Risk Factors Comparison 2023-10-26 to 2022-10-26 Form: 10-K

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This filing contains forward- looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. A variety of risks and uncertainties could cause our actual results to differ materially from the anticipated results or other expectations expressed in our forward- looking statements. See Cautionary Statement Regarding Forward- Looking Information included in Management' s Discussion and Analysis of Financial Condition and Results of Operations. These risks could adversely impact our financial position, results of operations, cash flows, and financial expectations and could cause the market price of our securities to decrease. Such risks include the following, without limitation. Risks Related to Our Strategy Our business and results have been and may be adversely affected by fluctuations in the cost or availability of raw materials, components, purchased finished goods, or services. We utilize a variety of raw materials and components in our production process including steel, aluminum, lamps, certain rare earth materials, microchips, light emitting diodes (" LED "), LED drivers, ballasts, wire, electronic components, power supplies, petroleum- based byproducts, natural gas, and copper. We also source certain finished goods externally. During **early** fiscal ~~2022~~ **2023** , ~~the ongoing effects of the COVID- 19 pandemic have continued to disrupt our~~ supply chain **disruptions** for certain components, including, notably, microchips and ~~electronic~~ **electronics** , ~~and~~ have resulted in higher prices for significant commodities, including oil and steel, as well as increased warehousing **, freight,** and container costs, which have ~~continued to~~ negatively ~~impact~~ **impacted** our business. **Although** ~~These~~ **these disruptions have subsided from their peaks, future** disruptions in the supply chain and shortages could affect our ability to procure components for our products on a timely basis, or at all, or could require us to commit to increased purchases and provide longer lead times to secure critical components by entering into longer term guaranteed supply agreements. Alternatively, supply chain disruptions and shortages could require us to rely on relatively high- cost spot market purchases for certain materials or products. Future increases in our costs ~~and / or continued disruptions in the supply chain~~ could negatively impact our profitability ~~,~~ as there can be no assurance that future price increases will be successfully passed through to customers. **Disruptions in the supply chain could also negatively impact us.** We generally source ~~these~~ **our** goods from a number of suppliers. However, there are a limited number of suppliers for certain components and certain purchased finished goods, which on a limited basis, results in sole- source supplier situations. Our competitors supply certain of those items, and those competitors may, for various strategic reasons, choose to cease selling to us. In addition, our ongoing efforts to improve the ~~cost~~ effectiveness of our **supply chain could** ~~products and services may~~ result in a reduction in the number of our suppliers, and in turn, increased risk associated with reliance on a single or a limited number of suppliers. Furthermore, volatility in certain commodities, such as oil, impacts all suppliers and, therefore, may result in additional price increases from time to time regardless of the number and availability of suppliers. Profitability and volume could be negatively impacted by limitations inherent within the supply chain of certain of these component parts, including competitive, governmental, and legal limitations, natural disasters, and other events that could impact both supply and price. Additionally, we are dependent on certain service providers for key operational functions. While there are a number of suppliers of these services, the cost to change service providers and set up new processes could be significant. In addition, the labor market for skilled manufacturing remains tight ~~as the U. S. economy recovers after the COVID- 19 pandemic shutdowns~~ , and our labor costs have increased as a result **, particularly in the U. S. and Mexico** . Our results may be adversely affected by **market and competitive** ~~our inability to maintain~~ pricing. Aggressive pricing actions by competitors may affect our ability to **manage the price / cost relationship to** achieve desired revenue growth and profitability levels ~~under our current pricing strategies~~ . Potential decreased demand for our products resulting from factors including uncertainty in the global economy, the ~~ongoing impacts of COVID- 19, the~~ current inflationary environment **, rising interest rates** , and a potential global recession may influence competitor pricing ~~. We may also decide to lower prices to match the competition or to adjust for current demand levels, as well as for other reasons~~ . Additionally, dynamic pricing models may not cover our rising costs. Even if we were able to increase prices to cover our costs, competitive pricing pressures may not allow us to pass on any more than the cost increases. Alternatively, if costs were to decline, the marketplace may not allow us to hold prices at their current levels. **Innovations of new products and services may not yield desired returns** ~~Our inability to effectively innovate could adversely affect our ability to compete~~ . Continual introductions of new products and solutions, services, and technologies, enhancement of existing products and services, and effective servicing of customers are key to our competitive strategy. The success of new product and solution introductions depends on a number of factors, including, but not limited to, timely and successful product development, product quality, market acceptance, our ability to manage the risks associated with product life cycles, such as additional inventory obsolescence risk as product life cycles begin to shorten, new products and production capabilities, effective management of purchase commitments and inventory levels to support anticipated product manufacturing and demand, availability of products in appropriate quantities and costs to meet anticipated demand, and risk that new products may have quality or other defects in the early stages of introduction. Accordingly, we cannot fully predict the ultimate effect of new product introductions on our business. Additionally, new products and solutions may not achieve the same profit margins as expected or as compared to our historic products and solutions. Furthermore, other market participants, such as well- established competitors, could develop alternative platforms for monetizing products, solutions, and services that result in a paradigm shift in our industry, particularly with respect to new and developing technologies. We may not be able to identify, finance, and complete suitable acquisitions, alliances, or investments, and we may pursue future growth through acquisitions, alliances, or investments, which may not yield anticipated benefits. We have strengthened our business through acquisitions, alliances, and investments and may continue to do so as opportunities arise in the future. Such investments have been and may be in startup or development- stage entities. We will benefit from such activity only to the extent that we can effectively identify suitable acquisition and alliance candidates and leverage and integrate the assets or capabilities of the acquired businesses and alliances, including, but not limited to, personnel, technology, and