Risk Factors Comparison 2024-03-15 to 2023-02-27 Form: 10-K

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

The following describes certain of the risks and uncertainties we face that could materially and adversely affect our business, financial condition and results of operation, and cause our future results to differ materially from our current results and from those anticipated in our forward- looking statements. These risk factors should be considered together with the other risks and uncertainties described in Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere herein. This list of material risk factors is not all- inclusive or necessarily in order of importance. Risk Factor Summary Risks Related to our Industry and Business • Declines in the market price (including premiums) for primary aluminum • Excess capacity and overproduction of aluminum • Increases in energy costs and loss or disruption of our supply of power • Inability to compete • ~~Resurgence of COVID- 19 pandemic and impact~~ **Impact** of ~~other~~ future pandemics • Curtailment of our production capacities and / or aluminum reduction facilities • Casthouse Project at Grundartangi and related financing • Inability to realize benefits from capital projects •" Take- or- pay" obligations under our raw material and services contracts • Small customer base • Requirement to maintain substantial resources for operations • Exposure to political, economic, regulatory, currency and other risks related to our international operations • Unpredictable events affecting operations • Impact of our hedging transactions **• Complexity of Jamalco business • Risks of Jamalco Joint Venture structure • Jamalco permitting risks** Risks Related to Labor and Employees • Failure to maintain stable and productive labor relations • Increased labor costs and labor shortages at our operations Risks Related to Indebtedness and Financing • Deterioration in our credit rating or financial condition • Failure to generate sufficient cash flow for debt service requirements • Levels of indebtedness and / or any future indebtedness • Interest rate risk • Covenants and restrictions in debt instruments • Dependence on intercompany transfers • Potential dilution of ownership interests upon conversion of the Convertible Notes • Impact of accounting method for settlement of Convertible Notes • Effect of the capped call transactions on Century stock and value of notes and related counterparty risk Risks Related to Cybersecurity • Failure of IT systems, network disruptions, cyber- attacks, and other security data breaches Risks Related to Legal, Regulatory and Compliance Matters • Effects of climate change, climate change legislation and / or environmental regulations • Effects of health and safety laws and regulations • Effects of trade laws or regulations • Effects of litigation and legal proceedings **• Realization of benefits under Inflation Reduction Act Section 45X** • Ability to use certain NOLs to offset future taxable income Risks Related to Acquisition • Effect of any future acquisitions on the Company and its operations Risks Related to Stock Ownership • Impact and influence from Glencore' s ownership interests in Century Risk Related to our Industry and Business Declines in overall aluminum prices could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our operating results depend on the market for primary aluminum which can be volatile and subject to many factors beyond our control. The overall price of primary aluminum consists of three components: (i) the base commodity price, which is based on quoted prices on the LME; plus (ii) any regional premium (e. g., the Midwest premium for metal sold in the United States and the European Duty Paid premium for metal sold into Europe); plus (iii) any value- added product premium. Each of these three components has its own drivers of variability. The price of aluminum is influenced by a number of factors, including global supply- demand balance, inventory levels, speculative activities by market participants, production activities by global producers, political and economic conditions, as well as raw material and other production costs in major production regions. These factors can be highly speculative and difficult to predict which can lead to significant volatility in the price of aluminum. A deterioration in global economic conditions or a regional or worldwide financial downturn may also adversely affect future demand and prices for aluminum. Geopolitical uncertainty of any kind (including an outbreak or escalation of a regional conflict, such as the current situation in Ukraine **or the hostilities in the Middle East**), major public health issues (such as an outbreak of a pandemic or epidemic like COVID- 19) or other unexpected events have the potential to negatively impact business confidence, potentially resulting in reduced global or regional demand for aluminum and increased price volatility. Such events may also impact prices by causing disruptions in our operations, supply chain, or workforce. Declines in aluminum prices could cause us to curtail production at our operations or take other actions to reduce our cost of production, including deferring certain capital expenditures and maintenance costs and implementing workforce reductions. Any deferred costs achieved through such curtailments and other cost cutting measures could ultimately result in higher capital expenditures and maintenance costs than would have been incurred had such costs not been deferred and increase the costs to restore production capacity if market forces warrant. Declines in aluminum prices also negatively impact our liquidity by lowering our borrowing availability under our asset- based revolving credit facilities (due to a lower market value of our inventory and accounts receivable). These factors may have a material adverse effect on our liquidity, the amount of cash flow we have available for our capital expenditures and other operating expenses, our ability to access the credit and capital markets and our results of operations. Excess capacity and overproduction of aluminum may materially disrupt global aluminum markets causing price deterioration which, in turn, could adversely impact our operating results, sales, margins and profitability. Prior to 2021, global aluminum prices had been significantly depressed primarily due to large amounts of excess capacity and overproduction in China and other regions. Significant portions of global aluminum production would not be possible during such times without financial and other support and incentives from governments and state- owned entities. This oversupply caused global aluminum prices to be adversely impacted. Supply and demand in the aluminum market began to balance in 2021, however there is a risk that the market could again be saturated with excess capacity and overproduction. Overproduction and the export of heavily subsidized aluminum products may result in depressed prices and, in turn, have a material adverse impact on our operating results, sales, margins and profitability. Increases in energy costs may adversely affect our business, financial position, results of operations and liquidity. Electrical power represents one of the largest components of our cost of goods sold. As a result, the availability of electricity at competitive prices is critical to the profitability of our operations. In the U. S., our Hawesville and Sebree plants receive all of their electricity requirements under market- based electricity contracts. **In Iceland** ~~As of December 31, 2022~~ , we ~~have~~ **previously** entered into contracts to fix the forward price of approximately 20 % of Grundartangi' s Nord Pool based power requirements for the year ending December 31, 2023. These market- based contracts expose us to price volatility and fluctuations due to factors beyond our control and without any direct relationship to the price of primary aluminum. For example, extreme weather events **throughout** ~~in mid- February 2021~~ **2022** across the United States resulted in increases to power prices for our Kentucky plants, which ~~had an impact on our results~~ **resulted** in the ~~first~~ **curtailment of the Hawesville smelter in the third** quarter of ~~2021~~ **2022** . ~~Additionally~~ **Previously** , in 2021, due in large part to low reservoir levels in Europe and low natural gas inventory in Europe, the monthly Nord Pool power prices more than tripled from January 2021 to December 2021. More recently, market disruptions in global energy markets related to the war in Ukraine caused significant increases in market- based power prices. Market- based electricity contracts expose us to market price volatility and fluctuations driven by, among other things, coal and natural gas prices, renewable energy production, regulatory changes and weather events, in each case, without any direct relationship to the price of primary aluminum. There can be no assurance that our market- based power supply arrangements will result in favorable electricity costs. Any increase in our electricity and energy prices not tied to corresponding increases in the LME price could have a material adverse effect on our business, financial position, results of operations and liquidity. Loss or disruptions in our supply of power and other power- related events could adversely affect our business, financial condition or results of operations. We use large amounts of electricity to produce primary aluminum. Any loss or disruption of the power supply which reduces the amperage to our equipment or causes an equipment shutdown would result in a reduction in the volume of molten aluminum produced, and prolonged losses of