to greenhouse gas emissions, water usage and other climate change related concerns may adversely affect us, our suppliers and our customers. We have publicly disclosed efforts to reduce the energy intensity, freshwater intake intensity and greenhouse gas (GHG) emission of our operations, working consistently to enhance the environmental sustainability of our business by reducing our reliance on fossil fuel- based energy sources, promoting water reuse and other responsible water management practices, reducing waste and promoting recycling (including extensive use of recycled feedstock in our manufacturing processes) and ensuring our compliance with applicable environmental regulations. Nevertheless, new and evolving laws and regulations could mandate different or more restrictive standards, increase operating costs, require (or cause customers to require that we make) capital investments to transition to low carbon technologies or purchase carbon credits, or otherwise adversely impact our ongoing operations. Our suppliers may face similar challenges and incur additional compliance costs that are passed on to us. These direct and indirect costs may adversely impact our results. Market and Reputational Risks. Technology to support the transition to lower- carbon operations within the timeframe that could be required by future regulation or expected in the future by our customers may not be available at the scale necessary to support our operations, in a timely or cost- effective manner, or at all. It is possible that, over time, due to both regulatory action and / or changing customer and societal norms and expectations regarding the causes and importance of climate change issues, demand for products in one or more of our significant end markets could decline or, if we fail to keep pace with changing demand and technological advancement, shift in favor of products that we do not produce. If we fail to appropriately adapt to the expectations of our customers or other stakeholders, fail to achieve or properly report progress toward our environmental sustainability goals and targets or otherwise are perceived as failing to adequately address climate change concerns, the resulting negative perceptions could adversely affect our business, reputation and access to capital. Risks Associated with Other Environmental Compliance Matters. We are subject to various domestic and international environmental laws and regulations that govern the discharge of pollutants and disposal of wastes, and which may require that we investigate and remediate the effects of the release or disposal of materials at sites associated with past and present operations. We could incur substantial cleanup costs, fines and civil or criminal sanctions, third party property damage or personal injury claims as a result of violations or liabilities under these laws or non- compliance with environmental permits required at our facilities. We are currently involved in the investigation and remediation of a number of our current and former sites as well as third party sites. We also could be subject to future laws and regulations that govern greenhouse gas emissions and various matters related to climate change and other air emissions, which could increase our operating costs. With respect to proceedings brought under the federal Superfund laws, or similar state statutes, we have been identified as a potentially responsible party (PRP) at 43 of such sites, excluding those at which we believe we have no future liability. Our involvement is limited or de minimis at approximately 20 of these sites, the potential loss exposure with respect to 16 individual sites is not considered to be material, and the potential loss exposure on the remaining ~~7~~ **seven** sites could be material. We are a party to various cost- sharing arrangements with other PRPs at many of the sites. The terms of the cost- sharing arrangements are subject to non- disclosure agreements as confidential information. Nevertheless, the cost- sharing arrangements generally require all PRPs to post financial assurance of the performance of the obligations or to pre- pay into an escrow or trust account their share of anticipated site- related costs. In addition, the Federal government, through various agencies, is a party to several such arrangements. We believe that we operate our businesses in compliance in all material respects with applicable environmental laws and regulations. However, from time- to- time, we are a party to lawsuits and other proceedings involving alleged violations of, or liabilities arising from, environmental laws. When our liability is probable and we can reasonably estimate our costs, we record environmental liabilities in our financial statements. In many cases, we are not able to determine whether we are liable or if liability is probable or to reasonably estimate the loss or range of loss. Estimates of our liability remain subject to additional uncertainties, including the nature and extent of site contamination, available remediation alternatives, the extent of corrective actions that may be required, and the participation number and financial condition of other PRPs, as well as the extent of their responsibility for the remediation. We intend to adjust our accruals to reflect new information as appropriate. Future adjustments could have a material adverse effect on our results of operations in a given period, but we cannot reliably predict the amounts of such future adjustments. At December 31, ~~2022~~ **2023** , our reserves for environmental matters totaled approximately $ 13 million. Based on currently available information, we do not believe that there is a reasonable possibility that a loss exceeding the amount already