operating processes. It may be difficult for us to integrate acquired businesses efficiently into our business operations. Any acquisitions, alliances, or investments may not be successful or realize the intended benefits. Moreover, unanticipated events, negative revisions to valuation assumptions and estimates, diversion of resources and management' s attention from other business concerns, and difficulties in attaining synergies, among other factors, could adversely affect our ability to recover initial and subsequent investments, particularly those related to acquired goodwill and intangible assets or non-controlling interests. In addition, such investment transactions may limit our ability to invest in other activities, which could be more profitable or advantageous. ~~The inability to effectively execute our business strategies could adversely affect our financial condition and results of operations. Various uncertainties and risks are associated with the implementation of a number of aspects of our global business strategies, including but not limited to, the development, marketing, and selling of lighting, building technology, and software- based solutions; the development, marketing, and selling of new or enhanced products and solutions; effective integration of acquisitions; and our environmental strategies and climate change commitments. Those uncertainties and risks include, but are not limited to: diversion of management' s attention; difficulty in retaining or attracting employees; negative impact on relationships with distributors and customers; obsolescence of current products and slow new product development; inability to effectively participate in opportunities utilizing our digital lighting and building technology systems; additional streamlining efforts; inability to produce certain components with quality, performance, and cost attributes equal to or better than provided by other component manufacturers; and unforeseen difficulties in the implementation of the management operating structure. Problems with strategy execution could offset anticipated benefits, disrupt service to customers, and impact product quality as well as adversely affect our business and reputation. With the addition of new products and solutions, we may encounter new and different competitors that may have more experience with respect to such products and solutions.~~ We may experience difficulties in streamlining activities, which could impact shipments to customers, product quality, and the realization of expected savings from streamlining actions. We expect to benefit from potential programs to streamline operations, including the consolidation of certain facilities and the reduction of overhead costs. Such benefits will only be realized to the extent that we can effectively leverage assets, personnel, and operating processes in the transition of production between manufacturing facilities. Uncertainty is inherent within the facility consolidation process, and unforeseen circumstances could offset the anticipated benefits, disrupt service to customers, and impact product quality. General business, political, and economic conditions, including the strength of the construction **and renovation** market, political events, or other factors may affect demand for our products and services. We compete based on numerous factors, including product vitality and service levels, as well as features and benefits, brand name recognition, product quality, product and system design, energy efficiency, customer relationships, service capabilities, and price. In addition, we operate in a highly competitive environment that is influenced by a number of general business and economic factors, such as economic vitality, employment levels, credit availability, interest rates, trends in vacancy rates and rent values, energy costs, and commodity costs. Sales of lighting, lighting controls, and building technology solutions depend significantly on the level of activity in new construction and renovation / retrofits. Declines in general economic activity, appropriations, and regulations, including tax and trade policy and other political uncertainties, may negatively impact new construction and renovation projects, which in turn may impact demand for our product and service offerings. ~~Risks Related to Our Operations The ongoing effects of the COVID- 19 pandemic could have a material adverse effect on our ability to operate, results of operations, financial condition, liquidity, and capital investments. The COVID- 19 pandemic has negatively impacted, and may continue to (along with similar events in the future) negatively impact, our ability to operate, results of operations, financial condition, liquidity, and capital investments. Several public health organizations have recommended, and some governments have implemented, certain measures to slow and limit the transmission of the virus, including shelter in place, social distancing ordinances, and business shutdowns, which temporarily disrupted our ability to manufacture or distribute our products in some of these markets. A reoccurrence of these disruptions could materially adversely impact our ability to operate and results of operations. There is considerable uncertainty regarding the extent to which the COVID- 19 outbreak will continue to spread, including the impact of identified and potential new variants, the extent and duration of governmental and other measures implemented to try to slow the spread of the virus, and public response to the pandemic. The COVID- 19 pandemic and such preventive measures have significantly impacted economic activity and markets around the world and our business, and they (and similar events in the future), may have a material adverse effect on our business for an indefinite period of time, such as the potential shut down of certain locations; decreased~~ **Decreased** ~~employee availability; increased claims or other expenses; potential border closures; disruptions to the businesses of our channel partners; and others. We may incur additional costs related to additional testing and screening of our employees, governmental vaccination mandates, and additional safety requirements from organizations such as the Occupational Safety and Health Administration (" OSHA "). Our suppliers and customers have also faced these and other challenges, which has led to a disruption in our supply chain for certain components, decreased~~ construction and renovation spending and consumer demand for our products and services, **along with** rising commodity costs ~~, and increased freight, warehousing, and container costs. These disruptions and challenges~~ may ~~continue for an indefinite period of time and may also~~ materially affect our future access to our sources of liquidity, particularly our cash flows from operations, financial condition, capitalization, and capital investments. Additionally, **current uncertain** ~~the continued effects of COVID- 19 on the global economy~~ **economic conditions** , including economic slowdowns, supply chain disruptions, ~~or~~ **and a potential global** ~~recessions~~ - **recession** , could adversely affect our ability to access the capital and other financial markets, and ~~if so, we~~ may ~~need~~ **require us** to consider alternative sources of funding for some of our operations and for working capital, which may increase our cost of, as well as adversely impact our access to, capital. These uncertain economic conditions may also result in the inability of our customers and other counter- parties to make payments to us, on a timely basis or at all. **Risks Related** ~~Although these disruptions may continue~~ to **Our Operations** ~~occur, the long- term economic impact and near- term financial impacts of the COVID- 19 pandemic (and similar events in the future), including but not limited to, possible impairment, restructuring, and other charges, cannot be reliably quantified or estimated at this time due to the uncertainty of future developments.