power may result in the hardening or" freezing" of molten aluminum in the pots where it is produced, which could require an expensive and time consuming restart process, if a restart is possible at all. Disruptions in the supply of electrical power to our facilities can be caused by a number of circumstances, including, but not limited to, unusually high demand, blackouts, equipment or transformer failure, human error, malicious acts including cyber- attacks or domestic terrorism, natural disasters, weather events or other catastrophic events. Our market- based power supply arrangements further increase the risk that disruptions in the supply of electrical power to our domestic operations could occur. Under these arrangements, we have greater exposure to transmission line outages, problems with grid stability and limitations on energy import capability. An alternative supply of power in the event of a disruption may not be feasible. If events such as the above occur, it could have a material adverse effect on our business, financial condition or results of operation. Power disruptions have had a material negative impact on our results of operations in the past. We operate our smelters at close to peak amperage. Accordingly, even partial failures of high voltage equipment could affect our production. Disruptions in the supply of electrical power that do not result in production curtailment could cause us to experience pot instability that could decrease levels of productivity and incur losses. We maintain property and business interruption insurance to mitigate losses resulting from catastrophic events, but are required to pay significant amounts under the deductible and self- insured retention provisions of those insurance policies. In addition, the coverage under those policies may not be sufficient to cover all losses, or may not cover certain events. Certain of our insurance policies do not cover any losses that may be incurred if our suppliers are unable to provide power under certain circumstances. Certain losses or prolonged interruptions in our operations may trigger a default under certain of our outstanding indebtedness and could have a material adverse effect on our business, financial position, results of operations and liquidity. We may be unable to continue to compete successfully in the markets in which we operate. The global primary aluminum industry in which we operate is highly competitive. Aluminum also competes with other materials, such as steel, copper, plastics, composite materials and glass, among others, for various applications and uses. Many of our competitors are larger than we are and have greater financial and technical resources than we do. These larger competitors may be better able to withstand reductions in price or other adverse industry or economic conditions. Similarly, many of our competitors may receive various subsidies from local, state and federal governments and have vertically integrated upstream operations with resulting superior cost positions to ours and may be better able to withstand reductions in price or other adverse industry or economic conditions, including inflationary impacts. If we are not able to compete successfully, our business, financial position, results of operations and cash flows could be materially and adversely affected. ~~Public health pandemics, epidemics or similar public health threats, including any potential resurgence of COVID- 19, may continue to have an adverse effect on our business, outlook, financial condition, results of operations and liquidity. The COVID- 19 pandemic continues to impact the countries, communities, supply chains and markets in which we operate, though to a generally lesser extent than during 2020- 2022. Government, business and individual responses to the COVID- 19 pandemic and efforts to reduce its spread, including quarantines, travel restrictions, business closures, and mandatory stay- at- home or work- from- home orders, while largely lifted during 2022, could be reinstituted in the event novel strains or new variants prove resistant to existing vaccines. We continue to be subject to risks arising out of the turbulence of the economic recovery associated with the COVID- 19 pandemic, including inflationary pressures, which have generally increased the costs of our labor, raw materials, energy supplies and other production inputs, adversely impacting our results of operations and profitability. Despite widespread vaccination efforts, we also remain subject to the ongoing risk that a portion of our workforce could suffer illness or otherwise be unable to perform their ordinary work functions due to adverse developments in the COVID- 19 pandemic or other infectious disease outbreak. In addition, we have experienced, and may continue to experience, supply chain and / or operational disruptions, as our suppliers and vendors face similar challenges. Raw material suppliers, including those we currently use, may not be available or may be delayed in shipments to us, impacting our ability to deliver our products to our customers thereby negatively impacting our operational results and financial condition. Further, if our customers' businesses are similarly affected, they might delay, reduce or even eliminate purchases from us. Because the prolonged COVID- 19 pandemic~~

~~and resulting economic volatility continues to evolve, we cannot predict the full extent to which our businesses, results of operations, financial condition or liquidity will ultimately be impacted. To the extent the COVID- 19 pandemic adversely affects our businesses, it may also have the effect of exacerbating many of the other risks described in this ' ' Risk Factors'' section, any of which could have a material adverse effect on us.~~ Curtailment of aluminum production at our facilities could have a material adverse effect on our business, financial position, results of operations and liquidity. The continued operation of our smelters depends on the market for primary aluminum and our underlying costs of production. There can be no assurance that future deterioration in the price of aluminum or increases in our costs of production, including power, will not result in additional production curtailments at our smelters. Curtailing production requires us to incur substantial expenses, both at the time of the curtailment and on an ongoing basis. Our facilities are subject to contractual and other fixed costs that continue even if we curtail operations at these facilities. These costs reduce the cost saving advantages of curtailing unprofitable aluminum production. If we are unable to realize the intended cost saving effects of any production curtailment, we may have to seek bankruptcy protection or be forced to divest some or all of our assets. The process of restarting production following curtailment is also expensive, time consuming and labor- intensive and there is no guarantee that once a curtailment has occurred that the plant will ever return to operation. As a result, any decision to restart production would likely require market conditions significantly better than the market conditions at the time the decision to curtail was made. Any curtailments of our operations, or actions taken to seek bankruptcy protection or divest some or all of our assets, could have a material adverse effect on our business, financial position, results of operations and liquidity. The restart of curtailed capacity at our Mt. Holly smelter is subject to certain risks and uncertainties. ~~Upon the finalization of the three- year~~ **In late 2023, we finalized a new** power agreement with Santee Cooper at our Mt. Holly smelter **which** ~~in early 2021, we began the process of restarting capacity at Mt. Holly that had been previously curtailed. This power contract with Santee Cooper~~ provides **access to** sufficient energy to **potentially** allow Mt. Holly to ~~produce at 75~~ **restart the remaining 25** % of ~~full~~ **its curtailed** production capacity. **Any potential future** ~~The Mt. Holly~~ restart ~~project was completed in the second quarter of 2022. The profitability~~ of this ~~restart project is subject to~~ **curtailed capacity will be made in light of** certain market assumptions that are subject to risks outside of our control, specifically the LME price of aluminum, price and availability of raw materials and price levels of **metal** premiums. Changes in these inputs may result in actual costs and returns that materially differ from the estimated costs and returns and our financial position and results of operations may be negatively affected as a result. **Changes in these inputs may also make the restart of the remaining curtailed capacity at Mt. Holly uneconomic.