accrued for any of the sites with which we are currently associated (either individually or in the aggregate) will be an amount that would be material to a decision to buy or sell our securities. Future developments, administrative actions or liabilities relating to environmental matters, however, could have a material adverse effect on our financial condition or results of operations ~~. RISKS RELATED TO THE COVID- 19 PANDEMIC Impacts on the End- Markets that We Serve and Demand for Our Products. The COVID- 19 pandemic, including governmental and other actions taken or restrictions imposed to contain its spread and impact, subjected our operations, financial performance and financial condition to a number of risks including, but not limited to, those discussed below. The significant macroeconomic impact of the COVID- 19 pandemic and the measures designed to contain its spread negatively impacted several of the Company' s most significant end markets, and our sales to customers in those markets. The possibility exists that there could be ongoing impacts to our operations and financial results as a result of COVID- 19 or a similar future pandemic, and the ultimate breadth and duration of these trends and their impact on our business is difficult to predict. Impacts to Our Supply Chain. To date, we have not experienced significant disruption to our supply chain as a result of the pandemic. However, it remains possible at some point that, in the context of the COVID- 19 pandemic or any future similar event, one or more of our suppliers may not have the materials, capacity, or capability to supply products that we require according to our schedule and specifications. In that case, we may need to seek alternate suppliers, which may be more expensive, may not be available or may result in delays in shipments to us and subsequently to our customers, each of which would affect our business, results of operations, financial condition and / or cash flows. Risk of Operational Disruption. In general throughout the pandemic, our facilities continued to operate with federal and state government approvals due to the qualification of our facilities as essential and critical. However, we have experienced and may again in the future experience the temporary shut down of facilities in response to employees being impacted by COVID- 19, a similar future outbreak or any related changes in government policy. Currently, widespread COVID- 19 impacts in China affecting customer supply chains are expected to impact the near- term results of our Chinese STAL joint venture. Impacts on Financial and Credit Markets. Financial market volatility as a result of any ongoing impact of the COVID- 19 pandemic or any future similar event could pose heightened risks to our liquidity, access to capital markets and cost of funds, which could adversely affect our business, financial position, results of operations and / or cash flows~~ . OTHER OPERATIONAL AND STRATEGIC RISKS Risks Associated with Disruptions to our Manufacturing Processes. The manufacture of many of our products is a highly exacting and complex process. If we encounter disruptions to our manufacturing processes due to equipment malfunction, failure to follow specific protocols, specifications and procedures, supply chain interruptions, natural disasters, health pandemics, labor unrest, or otherwise, it could have an adverse impact on our ability to fulfill orders or on product quality or performance which could result in significant costs to and liability for us that could have a material adverse effect on our business, financial condition or results of operations, as well as negative publicity and damage to our reputation, which could adversely impact product demand and customer relationships. Additionally, our operations depend on the continued and efficient functioning of our facilities, including critical equipment. If our operations, particularly one of our manufacturing facilities, were to be materially disrupted for any reason, we may be unable to effectively meet our obligations to or demand from our customers, which could adversely affect our financial performance. Export Sales and International Trade Matters. We believe that export sales will continue to account for a significant percentage of our future revenues. We also import certain raw materials that are important to our business, including nickel, zirconium, niobium, chromium, cobalt, vanadium and titanium sponge, among others. Risks associated with such international trade include, among others: political and economic instability, including weak conditions in the world' s economies; accounts receivable collection; export controls; trade sanctions; changes in legal and regulatory requirements; policy changes affecting the markets for our products; changes in tax laws; and exchange rate fluctuations (which may affect sales to international customers and the value of profits earned on export sales when converted into dollars). Any of these factors could materially adversely affect our results for the period in which they occur. Additionally, changes in international trade duties and other aspects of international trade policy, both in the U. S. and abroad, could materially impact our business. Moreover, tariffs, or other changes in U. S. trade policy, have resulted in and may continue to trigger, retaliatory actions by affected countries. Certain foreign governments have instituted or considered imposing trade sanctions on certain U. S. goods, or taking action to deny U. S. companies access to critical raw materials, in response to U. S. trade actions. A " trade war " of this nature or other governmental action related to tariffs or international trade agreements or policies has the potential to adversely impact demand for our products, our costs, customers, suppliers and / or the U. S. economy or certain sectors thereof and, thus, to adversely impact our businesses. ~~Political and Social Turmoil. The war on terrorism as well as political and social turmoil could put pressure on economic conditions in the United States and worldwide. These political, social and economic conditions could make it difficult for us, our suppliers, and our customers to forecast accurately and plan future business activities, and could adversely affect the financial condition of our suppliers and customers and affect customer decisions as to the amount and timing of purchases from us. As a result, our business, financial condition and results of operations could be materially adversely affected.