~~ Technological developments and increased competition could affect our operating profit margins and sales volume. We compete in an industry and markets where technology and innovation play major roles in the competitive landscape. We are highly engaged in the investigation, development, and implementation of new technologies and services. Securing employee talent, key partnerships, and alliances, including having access to technologies, services, and solutions developed by others, as well as obtaining appropriate patents and the right to utilize patents of other parties all play a significant role in protecting our freedom to operate. Additionally, the continual development of new technologies by existing and new source suppliers — including non- traditional competitors with significant resources — looking for either direct market access or partnerships with competing large manufacturers, coupled with significant associated exclusivity and / or patent activity, could adversely affect our ability to sustain operating profit margins and desirable levels of sales volume. In addition, there are new competitors, including small startup companies and global electronics, technology, and software companies, offering competing solutions, sometimes deploying different technologies. These competitors may vertically integrate and begin offering total solution packages that directly compete with our offerings. Certain global and more diversified electrical manufacturers as well as certain global technology and building solution providers may be able to obtain a competitive advantage, either through internal development or acquisitions, over us by offering broader and more integrated solutions utilizing electrical, lighting, controls, building automation ~~systems~~ **solutions** , and data analytics, and small startup companies may offer more localized product sales and support services within individual regions. We may be unable to sustain significant customer and / or channel partner relationships. Relationships with customers are directly impacted by our ability to deliver quality products and services. Although no individual customer exceeded 10 % of **net** sales during fiscal ~~2022~~ **2023** , the loss of or a substantial decrease in the volume of purchases by certain larger customers could harm our business in a meaningful manner. We have relationships with channel partners such as electrical distributors, home improvement retailers, independent sales agencies, system integrators, and value- added resellers. While we maintain positive, and in many cases long- term, relationships with these channel partners, the sudden or unplanned loss of a number of these channel partners or a substantial decrease in the volume of purchases from a major channel partner or a group of channel partners could adversely affect our business. We could be adversely affected by **external** disruptions to our operations. The breakdown of equipment or other events, including, but not limited to, labor disputes, strikes, workplace violence, public health **crises, pandemics and** epidemics (~~including~~ **such as** the **recent** COVID- 19 **, or similar or related,** ~~pandemic~~ **pandemics or endemics**), climate change, brown outs and other power outages, earthquakes, fires, explosions, terrorism, adverse weather conditions, water scarcity, cyber- attacks, civil disruptions, or catastrophic events such as war or natural disasters, leading to production interruptions in our or one or more of our suppliers' facilities could adversely affect us. Approximately ~~56~~ **57** % of our finished products are manufactured in Mexico, a country that periodically experiences heightened civil unrest or may experience trade disputes with the U. S., both of which could cause a disruption of the supply of products to or from these facilities. Further, because many of our customers are to varying degrees dependent on planned deliveries from our facilities, those customers that have to reschedule their own production or delay opening a facility due to our missed deliveries as a result of these disruptions could pursue financial claims against us. We may incur costs to correct any of these problems in addition to facing claims from customers. Further, our reputation among actual and potential customers may be harmed and result in a loss of business. Further, these types of events may negatively impact residential, commercial, and industrial spending **, including construction and renovation spending as well as consumer spending on our products,** in impacted regions or, depending on the severity, globally. As a result, any of such events could adversely impact us. While we have developed business continuity plans, including alternative capacity, to support responses to such events or disruptions and maintain insurance policies covering, among other things, physical damage and business interruptions, these policies may not cover all losses. We could incur uninsured losses and liabilities arising from such events, including damage to our reputation, loss of customers, and substantial losses in operational capacity **. Current global conflicts, such as the those between Russia and Ukraine as well as within the Middle East, have created substantial uncertainty in the global economy, including sanctions and penalties imposed on certain countries from several governments. While we do not have operations in these locations and do not have significant direct exposure to customers and vendors in those countries, we are unable to predict the impact that these actions will have on the global economy or on our financial condition, results of operations, and cash flows as of the date of these financial statements** . Company operating systems, information systems, or devices have experienced, and may experience in the future, a failure, a compromise of security, or a violation of data privacy laws or regulations, which could adversely impact our operations as well as the effectiveness of internal controls over operations and financial reporting. We are highly dependent on various software and automated systems to record and process operational and financial transactions. We have experienced, and could experience in the future, a failure of one or more of these software and automated systems or could fail to complete all necessary data reconciliation or other conversion controls when implementing a new software system. We have also experienced compromises of our security, and could experience in the future, a compromise of our security due to many reasons, including technical system flaws, clerical, data input or record- keeping errors, or tampering or manipulation of our systems by employees or unauthorized third parties, including viruses, malware, or phishing. Information security risks also exist with respect to the use of portable electronic devices, such as laptops and smartphones, which are particularly vulnerable to loss and theft. We may also be subject to disruptions of any of these systems arising from events that are wholly or partially beyond our control (for example, natural disasters, acts of terrorism, cyber- attacks, including but not limited to hacking, malware, ransomware attacks, denial- of- service attacks, social engineering, exploitation of internet- connected devises, and other attacks, epidemics, computer viruses, and