** The restart of production at our Hawesville smelter is subject to certain risks and uncertainties. In the third quarter of 2022, we curtailed all operations at our Hawesville smelter. Any potential restart of operations at the Hawesville smelter ~~is~~ **would be** based on certain market assumptions that ~~are~~ **would be** subject to risks outside of our control, specifically the LME price of aluminum, price and availability of raw materials and price levels of **metal** premiums. Changes in these inputs may result in actual costs and returns that materially differ from the estimated costs and returns and our financial position and results of operations may be negatively affected as a result. Changes in these inputs may also make the restart of Hawesville operations uneconomic. There can be no assurance that we will be able to restore Hawesville to full production within a projected budget and schedule. In addition to changes in market assumptions, other unforeseen difficulties could increase the cost of a restart, delay the restart or render the restart not feasible. Our ability to finance the restart could also be impacted by our cash position and results of operations. Any delay in the completion of the project, unexpected or increased costs or inability to fund the restart could have a material adverse effect on our business, financial position, results of operations and liquidity. The casthouse project at our Grundartangi smelter and related financing are subject to certain risks and uncertainties and we may be unable to realize the expected benefits of this project. On November 3, 2021, we announced plans for construction of a new billet casthouse at Grundartangi. The new value- added casthouse will have a capacity of 150, 000 tonnes of billet production and is expected to start production in the first quarter of 2024. Our ability to complete this Casthouse Project and the timing and costs of doing so are subject to various risks and certain market assumptions, many of which are beyond our control. Changes in our inputs, whether costs or availability, may result in actual costs and returns that materially differ from the estimated costs and returns and our financial position and results of operations may be negatively affected as a result. There can be no assurance that we will be able to complete the Casthouse Project within our projected budget and schedule. In addition to changes in market assumptions, other unforeseen difficulties could increase the cost of the project, delay the project or render the project not feasible. Any delay in the completion of the project, unexpected or increased costs or inability to fund the project could have a material adverse effect on our business, financial position, results of operations and liquidity. In connection with the Casthouse Project, Grundartangi entered into a Term Facility Agreement with Arion Bank hf to provide for borrowings up to $ 130. 0 million (the " Casthouse Facility "). Our ability to make payments on and to refinance the Casthouse Facility will depend on our ability to generate cash in the future. Our ability to pay interest on and to repay or refinance the Casthouse Facility will depend upon our access to additional sources of liquidity and future operating performance, which is subject to general economic, financial, competitive, legislative, regulatory, business and other factors, including market prices for primary aluminum, that are beyond our control. Accordingly, there can be no assurance that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to pay debt service obligations under the Casthouse Facility. If we are unable to meet our debt service obligations under the Casthouse Facility, it may have a material adverse effect on our business, financial position, results of operations and liquidity. Increases in our raw material costs and disruptions in our supply of raw materials could adversely affect our business. Our business depends upon the adequate supply of alumina, aluminum fluoride, calcined petroleum coke, pitch, carbon anodes, cathodes, alloys **, caustic soda, natural gas, heavy fuel oil,** and other raw materials. For some of these production inputs, such as alumina, coke, pitch and cathodes, we do not have any internal production and rely on a limited number of suppliers for all of our requirements. Many of our supply agreements are short term or expire in the next few years. There is no assurance that we will be able to renew such agreements on commercially favorable terms, if at all. Certain of our principal raw materials are commodities for which, at times, availability and pricing can be volatile due to a number of factors beyond our control, including general economic conditions, inflationary impacts, domestic and worldwide demand, labor costs, competition, weather conditions and other transportation delays, major force majeure events, pandemics, tariffs, sanctions and currency exchange rates. Because we rely on a limited number of suppliers, if our suppliers cannot meet their contracted volume commitments or other contractual requirements, it may be difficult for us to source our raw materials from alternative suppliers at commercially reasonable prices or within the time periods required by our operations, if at all. If we are unable to source from alternative suppliers, we could be forced to curtail production or use raw materials that do not meet our requirements, which could cause inefficiencies in our operations, increase costs or impact our production capabilities, any of which could have a material adverse effect on our business, financial position, results of operations and liquidity. We are also exposed to price risk for each of these raw material commodities. For example, the pricing under certain of our current alumina supply contracts is based on a published alumina index. As a result, our cost structure is exposed to market fluctuations and price volatility. During 2018, for example, external events in the alumina markets, including the partial curtailment of the Alunorte alumina refinery in Brazil due to environmental concerns following severe weather and U. S. sanctions impacting UC Rusal' s ability to supply alumina to the market, caused significant price volatility. As a result of these events, the alumina index price reached a high of $ 710 per tonne in April 2018 compared to an average price of $ **343 per tonne in 2023, $** 362 per tonne for 2022, **and** $ 329 per tonne for 2021 ~~, and $ 271 per tonne for 2020~~ . From time to time, we manage our exposure to fluctuations in our alumina costs by purchasing certain of our alumina requirements under supply contracts with prices tied to the LME price of aluminum. Because we sell our products based on the LME price for primary aluminum, we are not able to pass on to our customers any increased cost of raw materials that are not linked to the LME price. The availability of our raw materials at competitive prices is critical to the profitability of our operations and increases in pricing and / or disruptions in our supply could have a material adverse effect on our business, financial position, results of operations and liquidity. We may be unable to realize expected benefits of our capital projects. From time to time, we undertake strategic capital projects in order to enhance, expand and / or upgrade our facilities and operational capabilities. For instance, within the past several years, we have undertaken expansion projects at each of our Sebree, Hawesville, Grundartangi, Mt. Holly and Vlissingen facilities. Our ability to complete these projects and the timing and costs of doing so are subject to various risks, many of which are beyond our control. Additionally, the start- up of operations after such projects have been completed is also subject to risk. Our ability to achieve the anticipated increased revenues or otherwise realize acceptable returns on these investments is subject to a variety of market, operational, regulatory and labor- related factors. For example, we are unable to realize the anticipated benefits from our recent investments in Hawesville because of the ~~recent~~ curtailment of that facility **in the third quarter of 2022** due to historically high energy costs and declining LME prices. Any failure to complete these projects, or any delays or failure to achieve the anticipated results from the implementation of any such projects, could have a material adverse effect on our business, financial condition, results of operations and liquidity. Certain of our raw material and services contracts contain" take- or- pay" obligations. We have obligations under certain contracts to take- or- pay for specified raw materials or services over the term of those contracts regardless of our operating requirements. To the extent that we curtail production at any of our operations, we may continue to be obligated to take or pay for goods or services under these contracts as if we were operating at full production, which reduces the cost savings advantages of curtailing aluminum production. Our financial position and results of operations may also be adversely affected by the market price for such materials or services as we will continue to incur costs under these contracts to meet or settle our contractual take- or- pay obligations. If we were unable to use such materials or services in our operations or sell them at prices consistent with or greater than our contract costs, we could incur significant losses under these contracts. In addition, these commitments may also limit our ability to take advantage of favorable changes in the market prices for such materials and may have a material adverse effect on our business, financial position, results of operations and liquidity. We have historically derived substantially all of our revenue from a small number of customers, and we could be adversely affected by the loss of a major customer or changes in the business or financial condition of our major customers. We have historically derived substantially all of our consolidated net sales from a small number of customers. For the year ended December 31, ~~2022~~ **2023** , we derived approximately ~~72~~ **73. 