~~ Risks Associated with Strategic Capital Projects and Maintenance Activities. From time ~~-~~to ~~-~~time, we undertake strategic capital projects in order to enhance, expand and / or upgrade our facilities and operational capabilities. Our ability to achieve the anticipated increased revenues or otherwise realize acceptable returns on these investments or other strategic capital projects that we may undertake is subject to a number of risks, many of which are beyond our control, including a variety of market, operational, permitting, and labor- related factors. In addition, the cost to implement any given strategic capital project ultimately may prove to be greater than originally anticipated. If we are not able to achieve the anticipated results from the implementation of any of our strategic capital projects, or if we incur unanticipated implementation costs or delays, our results of operations and financial position may be materially adversely affected. Additionally, we periodically undertake maintenance activities, routine or otherwise, involving facilities and pieces of equipment that are key to our operations, and it is possible that unanticipated maintenance needs, or unanticipated circumstances arising in connection with planned maintenance activities could result in equipment outages that are longer, or costs that exceed, those originally anticipated. Significant repair delays or unanticipated costs associated with these activities could have a negative impact on our results of operations and financial condition. Risks Associated with Current or Future Litigation and Claims. A number of lawsuits, claims and proceedings have been or may be asserted against us relating to the conduct of our currently and formerly owned businesses, including those pertaining to product liability, patent infringement, commercial disputes, government contracting, employment matters, employee and retiree benefits, taxes, environmental matters, health and safety and occupational disease, and stockholder and corporate governance matters. Due to the uncertainties of litigation, we can give no assurance that we will prevail on all claims made against us in the lawsuits that we currently face or that additional claims will not be made against us in the future. While the outcome of litigation cannot be predicted with certainty, and some of these lawsuits, claims or proceedings may be determined adversely to us, we do not believe that the disposition of any such pending matters is likely to have a material adverse effect on our financial condition or liquidity, although the resolution in any reporting period of one or more of these matters could have a material adverse effect on our results of operations for that period. Also, we can give no assurance that any other claims brought in the future will not have a material effect on our financial condition, liquidity or results of operations. Risks Associated with Insurance Coverage. We have maintained various forms of insurance, including insurance covering claims related to our properties and risks associated with our operations. Our existing property and liability insurance coverages contain exclusions and limitations on coverage. From time- to- time, in connection with renewals of insurance, we have experienced additional exclusions and limitations on coverage, larger self- insured retentions and deductibles, and significantly higher premiums. As a result, in the future our insurance coverage may not cover claims to the extent that it has in the past and the costs that we incur to procure insurance may increase significantly, either of which could have an adverse effect on our results of operations. Risks Associated with Acquisition and Disposition Strategies. We intend to continue to strategically position our businesses ~~in order~~ to improve our ability to compete. Strategies we employ to accomplish this may include seeking new or expanding existing specialty market niches for our products, expanding our global presence, acquiring businesses complementary to existing strengths, and continually evaluating the performance and strategic fit of our existing business units. From time- to- time, management holds discussions with management of other companies to explore acquisitions, joint ventures, and other business combination opportunities as well as possible business unit dispositions. As a result, the relative makeup of the businesses comprising our Company is subject to change. Acquisitions, joint ventures, and other business combinations involve various inherent risks, such as: assessing accurately the value, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition or other transaction candidates; the potential loss of key personnel of an acquired business; our ability to achieve identified financial and operating synergies, growth or other benefits anticipated to result from an acquisition or other transaction; and unanticipated changes in business