electrical / telecommunications outages). While prior compromises of our security have not had, in the aggregate, a material impact on the Company' s operations and financial condition, the Company expects events of this nature to continue as cyber-attacks are becoming more sophisticated and frequent, and the techniques used in such attacks change rapidly. The Company monitors its data, information technology and personnel usage of Company systems to reduce these risks and continues to do so on an ongoing basis for any current or potential threats. If any of our hardware, software, or automated systems are compromised, fail, or have other significant shortcomings, it could disrupt our business, require us to incur substantial additional expenses, or result in potential liability or reputational damage. There can be no assurance that our efforts to protect our data and information technology will prevent such compromises of security. We also provide and maintain technology to enable lighting controls and building technology systems. In addition to the risks noted above, there are other risks associated with these customer offerings. For example, a customer may depend on integral information from, or functionality of, our technology to support that customer' s other systems, such that a failure of our technology could impact those systems, including by loss or destruction of data. Likewise, a customer' s failure to properly configure, update, segregate, or upgrade its own network and integrations with our technology are outside of our control and could result in a failure in functionality or security of our technology. We and certain of our third- party vendors may receive and store personal information in connection with human resources operations, customer offerings, and other aspects of the business. A material network breach in the security of these systems could include the theft of intellectual property, trade secrets, the unauthorized release, gathering, monitoring, misuse, loss, change, or destruction of our or our ~~clients~~ **customers** ' **, suppliers', or other third- party' s** confidential, proprietary and other information (including personal identifying information of individuals), or otherwise disrupt our or our clients' or other third parties' business operations. To the extent that any disruption or security breach results in a loss or damage to our data, or an inappropriate disclosure of confidential or customer or employee information, it could cause significant damage to our reputation, affect relationships with our customers, employees, and other counterparties, lead to claims against us, which may result in the payment of fines, penalties, and costs, and ultimately harm our business. In addition, we may be required to incur significant costs, or regulatory fines, penalties, or intervention, to protect against damage caused by these disruptions or security breaches in the future. We are also subject to an increasing number of data privacy and security laws and regulations that impose requirements on us and our technology prior to certain use or transfer, storing, use, processing, disclosure, and protection of data and prior to sale or use of certain technologies. Failure to comply with such laws and regulations could result in the imposition of fines, penalties and other costs. The legal and regulatory data privacy framework is evolving and uncertain. ~~For example, the European Court of Justice' s decision in October 2015 to invalidate the Safe Harbor data privacy program between the United States and the implementation of Data Protection Commission v. Facebook Ireland, Schrems (aka Schrems II) as well as the new and proposed privacy and security laws around the world all could disrupt our ability to use or transfer data or sell products and solutions because such activities may not be in compliance with applicable law in certain jurisdictions.~~ System failures, ineffective system implementation or disruptions, failure to comply with data privacy and security laws or regulations, or the compromise of security with respect to internal or external systems or portable electronic devices could damage our systems or infrastructure, subject us to liability claims, or regulatory fines, penalties, or intervention, harm our reputation, interrupt our operations, disrupt customer operations, and adversely affect our internal control over financial reporting, business, financial condition, results of operations, or cash flows. Changes in our relationship with employees, changes in U. S. or international employment regulations, an inability to attract and retain talented employees, or a loss of key employees could adversely impact the effectiveness of our operations. We employed approximately ~~13~~ **12** , 200 people as of August 31, ~~2022~~ **2023** , approximately ~~9~~ **8** , ~~300~~ **600** of whom are employed in international locations. As such, we have significant exposure to changes in domestic and foreign laws governing relationships with employees, including wage and hour laws and regulations, fair labor standards, minimum wage requirements, overtime pay, unemployment tax rates, workers' compensation rates, citizenship requirements, and payroll taxes, which likely would have a direct impact on our operating costs. Union recognition and collective bargaining agreements are in place or in process covering approximately ~~66~~ **65** % of our workforce. Collective bargaining agreements representing approximately ~~54~~ **57** % of our workforce will expire within one year, primarily due to annual negotiations with unions in Mexico. While we believe that we have good relationships with both our unionized and non- unionized employees, we may become vulnerable to a strike, work stoppage, or other labor action by these employees. Our success is also dependent upon our ability to attract, retain, and motivate a qualified and diverse workforce, and there can be no assurance that we will be able to do so, particularly during times of increased labor costs or labor shortages. We rely upon the knowledge and experience of employees involved in functions throughout the organization that require technical expertise and knowledge of the industry. We have experienced intense competition for qualified and capable personnel in key markets and with key skills, and we cannot provide assurance that we will be able to retain our key employees or that we will be successful in attracting, assimilating, and retaining personnel in the future. In addition, our growth may be constrained by resource limitations as competitors and customers compete for increasingly scarce human capital resources. The demand for skilled workers is currently high. We face an increasingly competitive labor market due to sustained labor shortages in part ~~from the COVID- 19 pandemic~~ and are subject to inflationary pressures on employee wages and salaries, which may increase labor costs. Our competitors may be able to offer a work environment with higher compensation or more opportunities than we can. An inability to attract and retain a sufficient number of employees could adversely impact our ability to execute key operational functions. There are inherent risks in our solutions and services businesses. Risks inherent in the sale of solutions and services include assuming greater responsibility for successfully delivering projects that meet a particular customer specification, including: defining and controlling contract scope and timing, efficiently executing projects, and managing the performance and quality of subcontractors and suppliers **and our own systems** . As we expand our service **and solutions** offerings, reliance