8** % of our consolidated net sales from **Glencore** ~~two major customers~~ and we currently have agreements in place to sell a substantial portion of our ~~2023~~ **2024** production to Glencore. We expect that the rest of our ~~2023~~ **2024** customer base will remain fairly concentrated among a small number of customers under short- term contracts. See Item 1. Business- Customer Base. Any material non- payment or non- performance by one of ~~these~~ **our principal** customers, a significant dispute with one of these customers, a significant downturn or deterioration in the business or financial condition of any of these customers, early termination of our sales agreement with any of these customers, or any other event significantly negatively impacting the contractual relationship with one of these customers could adversely affect our financial condition and results of operations. If, in such an event, we are unable to sell the affected production volume to another customer, or we sell the affected production to another customer on terms that are materially less advantageous to us, our revenues could be negatively impacted. We require substantial resources to pay our operating expenses and fund our capital expenditures. We require substantial resources to pay our operating expenses and fund our capital expenditures. If we are unable to generate funds from our operations to pay our operating expenses and fund our capital expenditures and other obligations, our ability to continue to meet our cash requirements in the future could require substantial liquidity and access to sources of funds, including from financial, capital and / or credit markets. If funding is not available when needed, or is available only on unacceptable terms, we may be unable to respond to competitive pressures, take advantage of market opportunities or fund operations, capital expenditures or other obligations, any of which could have a material adverse effect on our business, financial position, results of operations and liquidity. International operations expose us to political, economic, regulatory, currency and other related risks which may materially adversely impact our business. We receive a significant portion of our revenues and cash flow from our operations in Iceland ~~and~~ **, we** have significant operations in the Netherlands **and we own a 55 % interest in and operate a**

bauxite mining and alumina refining business in Jamaica. These international operations expose us to risks, including unexpected changes in foreign laws and regulations, political and economic instability and unrest, challenges in managing foreign operations, increased costs to adapt our systems and practices to those used in foreign countries, taxes, export duties, currency restrictions and exchange, tariffs and other trade barriers, and the burdens of complying with and monitoring a wide variety of foreign laws and regulations. Changes in foreign laws and regulations are generally beyond our ability to control, influence or predict and future changes in these laws and regulations could have a material adverse effect on our business, financial position, results of operations and liquidity. In addition, we may be exposed to global inflation and fluctuations in currency exchange rates. As a result, an increase in the value of foreign currencies relative to the U. S. dollar could increase the U. S. dollar cost of our operating expenses which are denominated and payable in those currencies. To the extent we explore additional opportunities outside the U. S., our currency risk with respect to foreign currencies may increase. **See Item 7A. Quantitative and Qualitative Disclosures about Market Risk – Foreign Currency.** Unpredictable events may interrupt our operations, which may adversely affect our business. Our operations may be susceptible to unpredictable events, including accidents, transportation and supply interruptions, labor disputes, equipment failure, information system breakdowns, natural disasters, dangerous weather conditions, river conditions, political unrest, **global** pandemics, cyberattacks and other events. Operational malfunctions or interruptions at one or more of our facilities could result in substantial losses in our production capacity, personal injury or death, damage to our properties or the properties of others, monetary losses and potential legal liability. Our market- based power supply arrangements further increase the risk that unpredictable events could lead to changes in the price and / or availability of market power which could significantly impact the profitability and viability of our operations. For example, extreme weather events **throughout** ~~in mid- February 2021~~ **2022** across the United States resulted in increases to power prices for our Kentucky plants ~~after the occurrence of such events~~, which ~~had an impact on our results~~ **resulted** in the ~~first~~ **curtailment of the Hawesville smelter in the third** quarter of ~~2021~~ **2022**. Power generation curtailments, transmission line outages, malicious attacks on energy infrastructure or limitations on energy import capability that arise from such unpredictable events could also increase power prices, disrupt production or force a curtailment of all or part of the production at our facilities. In addition, unpredictable events that lead to power cost increases may adversely affect our financial condition, results of operations and liquidity. Iceland, for example, has **recently** suffered several natural disasters and extreme weather events, including significant volcanic eruptions and earthquakes which can lead to disruption in power transmission or other impacts to our operations. Insufficient rain in Iceland has and could in the future lead to low water levels in the reservoirs which has resulted and may again result in curtailments in power which is provided to our Grundartangi smelter from hydroelectric and geothermal sources. We accept delivery of necessary raw materials to our operations using public infrastructure such as river systems and seaports. Deterioration of such infrastructure and / or other adverse conditions could result in transportation delays or interruptions and increased costs, as occurred during the third quarter of 2017 when lock closures on the Ohio River impacted our alumina supply and forced us to find alternative means to transport alumina to our Kentucky operations at increased cost. Any delay in the delivery of raw materials necessary for our production could impact our ability to operate our plants and have a material adverse effect on our business, financial condition or results of operation. Future unpredictable events may adversely affect our ability to conduct business and may require substantial capital expenditures and operating expenses to remediate damage and restore operations at our production facilities. Although we maintain insurance to mitigate losses resulting from such events, our coverage may not be sufficient to cover all losses, may have high deductibles or may not cover certain events at all. To the extent these losses are not covered by insurance, our financial condition, results of operations and cash flows could be materially and adversely affected. We engage in hedging transactions which involve risks that could have a material adverse effect on our business, financial position and liquidity. As a global producer of primary aluminum, our business is subject to risk of fluctuations in the market prices of primary aluminum, power and foreign currencies, among other things. Therefore, from time to time, we may seek to manage our exposure to these risks through entering into different types of hedging arrangements designed to reduce such risk exposure. However, there can be no assurance that our hedging activities will successfully reduce our risk exposure to these factors. In addition, there may be unforeseen events affecting our business that could lead us to be long in positions that we did not anticipate when such hedging transactions were put into place which in turn could lead to adverse effects on our financial position. Further, we may be required to use a significant amount of liquidity to satisfy collateral margin calls required by our hedging counterparties. Utilizing liquidity to satisfy collateral margin calls may have an impact on the liquidity we have available for our operations and lead to adverse impacts on our financial position. See Item 7A. Quantitative and Qualitative Disclosure about Market Risk and Note ~~19~~ **20**. Derivatives to the consolidated financial statements included herein **. Jamalco' s operations are complex and we may experience substantial risks, delays and / or disruptions in connection with integration activities, a failure of which may result in a material adverse effect on Jamalco' s and Century' s business, financial condition and results of operations. Our acquisition of a 55 % interest in Jamalco in May 2023 substantially expanded the scope and size of our business by adding Jamalco' s bauxite mining and alumina refining operations to our existing primary aluminum production. Operating bauxite mining and alumina refining assets may require different operating strategies and managerial expertise than our other operations, and these operations are subject to additional and / or different regulatory requirements. See " We may be unable to obtain, maintain, or renew permits or approvals necessary for Jamalco' s operations, which could materially adversely affect our business " below. The integration of Jamalco' s operations may place strain on our administrative and operational infrastructure and the Jamalco business may not perform as expected following the acquisition. Our senior management' s attention may be diverted from the management of daily operations to the integration of Jamalco' s business operations and the assets acquired in the acquisition. Our ability to manage our business and growth will require us to apply our operational, financial and management controls, reporting systems and procedures to the Jamalco business. The failure to do so, may have a**