and economic conditions affecting an acquisition or other transaction. International acquisitions and other transactions could be affected by export controls, exchange rate fluctuations, domestic and foreign political conditions, changes in tax laws and a deterioration in domestic and foreign economic conditions. Risks Associated with Government Contracts. Some of our operating units perform contractual work directly or indirectly for the U. S. Government, which requires compliance with laws and regulations relating to the performance of Government contracts. Various claims (whether based on U. S. Government or Company audits and investigations or otherwise) could be asserted against us related to our U. S. Government contract work. Depending on the circumstances and the outcome, such proceedings could result in fines, penalties, compensatory and treble damages or the cancellation or suspension of payments under one or more U. S. Government contracts. Under government regulations, a company, or one or more of its operating divisions or units, can also be suspended or debarred from government contracts based on the results of investigations **. Risks Related to Wide- Spread Public Health Crises. The COVID- 19 pandemic, including governmental and other actions taken or restrictions imposed to contain its spread and impact, subjected our operations, financial performance and financial condition to a number of risks. In general, our facilities continued to operate throughout the pandemic with federal and state government approvals because our facilities were deemed essential and critical. However, we experienced, and may again in the context of future similar events experience, the temporary shut-down of facilities. The significant macroeconomic impact of the COVID- 19 pandemic and the measures designed to contain its spread also negatively impacted several of the Company' s most significant end markets, and our sales to customers in those markets. Additionally, in the context of the COVID- 19 pandemic or any future similar event, one or more of our suppliers may not have the materials, capacity, or capability to supply products that we require according to our schedule and specifications. In that case, we may need to seek alternate suppliers, which may be more expensive, may not be available or may result in delays in shipments to us and subsequently to our customers, each of which would affect our business, results of operations, financial condition and / or cash flows. The possibility exists that there could be ongoing impacts to our operations and financial results as a result of COVID- 19 or a similar future pandemic, and the ultimate breadth and duration of these trends and their impact on our business is difficult to predict. Political and Social Turmoil. The war on terrorism as well as political and social turmoil could put pressure on economic conditions in the United States and worldwide. These political, social and economic conditions could make it difficult for us, our suppliers, and our customers to forecast accurately and plan future business activities, and could adversely affect the financial condition of our suppliers and customers and affect customer decisions as to the amount and timing of purchases from us. As a result, our business, financial condition and results of operations could be materially adversely affected** . RISKS ASSOCIATED WITH OUR INDEBTEDNESS; OTHER FINANCIAL AND FINANCIAL ACCOUNTING RISKS Risks Associated with Indebtedness. Our substantial indebtedness could adversely affect our business, financial condition or results of operations and prevent us from fulfilling our obligations under our outstanding indebtedness. As of December 31, ~~2022~~ **2023** , our total consolidated indebtedness was approximately $ ~~1~~ **2** . ~~7~~ **2** billion **. Our subsidiaries had the ability to borrow an additional approximately $ 530 million under our revolving credit facility as of December 31, 2023** . This substantial level of indebtedness increases the risk that we may be unable to generate enough cash to pay amounts due in respect of our indebtedness. Our substantial indebtedness could have important consequences to our stockholders and significant effects on our business. For example, it could: • make it more difficult for us to satisfy our obligations with respect to our outstanding indebtedness; • increase our vulnerability to general adverse economic and industry conditions; • require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, our strategic growth initiatives and development efforts and other general corporate purposes; • limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; • restrict us from taking advantage of business opportunities; • place us at a competitive disadvantage compared to our competitors that have less indebtedness; and • limit our ability to borrow additional funds for working capital, capital expenditures, acquisitions, debt service requirements, execution of our business strategy or other general corporate purposes. A portion of our indebtedness, including amounts outstanding currently or in the future under our ABL, bear interest at variable rates and, accordingly, subject our business to risk, particularly in a rising interest rate environment. In addition, the agreements that govern our current indebtedness contain, and the agreements that may govern any future indebtedness that we may incur may contain, financial and other restrictive covenants that could limit our ability to engage in activities that may be in our long- term best interests. Our failure to comply with those covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all of our debt. Risks Associated with Retirement Benefits. ~~At December 31~~ **On October 17** , ~~2022~~ **2023** , ~~our defined benefit pension plans were~~ **we purchased group annuity contacts from an insurer covering** approximately ~~88~~ **85** % ~~funded as calculated in accordance with U. S. generally accepted accounting principles. As a result~~ of ~~the American Rescue Plan Act (ARPA) enacted in March 2021, the rules governing pension funding calculations changed. Based on current actuarial assumptions, we were not required to make any contributions to~~ our U. S. qualified defined benefit **plan obligations. Under these contracts, we transferred the** pension **obligations and associated assets for the significant majority of our remaining** ~~plans~~ - **plan participants** ~~during fiscal year 2022, and our prior contributions have generated a credit balance that may be utilized~~ to ~~offset future minimum required contributions. We voluntarily contributed $ 50 million to these~~ -- **the selected insurance company** ~~plans in both 2022 and early 2023 to improve the plans' funded position~~ . Using our long- term weighted average expected rate of return on pension plan assets and other actuarial assumptions, we do not expect to have any **significant** minimum cash funding requirements to ~~these~~ **our** pension ~~plans~~ - **plan** for **at least** the next ~~few~~ **ten** years. However, these estimates are based on various assumptions and are subject to significant uncertainty, including with respect to the performance of our pension trust assets, and our expectations therefore could prove to be inaccurate. **Significantly**

~~Lower~~ **lower** than expected returns on our pension assets could result in **otherwise** ~~great than anticipated~~ **unanticipated** pension contribution obligations in the future. Depending on the timing and amount, a requirement that we fund the U. S. qualified defined benefit pension ~~plans~~ - **plan** could have a material adverse effect on our results of operations and financial condition. Goodwill or Long- Lived Asset Impairments. We have various long- lived assets that are subject to impairment testing. We review the recoverability of goodwill annually, or more frequently whenever significant events or changes in circumstances indicate that the recorded goodwill of a reporting unit may be below that reporting unit' s fair value. Our businesses operate in highly cyclical industries, such as commercial aerospace and oil & gas, and as such, our estimates of future cash flows, market demand, the cost of capital, and forecasted growth rates and other factors may fluctuate, which may lead to changes in estimated fair value and, therefore, impairment charges in future periods. For the **fiscal year** ~~2022~~ **2023** annual goodwill impairment evaluation, both of our reporting units with goodwill had fair values that were in excess of carrying value. Additionally, we have a significant amount of property, plant and equipment and acquired intangible assets that may be subject to impairment testing, depending on factors such as market conditions, the demand for our products, and facility utilization levels. Any determination requiring the impairment of a significant portion of goodwill or other long- lived assets has had, and may in the future have, a negative impact on our financial condition and results of operations. ~~In connection with our December 2020 announcements regarding our plans to cease production of certain lower- margin standard stainless sheet products, our 2020 results included $ 1, 041. 5 million of long- lived asset non- cash impairment charges, primarily related to our HRPF and certain stainless steel melting and finishing operations that are part of the AA & S segment' s Brackenridge, Pennsylvania operations. We also recognized an interim goodwill impairment charge of $ 287. 0 million in the second quarter of 2020 for the partial impairment of goodwill at our Forged Products reporting unit in the HPMC segment based on changes in the timing and amount of expected cash flows resulting from lower projected revenues, including recent disruptions to the global commercial aerospace market resulting from the COVID- 19 pandemic, and the increasing uncertainty of near- term demand requirements of aero- engine and airframe markets based on government responses to the pandemic and ongoing interactions with customers.~~ Internal Controls Over Financial Reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Risks Associated with Our Guidance and Other Targets and Expectations. From time to time, we may announce earnings guidance and other future targets or goals for our business. Such information, which consists of forward- looking statements, is based on our then current expectations, estimates, forecasts and projections about the operating environment, economies and markets in which we operate. Future targets and goals reflect our beliefs and assumptions and our perception of historical trends, then current conditions and expected future developments, as well as other factors appropriate in the circumstances. As such, while sometime presented with numerical specificity, earnings guidance and other statements regarding our future targets and goals are inherently speculative in nature and subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events, including the risks discussed herein. Our actual results can, and likely will, be different, and those differences could be material. There can be no assurance that any targets or goals established by us will be accomplished at the levels or by the dates targeted, if at all. Failure to achieve our targets or goals may have a material adverse effect on our business, financial condition, results of operations or the market price of our securities.