on the technical infrastructure to provide services to customers will increase. If we fail to appropriately manage and secure the technical infrastructure required, customers could experience service outages or delays in implementation of services. If we are unable to manage and mitigate these risks, we could incur liabilities and other losses. We may be subject to risk in connection with third- party relationships necessary to operate our business. We utilize strategic partners and third- party relationships in order to operate and grow our business. For instance, we utilize third parties to contract manufacturing of certain products, subcontract installation and commissioning, as well as perform certain selling, distribution, and administrative functions. We cannot control the actions or performance, including product quality, of these third parties and therefore, cannot be certain that we or our end- users will be satisfied. Any future actions of or any failure to act by any third party on which our business relies could cause us to incur losses or interruptions in our operations. In addition, we act as a general contractor in certain relationships with third- parties, and as such are subject to risks applicable to general contractors. We are subject to risks related to operations and suppliers outside the United States. We have substantial activities outside of the United States, including sourcing of products, materials, components, and contract manufactured finished goods, as well as manufacturing and distribution activities. Our operations, as well as those of key vendors, are therefore subject to regulatory, economic, political, military, and other events in countries where these operations are located. In addition to the risks that are common to both our domestic and international operations, we face risks specifically related to our foreign operations and sourcing activities, including but not limited to: foreign currency fluctuations; unstable political, social, regulatory, economic, financial, and market conditions; laws that prohibit shipments to certain countries or restricted parties and that prohibit improper payments to government officials such as the Foreign Corrupt Practices Act and the U. K. Bribery Act; potential for privatization and other confiscatory actions; trade restrictions and disruption; shipping delays or disruptions; criminal activities; increases in tariffs and taxes; corruption; terrorist action; nationalization and expropriation; limitations on repatriation of earnings or other capital requirements; and other changes in regulation in international jurisdictions that could result in substantial additional legal or compliance obligations for us. We source certain components and approximately ~~16~~ **15** % of our finished goods from Asia, a significant portion of which are subject to import tariffs. These tariffs could increase in future periods resulting in higher costs and / or lower demand ~~. We are seeking to mitigate the impact of Chinese tariffs on our profitability, including a variety of activities such as engaging alternative suppliers that produce products and components whose origin is in countries other than China, insourcing the production of certain products, and raising selling prices~~ . We could be adversely affected to the extent we are unable to mitigate the impacts of the tariffs. We operate seven manufacturing facilities in Mexico, some of which are authorized to operate as Maquiladoras by the Ministry of Economy of Mexico. Maquiladora status allows us to import raw materials into Mexico duty- free, provided that such items, after processing, are exported from Mexico within a stipulated time frame. Maquiladora status, which is renewed periodically, is subject to various restrictions and requirements, including compliance with the terms of the Maquiladora program and other local regulations, which have become stricter in recent years. In addition, if our Mexican facilities cease to qualify for Maquiladora status or if the Mexican government adopts additional adverse changes to the program, including nationalization, our manufacturing costs in Mexico would increase. We are also subject to certain other laws and regulations affecting our international operations, including laws and regulations such as the United States, Mexico, Canada Free Trade Agreement (" USMCA ") which, among other things, provide certain beneficial duties and tariffs for qualifying imports and exports, subject to compliance with the applicable classification and other requirements. A majority of our sales are subject to USMCA. In addition, the US government has initiated or is considering imposing tariffs on certain foreign goods, including steel and aluminum. Related to this action, certain foreign governments, including China, have instituted or are considering imposing tariffs on certain U. S. goods. ~~We source certain components and approximately 16 % of our finished goods from Asia, a significant portion of which are subject to Chinese tariffs.~~ It remains unclear what the U. S. Administration or foreign governments will or will not do with respect to tariffs, the USMCA, or other international trade agreements and policies. A trade war or other governmental action related to tariffs or international trade agreements or policies has the potential to adversely impact demand for our products, costs, customers, suppliers, and / or the US economy or certain sectors thereof and, thus, to adversely impact our business. The evolution of our products, complexity of our supply chain, and reliance on third- party vendors such as customs brokers and freight vendors, which may not have effective processes and controls to enable us to fully and accurately comply with such requirements, could subject us to liabilities for past, present, or future periods. Such liabilities could adversely impact our business. We continue to monitor conditions affecting our international locations, including potential changes in income from a strengthening or weakening in foreign exchange rates in relation to the U. S. dollar. Some of these risks, including but not limited to foreign exchange rates, violations of laws, and higher costs associated with changes in regulation, could adversely impact our business. Our business could be negatively impacted by social impact and sustainability matters. There ~~is~~ **has been, and may continue to be,** an increasing focus from U. S. and foreign government agencies, certain investors, customers, consumers, employees, and other stakeholders concerning environmental, social and governance (" ESG ") matters. Some investors may use ESG criteria to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies relating to corporate responsibilities ~~are inadequate~~ **do not align with their ESG criteria** . In addition, ~~if~~ **different stakeholder groups have divergent views on ESG matters, which increases the risk that any action** ~~our~~ - **or** ~~competitors' corporate responsibility~~ **lack thereof with respect to ESG matters will be perceived negatively by at least some stakeholders and could adversely affect our reputation, business, financial** performance ~~is perceived to be greater than ours~~ , **and growth** ~~potential or current investors may elect to invest in our competitors instead~~ . We may **, from time to time,** communicate certain initiatives **, targets,** and goals, regarding environmental matters, diversity, responsible sourcing and social investments and other ESG matters ~~, in our EarthLIGHT (ESG) Report, on our website, in our SEC filings, and elsewhere~~ . These initiatives **, targets,** and goals could be difficult and expensive to implement, and we could be criticized for the accuracy, adequacy, or completeness of the disclosure ~~of~~ **thereof. Further, statements about** our ESG initiatives ~~. Further~~ , **targets,** ~~statements about our ESG initiatives~~ and goals, and progress against those **targets and** goals, may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, ~~and~~ **as well as** assumptions **, estimates and climate scenarios** that are subject to change in the future. In addition, we could be criticized **or**