material adverse effect on our business, financial condition and results of operations. We may also encounter risks, costs and expenses associated with undisclosed or unanticipated liabilities, and use more cash and other financial resources on integration and implementation activities than we anticipate. We may not be able to successfully integrate Jamalco' s operations into our existing operations, assimilate and retain key employees, successfully manage this new line of business or realize the expected economic benefits of the Jamalco acquisition, which may have a material adverse effect on our business, financial condition and results of operations. See " Risks Related to Acquisitions- Acquisitions could disrupt our operations and harm our operating results " below. Jamalco is operated as an unincorporated joint venture, which may pose unique risks to its operations. Joint ventures inherently involve unique and special risks as joint venture partners may have divergent strategies to operate the joint venture' s business and operations, and partners may take (or fail to take) certain actions and positions, or experience difficulties, that may negatively impact the joint venture' s business and operating results. While Century is the operating partner at Jamalco through its wholly owned subsidiary General Alumina Jamaica Limited (" GAJL "), our joint venture partner, Clarendon Alumina Production Limited (" CAP "), retains substantial shareholder rights that could impact Jamalco' s business, such as approval of annual budgets, major capital investments, and expansion into additional areas of business. Furthermore, due to the structure of the Jamalco joint venture, each partner may from time to time be required to fund capital contributions necessary for Jamalco' s business. If Century and its joint venture partner were to have material disagreements about the operation of Jamalco' s business or fail to make required capital contributions when required, it could have a material adverse impact on our business, financial condition and results of operations. Additionally, the unincorporated nature of Jamalco' s joint venture structure is highly complex and atypical when compared to commonly observed legal entity structures across many jurisdictions. This atypical structure may drive unique and special legal, accounting, tax, and / or compliance outcomes, which are complex and difficult to ascertain and analyze. For example, we identified a material weakness in the design of our internal control over the allocation of excess fair value acquired between non- controlling interest and the preliminary deferred bargain purchase gain. For additional information on the foregoing, see " Item 9A — Controls and procedures — Management' s Report on Internal Control over Financial Reporting. " We may be unable to obtain, maintain, or renew permits or approvals necessary for Jamalco' s operations, which could materially adversely affect our business. Jamalco' s operations are subject to extensive permitting and approval requirements. These include permits and approvals issued by Jamaican government agencies and regulatory bodies. The permitting and approval rules are complex, are often subject to interpretations by regulators, which may change over time. Changing regulatory requirements could make our ability to comply with the applicable requirements more difficult, inhibit or delay our ability to timely obtain the necessary approvals, if at all, result in approvals being conditioned in a manner that may restrict Jamalco' s ability to efficiently and economically conduct its operations or preclude the continuation of certain ongoing operations. Failure to obtain, maintain, or renew permits or approvals, or permitting or approval delays, restrictions, or conditions could increase Jamalco' s costs and affect our ability to conduct our operations, potentially having a materially adverse impact on our business, financial condition and results of operations . Our failure to maintain satisfactory labor relations could adversely affect our business. The bargaining unit employees at our Grundartangi, Hawesville, Sebree ~~and~~ **,** Vlissingen **and Jamalco** facilities are represented by labor unions, representing approximately ~~59~~ **60** % of our total workforce as of December 31, ~~2022~~ **2023** . Our Grundartangi labor agreement is effective through December 31, 2024. Our Vlissingen labor agreement is effective through May 31, 2024. Our Hawesville and Sebree labor agreements are scheduled to expire April 1, 2026 and October 28, **2028, respectively. Jamalco' s work force is represented through separately negotiated labor agreements for hourly and salaried employee groups. Both contracts are effective through December 31,** 2023 ~~, respectively~~ **. Jamalco is currently in the process of negotiating new contracts with both the salaried and hourly employee groups** . While we are hopeful to reach agreement with the labor unions to renew these agreements on acceptable terms when these agreements expire, there is no assurance that we will be successful in doing so. If we fail to maintain satisfactory relations with any labor union representing our employees, our labor contracts may not prevent a strike or work stoppage at any of these facilities in the future. As part of any negotiation with a labor union, we may reach agreements with respect to future wages and benefits that may have a material adverse effect on our future business, financial condition, results of operations and liquidity. In addition, negotiations could divert management attention or result in strikes, lock- outs or other work stoppages. Any threatened or actual work stoppage in the future or inability to renegotiate our collective bargaining agreements could prevent or significantly impair our production capabilities subject to these collective bargaining agreements, which could have a material adverse effect on our business, financial position, results of operations and liquidity. Labor shortages or increased labor costs may materially adversely affect our business, financial condition and results of operations. Our employees are integral to the success of our operations and with meeting our operational objectives. Any impact of labor shortages or increased labor costs because of COVID- 19 pandemic, increased competition for employees, unemployment levels and benefits, higher employee turnover rates or other employee benefits costs may increase our labor costs or impact our ability to operate our facilities efficiently and could have a material adverse effect on our business, results of operations, and financial condition. Like many U. S. businesses, we did experience increasing levels of turnover at all of our U. S. locations in 2022 and increased labor costs. Recruiting and retaining employees in sufficient numbers to optimize our workforce levels may result in increased labor costs which could in turn lead to a material adverse effect on our results of operations and financial position. A deterioration in our financial condition or credit rating could limit our ability to access the credit and capital markets on acceptable terms or to enter into hedging and financial transactions, lead to our inability to access liquidity facilities, and could adversely affect our financial condition and our business relationships. Our credit rating has previously been adversely affected by unfavorable market and financial conditions. A deterioration in our financial condition, our existing credit rating, or any future negative actions the credit agencies may take affecting our credit rating, could expose us to significant borrowing costs and less favorable credit terms, limiting our ability to access the credit and capital markets, and have an adverse effect on our relationships with customers, suppliers and hedging counterparties. An inability to access the credit and capital markets when needed in order to refinance our existing debt or raise new debt or equity could have a material adverse effect on our business, financial position, results of operations and liquidity. We may be unable to generate sufficient cash flow to meet our debt service requirements which may have a material adverse effect on our business, financial position, results of operations and liquidity. As of December 31, ~~2022~~ **2023** , we had an aggregate of approximately $ ~~527~~ **479** . ~~7~~ **2** million of outstanding debt (including $ 250. 0 million aggregate principal amount of our 7. 5 % senior secured notes due 2028 (the" 2028 Notes") and $ 86. 3 million aggregate principal amount of our convertible senior notes due 2028 (the" Convertible Notes")). Our ability to pay interest on and to repay or refinance our debt will depend upon our access to additional sources of liquidity and future operating performance, which is subject to general economic, financial, competitive, legislative, regulatory, business and other factors, including market prices for primary aluminum, that are beyond our control. The occurrence of unexpected and extraordinary events, such as ~~the~~ **an outbreak of a pandemic or epidemic like** COVID- 19 ~~pandemic~~ , can also create substantial uncertainty and volatility in the financial markets which may impact our ability to access capital to refinance our existing indebtedness. Accordingly, there can be no assurance that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to pay debt service obligations, refinance our existing debt or to fund our other liquidity needs. If we are unable to meet our debt service obligations or fund our other liquidity needs, we could attempt to restructure or refinance our debt or seek additional equity or debt capital. There can be no assurance that we would be able to accomplish those actions on satisfactory terms, or at all. If we are unable to ultimately meet our debt service obligations and fund our other liquidity needs, it may have a material adverse effect on our business, financial position, results of operations and liquidity. Our substantial indebtedness or any future additional indebtedness could adversely affect our business, results of operations or financial condition. Our substantial indebtedness and the significant cash flow required to service such debt increases our vulnerability to adverse economic and industry conditions, reduces cash available for other purposes and limits our operational flexibility. Despite our substantial indebtedness, we may incur substantial additional debt in the future. Although the agreements governing our existing debt limit our ability and the ability of certain of our subsidiaries to incur additional debt, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. In addition, these agreements may also allow us to incur certain obligations that do not constitute debt as defined in these agreements. To the extent that we incur additional debt or such other obligations, the risks associated with our substantial debt described above, including our possible inability to service and meet our debt or other obligations, would increase. We are subject to interest rate risk, which could adversely affect our borrowing costs, financial condition and results of operations. Our industrial revenue bonds (" IRBs") and borrowings on our U. S. and Iceland revolving credit facilities as well as the Casthouse Facility and Iceland Term Facility are currently at variable interest rates, and future borrowings required to fund working capital at our businesses, capital expenditures, acquisitions, or other strategic opportunities may be at variable rates, which exposes us to interest rate risk. An increase in interest rates would increase our debt service obligations under our existing debt instruments and potentially any future debt instruments, further limiting cash flow available for other uses. Any increase in interest rates could adversely affect our borrowing costs, financial condition and results of operations. Our debt instruments subject us to covenants and restrictions. Our existing debt instruments contain various covenants that restrict the way we conduct our business and limit our ability to incur debt, pay dividends and engage in transactions such as acquisitions and investments, among other things, which may impair our ability to obtain additional liquidity and grow our business. Any failure to comply with those covenants would likely constitute a breach under such debt instruments which may result in the acceleration of all or a substantial portion of our outstanding indebtedness and termination of commitments under our U. S. and Iceland revolving credit facilities. If our indebtedness is accelerated, we may be unable to repay the required amounts and our secured lenders could foreclose on any collateral securing our secured debt. Any of the foregoing actions could have a material adverse effect on our business, financial condition, results of operations and liquidity. We depend upon intercompany transfers from our subsidiaries to meet our debt service obligations. We are a holding company and conduct all of our operations through our subsidiaries. As a holding company, our results of operations depend on the results of operations of our subsidiaries. Moreover, our ability to meet our debt service obligations depends upon the receipt of intercompany transfers from our subsidiaries. The ability of our subsidiaries to pay dividends or make other payments or advances to us will depend on their operating results and will be subject to applicable laws and any restrictions or prohibitions on intercompany transfers by those subsidiaries contained in agreements governing the debt or other obligations of such subsidiaries. Conversion of the Convertible Notes may dilute the ownership interest of our stockholders or may otherwise depress the price of our common stock. The conversion of some or all of the Convertible Notes may dilute the ownership interests of our stockholders. Upon conversion of the Convertible Notes, we have the option to pay or deliver, as the case may be, cash, shares of our common stock, or a combination of cash and shares of our common stock. If we elect to settle our conversion obligation in shares of our common stock or a combination of cash and shares of our common stock, any sales in the public market of our common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the Convertible Notes may encourage short selling by market participants because the conversion of the notes could be used to satisfy short positions, or anticipated conversion of the Convertible Notes into shares of our common stock could depress the price of our common stock. The accounting method for convertible debt securities that may be settled in cash, such as the Convertible Notes, could have a material effect on our reported financial results. We account for the Convertible Notes in accordance with U. S. Generally Accepted Accounting Principles, including ASC 470- 20, Debt with Conversion and Other Options (" ASC 470- 20 ") and, where applicable, Accounting Standards Update 2020- 06 (" ASU 2020- 06 "). The ultimate accounting treatment may have a material effect on our net income, earnings per share (EPS) and working capital. Volatility in these measures could adversely affect the trading price of our common stock. If any of the conditions to the convertibility of the Convertible Notes are satisfied, then we may be required under applicable accounting standards to reclassify the liability carrying value of the Convertible Notes as a current, rather than a long- term, liability. This reclassification could be required even if no noteholders convert their Convertible Notes and could materially reduce our reported working capital. We are required to report diluted earnings per share using an " if- converted " method. Under that method, diluted earnings per share would generally be calculated assuming that all the Convertible Notes were converted solely into shares of common stock at the beginning of the reporting period, unless the result would be anti- dilutive. The application of the if- converted method may reduce our reported diluted earnings per share. The capped call transactions may affect the value of the notes and our common stock. In connection with the pricing of the Convertible Notes, we entered into capped call transactions with various option counterparties. The capped call transactions are expected generally to reduce the potential dilution to our common stock upon any conversion of Convertible Notes and / or offset any cash payments we are required to make in excess of the principal amount of converted Convertible Notes, as the case may be, with such reduction and / or offset subject to a cap. From time to time, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and / or purchasing or selling our common stock or other securities of ours in secondary market transactions following the pricing of the notes and prior to the maturity of the notes (and are likely to do so on each exercise date for the capped call transactions, which are expected to occur on each trading day during the 20 trading day period beginning on the 21st scheduled trading day prior to the maturity date of the notes, or following any termination of any portion of the capped call transactions in connection with any repurchase, redemption or early conversion of the notes). This activity could also cause or avoid an increase or a decrease in the market price of our common stock or the notes. The potential effect, if any, of these transactions and activities on the market price of our common stock or the notes will depend in part on market conditions and cannot be ascertained at this time. We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the price of our common stock. In addition, we do not make any representation that the option counterparties or their respective affiliates will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice. We are subject to counterparty risk with respect to the capped call transactions. The option counterparties are financial institutions or affiliates of financial institutions, and we will be subject to the risk that one or more of such option counterparties may default under the capped call transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. If any option counterparty becomes subject to bankruptcy or other insolvency proceedings, with respect to such option counterparty' s obligations under the relevant capped call transaction, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under such transaction. Our exposure will depend on many factors but, generally, an increase in our exposure will be positively correlated to an increase in our common stock market price and in the volatility of the market price of our common stock. In addition, upon a default by any of the option counterparties, we may suffer adverse tax consequences and dilution with respect to our common stock. We can provide no assurance as to the financial stability or viability of any of the option counterparties. The failure of our information technology systems, network disruptions, cyber- attacks or other breaches in data security could have a material adverse effect on our business, results of operations and financial position. We depend on our information technology systems to manage significant aspects of our business including, without limitation, production process control, metal inventory management, shipping and receiving, and reporting financial and operational results. Any disruptions, delays, or