subject to litigation for the scope or nature of such initiatives **, targets,** or goals, or for any revisions to ~~these~~ **such targets or** goals. If our ESG- related data, processes, and reporting are incomplete or inaccurate, or if we fail, or are perceived to fail, to achieve progress with respect to our ESG **targets or** goals on a timely basis, or at all, our reputation, business, financial performance, and growth could be adversely affected. **We have begun to incorporate artificial intelligence capabilities in our product offerings, and challenges with properly managing the use of artificial intelligence and machine learning could result in reputational harm, competitive harm, and legal liability, and adversely affect our results of operations, financial condition, and / or cash flows. We have begun incorporating artificial intelligence (" AI ") capabilities into certain product offerings. These features may become important in our operations over time. Our competitors or other third parties may incorporate AI into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, if the content, analyses, or recommendations that AI applications assist in producing are or are alleged to be deficient, inaccurate, or biased, we could be subject to competitive risks, potential legal liability, and reputational harm, and our business, financial condition, and results of operations may be adversely affected. The use of AI capabilities may also result in cybersecurity incidents. Any such cybersecurity incidents related to our use of AI capabilities could adversely affect our business.** Risks Related to Legal and Regulatory Matters Failure to comply with the broad range of standards, laws, and regulations in the jurisdictions in which we operate may result in exposure to substantial disruptions, costs, and liabilities **. We are subject to various foreign and domestic federal, state, and local laws and regulations that include but are not limited to, the Clean Air Act and the Toxic Substances Control Act; the Clean Water Act; the Safe Harbor data privacy program between the U. S. and European Union; the United States- Mexico- Canada- Free Trade Agreement (" USMCA "); regulations from the Occupational Safety and Health Administration agency; the European Union' s General Data Protection Regulation; California' s Consumer Privacy Act and Connected Device Privacy Act; the Civil Rights Act of 1964 and other federal and state labor and employment laws and regulations; the U. S. Foreign Corrupt Practices Act (the " FCPA "); and the U. K. Bribery Act**. The laws and regulations impacting us impose increasingly complex, stringent, and costly compliance activities **. Concerns regarding climate change may also lead to significant legislative and regulatory responses**, including ~~but not~~ **efforts to** ~~limited~~ -- **limit** ~~to~~ **greenhouse gas (" GHG ") emissions. The United States** ~~environmental~~ **Environmental** ~~, health, and safety protection~~ **Protection** ~~standards~~ **Agency (" EPA ") has implemented regulations that require reporting of GHG emissions or that limit emissions of GHGs from certain mobile or stationary sources. In addition, the U. S. Congress** and **federal and state regulatory agencies have considered other legislation and regulatory proposals to reduce emissions of GHGs, and many states and other jurisdictions have already taken legal measures to reduce emissions of GHGs, primarily through the development of GHG inventories, GHG** permitting, ~~labeling,~~ and **/ or regional GHG cap- and- trade programs. It is uncertain whether, when, and in what form a federal mandatory carbon dioxide emissions reduction program, or** other ~~requirements regarding~~ **state programs** , ~~among~~ **may be adopted. Similarly, certain countries have adopted** ~~other~~ -- **the** ~~things~~ **Kyoto Protocol** , ~~electronic~~ and ~~wireless communications~~ **in February 2021** , ~~air emissions, wastewater discharges,~~ the **U. S. rejoined the Paris Agreement** ~~use, handling, and disposal of hazardous or toxic materials, remediation of environmental contamination, and working conditions for and compensation of our employees~~. In addition, permits and environmental controls are required for certain of our operations to limit air and water pollution, and these permits are subject to modification, renewal, and revocation by issuing authorities. Some environmental laws, such as Superfund, the Clean Water Act, and comparable laws in U. S. states and other jurisdictions worldwide, impose joint and several liability for the cost of environmental remediation, natural resource damages, third- party claims, and other expenses, without regard to the fault or the legality of the original conduct, on those persons who contributed to the release of a hazardous substance into the environment. Environmental laws and regulations have generally become stricter in recent years, and **certain** federal, state, and local governments domestically and internationally **, have enacted, or** are considering **enacting,** new laws and regulations, including those governing raw material composition, carbon dioxide and other air emissions, end- of- life product dispositions, ~~and~~ energy efficiency **, and certain additional disclosure obligations related to the above**. We may be affected by those or other future standards, laws, or regulations, including those imposed in response to energy, climate change, our carbon footprint, product functionality, geopolitical, corporate social responsibility, or similar concerns. **As customers become increasingly concerned about the environmental impact of their purchases, if we fail to keep up with changing regulations or innovate or operate in ways that minimize the energy use of or other impacts of our products or operations, customers may choose more energy efficient or sustainable alternatives.** These standards, laws, or regulations may **also** impact our costs of operation, the sourcing of raw materials, and the manufacture and distribution of our products and may place restrictions and other requirements or impediments on the products and solutions we can sell in certain geographical locations or on the willingness of certain investors to own our shares **. In addition, we may be subject to consumer lawsuits or enforcement actions by governmental authorities if our ESG claims relating to product marketing are inaccurate. At the same time, certain actions that we may take in our efforts to address ESG concerns may be challenged as being inconsistent or prohibited by various federal, state or local laws and regulations. It is uncertain what laws, rules or regulations may be enacted, or how courts may interpret them in the future, and therefore we cannot predict the potential impact such laws or regulations may have on our future financial condition, results of operations, and cash flows. The laws and regulations regarding ESG disclosures and requirements are also rapidly evolving and could have an adverse effect on our operations and the costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs. It is uncertain what laws will be enacted, and therefore we cannot predict the potential impact of such laws on our future financial condition, results of operations, and cash flows. The laws and regulations regarding ESG disclosures and requirements are also rapidly evolving and could have an adverse effect on our operations and the costs of compliance with, and the other burdens imposed by, these and other laws or regulatory**