deficiencies in our information systems or network connectivity could result in increased costs, disruptions in our business, and / or adversely affect our ability to timely report our financial results. Our information technology systems are vulnerable to damage or interruption from circumstances largely beyond our control, including, without limitation, fire, natural disasters, power outages, systems failure, security breaches, and cyber- attacks, which include viruses, malware, and ransomware attacks. While we have disaster recovery plans in place, if our information technology systems are damaged or interrupted for any reason, and, if the disaster recovery plans do not effectively resolve such issues on a timely basis, we may be unable to manage or conduct our business operations, suffer reputational harm, and may be subject to governmental investigations and litigation, any of which may adversely impact our business, results of operations, and financial condition. Cybersecurity incidents, in particular, are increasing in frequency and continue to evolve and become more sophisticated. Cyber security incidents may include, but are not limited to, attempts to gain unauthorized system access to install malicious software such as ransomware or malware, direct fraudulent payments to fictitious vendors, disrupt production process control and financial systems, and release of confidential or otherwise protected information and data. In addition, during the past few years, a greater number of our employees are working remotely as a result of the COVID- 19 pandemic, which may increase cybersecurity vulnerabilities and risk to our information technology systems. On February 16, 2022, we became aware of a cybersecurity intrusion that caused a network disruption and impacted certain of our systems. Upon detection, we took steps to address the incident, including engaging both internal resources and a team of third- party experts to investigate and respond to this intrusion. Due to the evolving nature and scope of cybersecurity threats, the scope and impact of any incident, including the February 16, 2022 incident, cannot be predicted, including the scope of any potential impacts on our business, financial position and results of operations. While the Company continually works to safeguard and strengthen our information technology systems and invest in our information technology infrastructure to mitigate potential risks, there is no assurance that such actions will be sufficient to prevent cyber- attacks or security breaches that damage or interrupt access to information systems or networks, compromise confidential or otherwise protected information, destroy or corrupt data, or otherwise disrupt our operations. In addition, we may not be able to contain a targeted cybersecurity incident to any one particular operating location. Furthermore, although the Company does maintain insurance in its operations, such insurance may not cover all liabilities and losses associated with any sort of cyber incident or security breach (including the February 2022 incident). The occurrence of such events could negatively impact our reputation and our competitive position and could result in litigation with third parties, regulatory action, loss of business, potential liability and increased remediation costs, any of which could have a material adverse effect on our financial condition and results of operations. Such security breaches could also result in a violation of applicable U. S. and international privacy and other laws and could have a material adverse effect on our business, results of operations and financial position. Climate change, climate change legislation or environmental regulations may adversely impact our operations. Governmental regulatory bodies in the United States and other countries where we operate have adopted, or may in the future adopt, laws or enact other regulatory changes in response to the potential impacts of climate change. Such laws and regulations could have a variety of adverse effects on our business. There is an increasing global and U. S. regulatory focus and scrutiny on GHG emission and their potential impacts on climate change. For example, electricity represents our single largest operating cost and the availability of electricity at competitive prices is critical to the profitability of our operations. Some of the power we purchase in the United States is generated at coal- based power plants, which have been, and are likely to continue to be, significantly impacted by these types of regulations, including the Paris Agreement, which the United States re- entered on February 19, 2021. Any resulting increase in our operating costs could have a material adverse effect on our business, financial position, results of operations and liquidity. Even small increases in power prices could have a disproportionate impact on our business if such price increases are not supported by then current aluminum prices. In addition, as a member of the EEA and a signatory to the Kyoto Protocol, Iceland has implemented legislation to abide by the Kyoto Protocol and Directive 2003 / 87 / EC of the European Parliament (the" Directive") which establishes a" cap and trade" scheme for greenhouse gas emission allowance trading. Iceland is complying with the Directive by participating in the European Union (" EU") Emission Trading System which requires us to purchase carbon dioxide allowances for our Grundartangi smelter. We currently receive approximately ~~70~~ **80** % of needed emission allowances for the Grundartangi smelter free of charge, although changes to these regulations, or the implementation of new regulations, could cause our cost of allowances to rise or impose other costs. The future impact of these or other potential regulatory changes is uncertain and may be either voluntary or legislated and may impact our operations directly or indirectly through our customers or our supply chain. We may incur increased capital expenditures resulting from compliance with such regulatory changes, increased energy costs, costs associated with a" cap and trade" system, increased insurance premiums and deductibles, carbon taxes, increased efficiency standards, incentives or mandates for use of particular types of energy, a change in competitive position relative to industry peers and changes to profit or loss arising from increased or decreased demand for goods produced by us and indirectly, from changes in cost of goods sold. For example," cap and trade" legislation may impose significant additional costs to our power suppliers that could lead to significant increases in our energy costs. In addition, the potential physical impacts of climate change on our operations are highly uncertain and will be particular to the geographic circumstances. These may include changes in rainfall patterns, shortages of water or other natural resources, changing sea levels, changing storm patterns and intensities, and changing temperature levels. Any adverse regulatory and physical changes may have a material adverse effect on our business, financial position, results of operations and liquidity. We and our suppliers are subject to a variety of environmental laws and regulations that may have a material adverse effect on our business, financial position, results of operations and liquidity. Our operations may impact the environment and our properties may have environmental contamination, which could result in material liabilities for us. We are obligated to comply with various foreign, federal, state and other environmental laws and regulations, including the environmental laws and regulations of the United States, Iceland and the EU. Environmental laws and regulations may expose us to costs or liabilities relating to our manufacturing operations or property ownership. We incur operating costs and capital expenditures on an ongoing basis to comply with applicable environmental laws and regulations. We also were previously, and may in the future be, responsible for the cleanup of contamination at some of our current and former facilities or for the amelioration of damage to natural resources. Environmental laws may impose cleanup liability on owners and occupiers of contaminated property, including past or divested properties, regardless of whether the owners or occupiers caused the contamination or whether the activity that resulted in the contamination was lawful at the time it was conducted. Liability may also be imposed on a joint and several basis, such that we may be held responsible for more than our share of the contamination or other damages. If more stringent compliance or cleanup standards under environmental laws or regulations are imposed, previously unknown environmental conditions or damages to natural resources are discovered or alleged, or if contributions from other responsible parties with respect to sites for which we have cleanup responsibilities are not available, we may be subject to additional liability, which may have a material adverse effect on our business, financial condition, results of operations and liquidity. Further, additional environmental matters for which we may be liable may arise in the future at our present sites where no problem is currently known, with respect to sites previously owned or operated by us, by related corporate entities or by our predecessors, or at sites that we may acquire or operate in the future. In addition, overall production costs may become prohibitively expensive and prevent us from effectively competing in price sensitive markets if future capital expenditures and costs for environmental compliance or cleanup are significantly greater than expected. In addition, many of