actions may increase our operational costs . We may develop unexpected legal contingencies or matters that exceed insurance coverage. We are subject to and in the future may be subject to various claims, including legal claims arising in the normal course of business. Such claims may include without limitation employment claims, product recall, personal injury, network security, data privacy, or property damage claims resulting from the use of our products, services, or solutions, as well as exposure to hazardous materials, contract disputes, or intellectual property disputes. We are insured up to specified limits for certain types of losses with a self- insurance retention per occurrence, including product or professional liability, and cyber liability, including network security and data privacy claims, and are fully self- insured for certain other types of losses, including environmental, product recall, warranties, commercial disputes, and patent infringement. We establish accruals for legal claims when the costs associated with the claims become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher or lower than the level of insurance coverage we hold and / or the amounts accrued for such claims. In the event of unexpected future developments, it is possible that the ultimate resolutions of such matters could be unfavorable. Our insurance coverage is negotiated on an annual basis, and insurance policies in the future may have coverage exclusions that could cause claim- related costs to rise. If our products are improperly designed, manufactured, packaged, or labeled, or are otherwise alleged to cause harm or injury, we may need to recall those items, may have increased warranty costs, and could be the target of product liability claims. We may need to recall products if they are improperly designed, manufactured, packaged, or labeled, and we do not maintain insurance for such recall events. Many of our products and solutions have become more complex in recent years and include more sophisticated and sensitive electronic components. A problem or issue relating to any individual component could have the effect of creating a compounded problem for an integrated solution, which could result in significant costs and losses. We have increasingly manufactured certain of those components and products in our own facilities. We have previously initiated product recalls as a result of potentially faulty components, assembly, installation, design, and packaging of our products. Widespread product recalls could result in significant losses due to the costs of a recall, the destruction of product inventory, penalties, and lost sales due to the unavailability of a product for a period of time. In addition, products we developed that incorporate technologies, such as LED, generally provide for more extensive warranty protection, which may result in higher costs if warranty claims on these products are higher than historical amounts. We may also be liable if the use or failure of any of our products cause harm, whether from fire, shock, harmful materials or components, alleged adverse health impacts from exposure to light emitted by our products, or any other personal injury or property damage, and we could suffer losses from a significant product liability judgment against us in excess of our insurance limits. We may not be able to obtain indemnity or reimbursement from our suppliers or other third parties for the warranty costs or liabilities associated with our products **, even if such costs or liabilities are covered under supplier warranty obligations** . A significant product recall, warranty claim, or product liability case could also result in adverse publicity, damage to our reputation, and a loss of consumer confidence in our products. We may not be able to adequately protect our intellectual property and could be the target of intellectual property claims. We own certain patents, trademarks, copyrights, trade secrets, and other intellectual property. In addition, we continue to file patent applications, when appropriate. We cannot be certain that others have not and will not infringe on our intellectual property rights; however, we seek to establish and protect those rights, which could result in significant legal expenses and adversely affect our financial condition and results of operations. Over the last several years, we and others in the industry have received an increased number of allegations of patent infringement from competitors and from non- practicing entity patent holders, often coupled with offers to license such patents for our use. Such offers typically relate to various technologies including electronics, power systems, controls, and software, as well as the use of visible light to communicate data, the use of certain wireless networking methods, and the design of specific products. We believe that we do not need or will be able to invalidate or access such patents through licensing, cross-licensing, or other mutually beneficial arrangements, although to the extent we are required but unable to enter into such arrangements on acceptable economic terms, it could adversely impact us. We are exposed to certain regulatory, financial and other risks related to climate change and other sustainability matters. The scientific consensus indicates that emissions of greenhouse gases (" GHG ") continue to alter the composition of Earth' s atmosphere in ways that are affecting, and are expected to continue to affect, the global climate. The potential impacts of climate change on our customers, product offerings, operations, facilities, and suppliers are accelerating and uncertain, as they will be particular to local and customer- specific circumstances. Concerns regarding climate change may lead to significant legislative and regulatory responses, including efforts to limit GHG emissions. The EPA has implemented regulations that require reporting of GHG emissions or that limit emissions of GHGs from certain mobile or stationary sources. In addition, the U. S. Congress and federal and state regulatory agencies have considered other legislation and regulatory proposals to reduce emissions of GHGs, and many states have already taken legal measures to reduce emissions of GHGs, primarily through the development of GHG inventories, GHG permitting, and / or regional GHG cap- and- trade programs. It is uncertain whether, when, and in what form a federal mandatory carbon dioxide emissions reduction program, or other state programs, may be adopted. Similarly, certain countries have adopted the Kyoto Protocol, and in February 2021, the U. S. rejoined the Paris Accord **.** ~~, and these~~ **These** and other existing or potential international initiatives and regulations could affect our international operations. As customers become increasingly concerned about the environmental impact of their purchases, if we fail to keep up with changing regulations or innovate or operate in ways that minimize the energy use of our products or operations, customers may choose more energy efficient or sustainable alternatives. These actions could also increase costs associated with our operations, including costs for raw materials and transportation. We may also be subject to consumer lawsuits or enforcement actions by governmental authorities if our ESG claims relating to product marketing are inaccurate. It is uncertain what laws will be enacted, and therefore we cannot predict the potential impact of such laws on our future financial condition, results of operations, and cash flows. In addition, investors and stakeholders are increasingly focused on ESG matters, and as stakeholder ESG expectations and standards **evolve** ~~are evolving~~ , our failure to sufficiently respond to these evolving standards and expectations may cause us to suffer from reputational damage, and our business or financial condition could be adversely affected **. The laws and regulations regarding ESG disclosures and requirements are also rapidly evolving and could have an adverse effect on our operations and the costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs. Tax liabilities due in the jurisdictions in which we operate may exceed anticipated amounts. Our operations are subject to income tax, sales tax, value- added tax (" VAT "), excise tax, property tax, and other taxes and assessments at federal, state, local, and international levels. Our consolidated tax obligation is driven largely by our corporate structure as well as domestic and international intercompany arrangements. We operate in several jurisdictions, including but not limited to, the United States, Mexico, Canada, and Europe. Certain jurisdictions may aggressively interpret their laws, regulations, and policies in an effort to raise additional tax revenue, and international tax authorities may seek to assert extraterritorial taxing rights on our transactions or operations. We have previously been subject to domestic and international tax audits by taxing authorities of the jurisdictions which we operate, and we may be subject to additional such audits in the future. While our previous audits resulted in no significant findings, and we believe we continue to be in compliance with relevant tax laws, tax authorities may challenge or disagree with certain positions or methodologies in calculating our tax positions An unfavorable interpretation or outcome could increase our worldwide effective tax rate, result in additional tax obligations owed, impact the amount of recoverable VAT, and / or increase excise taxes owed, which could have an adverse impact on our financial position, results of operations, and / or cash flows. Further, tax laws and regulations in domestic and international jurisdictions are often extremely complex and subject to varying interpretations and may require us to make judgments and estimates about our provisions, including with respect to certain transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded, which could have a material impact on our financial position, results of operations, and / or cash flows. Additionally, our future income tax obligations could be adversely affected by changes in, or interpretations of, tax laws, regulations, policies, or decisions in the United States or in the other jurisdictions in which we operate** . Risks Related to Financial Matters The market price and trading volume of our shares may be volatile. The market price of our common shares could fluctuate significantly for many reasons, including reasons unrelated to our specific performance, such as reports by industry analysts, investor perceptions, or negative announcements by customers, competitors, or suppliers regarding their own performance, as well as general global economic, industry, and political conditions. Our performance could be different than analyst expectations **or issued guidance** , causing a decline in our stock price. To the extent that other large companies within our industry experience declines in share price, our share price may decline as well. In addition, we may discontinue or reduce dividend payments and may discontinue or suspend our share repurchase program based on several factors, including our cash balances and potential future capital requirements for strategic transactions, including acquisitions, results of operations, financial condition and other factors that our Board of Directors may deem relevant. Any modification or suspension of dividends and any suspension or termination of our share repurchase program could cause our stock price to decline. When the market price of a company' s shares drops significantly, shareholders could institute securities class action lawsuits against us or otherwise engage in activism, which could cause us to incur substantial costs and could divert the time and attention of our management and other resources. Risks related to our defined benefit retirement plans may adversely impact results of operations and cash flows. Significant changes in actual investment returns on defined benefit plan assets, discount rates, and other factors could adversely affect our comprehensive income and the amount of contributions we are required to make to the defined benefit plans in future periods. As our defined benefit plan assets and liabilities are marked- to- market on an annual basis, large non- cash gains or losses could be recorded in the fourth quarter of each fiscal year. In accordance with United States generally accepted accounting principles, the income or expense for the plans is calculated using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. Funding requirements for the defined benefit plans are dependent upon, among other things, interest rates, underlying asset returns, and the impact of legislative or regulatory changes related to defined benefit funding obligations. Unfavorable changes in these factors could adversely affect our results. **Our business and operations are subject to interest rate risks, and changes in interest rates can reduce demand for our products and increase borrowing costs. Rising interest rates could have a negative effect on overall economic activity, and could impair the ability of real estate developers, property owners, and contractors to obtain reasonable costs of capital on borrowed funds, resulting in depressed levels of construction and renovation projects and a resulting decrease in demand for our products and services. Rising interest rates could also impair our customers' ability to repay obligations to us. Additionally, rising interest rates may increase our cost of capital, which could have material adverse effects on our financial condition and cash flows. The instability of certain financial institutions may have adverse impacts on certain of our vendors and customers and / or on our ability to access our cash deposits, which could negatively impact our cash flows, results of operations, and financial condition. During fiscal 2023, there have been public reports of instability at certain financial institutions. Although we do not hold material deposits or investments at these financial institutions, and despite the steps taken to date by U. S. and foreign agencies and institutions to protect depositors, the follow- on effects of the events surrounding recent bank failures and pressure on other financial institutions are unknown, could include failures of other financial institutions to which we face direct or indirect exposure, and may lead to significant disruptions to the cash flows, operations and financial condition of our vendors, customers, and / or us. Additionally, tight credit conditions could impair the ability of real estate developers, property owners, and contractors to effectively access capital markets or obtain reasonable costs of capital on borrowed funds, resulting in depressed levels of construction and renovation projects. The inability of these constituents to borrow money to fund construction and renovation projects may reduce the demand for the Company' s products and services.**