our key suppliers are subject to environmental laws and regulations that may affect their costs of production resulting in an increase in the price of the products that we purchase from them. Application of existing and new environmental laws and regulations to us and / or our key suppliers may have a material adverse effect on our business, financial position, results of operations and liquidity. Our operations are subject to a variety of laws that regulate the protection of the health and safety of our employees, and changes in health and safety laws and regulations could result in significant costs, which could have a material adverse effect on our business, financial position, results of operations and liquidity. We are subject to various foreign, federal and state laws and regulations that regulate the protection of the health and safety of our workers. Changes in existing laws, possible future laws and regulations or more restrictive interpretations of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures or impose restrictions on our operations. Failure to comply with applicable laws and regulations that regulate the protection of the health and safety of our workers, including the beryllium standard, may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, which may require corrective measures including capital expenditures, installation of additional equipment or remedial actions. Any such penalties, fines, sanctions or shutdowns could have a material adverse effect on our business and results of operations. Changes in trade laws or regulations may have an adverse effect on our sales margins and profitability. Our businesses compete in a global marketplace and are subject to international and domestic trade laws and regulations. The breadth of these laws and regulations continues to expand and evolve. For example, both the European Union and the U. S. impose import tariffs and / or quotas on primary aluminum from certain foreign producers. Our Icelandic and U. S. businesses are currently able to access these respective markets duty- free. Any change to these import duties, including the granting of exemptions, a reduction in the tariff rate or a full repeal of the tariff scheme, could lessen or potentially eliminate the benefit we currently realize from these tariffs and could negatively impact our profitability. These or other changes in trade laws and regulations could affect the ultimate price we receive for our products, the prices and availability of our raw materials or our ability to access certain markets and could have a material adverse effect on our business, financial position, results of operations and liquidity. We are subject to litigation and legal proceedings and may be subject to additional litigation, arbitration or legal proceedings in the future. We are currently, and may in the future become, subject to litigation, arbitration or other legal proceedings with other parties. The outcome of such matters is often difficult to assess or quantify and the cost to defend future legal proceedings may be significant. If decided adversely to us, these legal proceedings, or others that could be brought against us in the future, could have a material adverse effect on our financial position, cash flows and results of operations. Furthermore, to the extent we sell or reduce our interest in certain assets, we may give representations and warranties and indemnities for such transactions and we may agree to retain responsibility for certain liabilities related to the period prior to the sale. As a result, we may incur liabilities in the future associated with assets we no longer own or in which we have a reduced interest. For a more detailed discussion of pending litigation, see Item 3. Legal Proceedings and Note ~~16~~ **17** . Commitments and Contingencies to the consolidated financial statements included herein. In the event of a dispute arising at our foreign operations, we may be subject to the exclusive jurisdiction of foreign courts or arbitral panels, or may not be successful in subjecting foreign persons to the jurisdiction of courts or arbitral panels in the United States. Our inability to enforce our rights and the enforcement of rights on a prejudicial basis by foreign courts or arbitral panels could have an adverse effect on our results of operations and financial position **. The Inflation Reduction Act of 2022 (" IRA") contains production tax credits for certain critical minerals, including aluminum. The Company' s ability to benefit from Section 45X production tax credits is not guaranteed and is dependent upon the federal government' s ongoing implementation, guidance, regulations, and / or rulemakings that have been the subject of substantial public interest and debate. In August 2022, President Biden signed the IRA into law. The IRA provides for substantial tax credits and incentives for the development of critical minerals (including aluminum), renewable energy, clean fuels, electric vehicles, and supporting infrastructure, among other provisions. Section 45X of the IRA contains a production tax credit equal to 10 % of certain eligible production costs, including, without limitation, labor, energy, depreciation and amortization and overhead expenses. On December 14, 2023, the U. S. Department of the Treasury and the Internal Revenue Service released proposed rules to provide guidance on the production tax credit requirements under Internal Revenue Code Section 45X (the " Proposed Regulations "). The Proposed Regulations provide guidance on rules that taxpayers must satisfy to qualify for the Section 45X tax credit. While Section 45X of the IRA provides for substantial tax benefits for Century, the Proposed Regulations have not been finalized and remain subject to public comment. There is uncertainty as to how the provisions under the IRA will be interpreted and implemented. The Company' s ability to ultimately benefit from IRA tax credits is not guaranteed and is dependent to a large degree upon the final scope, terms and conditions of the Proposed Regulations. Certain provisions of the IRA have been the subject of substantial public interest and have been subject to debate, and there are divergent views on potential implementation, guidance, rules, and regulatory principles by a diverse group of interested parties. There can be no assurance that the Company' s domestic aluminum production operations will fully qualify for the benefits under the IRA. As a result, the final interpretation and implementation of the provisions in the IRA could have a material adverse impact on the Company. Furthermore, future legislative enactments or administrative actions could limit, amend, repeal, or terminate IRA policies or other incentives that the Company currently hopes to leverage. Any reduction, elimination, or discriminatory application or expiration of the IRA may materially adversely affect the Company' s future operating results and liquidity** . Our ability to utilize certain net operating loss carryforwards to offset future taxable income may be significantly limited if we experience an" ownership change" under the Internal Revenue Code. As of December 31, ~~2022~~ **2023** , we had federal net operating loss carryforwards of approximately $ 1, ~~487~~ **533** . ~~8~~ **5** million which could offset future taxable income. Our ability to utilize our deferred tax assets to offset future federal taxable income may be significantly limited if we experience an" ownership change" as defined in Section 382 of the Internal Revenue Code of 1986, as amended (the" Code"). In general, an ownership change would occur if our" five- percent shareholders," as defined under the Code, collectively increase their ownership in us by more than fifty percentage points over a rolling three- year period. Future transactions in our stock that may not be in our control may cause us to experience such an ownership change and thus limit our ability to utilize net operating losses, tax credits and other tax assets to offset future taxable income. ~~Risks Related to Acquisitions~~ Acquisitions could disrupt our operations and harm our operating results. We have a history of making acquisitions and we expect to opportunistically seek to make acquisitions in the future. We are subject to numerous risks as a result of our acquisition strategy, including the following: • we may spend time and money pursuing acquisitions that do not close; • acquired companies may have contingent or unidentified liabilities; • it may be challenging for us to manage our existing business as we integrate acquired operations; and • we may not achieve the anticipated benefits or synergies from our acquisitions. We are subject to numerous risks following the consummation of any acquisition, including, for example, that we may incur costs and expenses associated with any unidentified or potential liabilities, we may not achieve anticipated revenue and cost benefits from the acquisitions and unforeseen difficulties may arise in integrating the acquired operations into our existing operations.

Accordingly, our past or future acquisitions might not ultimately improve our competitive position and business prospects as anticipated and may subject us to additional liabilities that could have a material adverse effect on our business, financial position, results of operations and liquidity. Risks Related to Stock Ownership in the Company Glencore may exercise substantial influence over us, and they may have interests that differ from those of our other stockholders. Glencore beneficially owns approximately 42. 9 % of our outstanding common stock and all of our outstanding Series A Convertible Preferred Stock. In addition, one of our ~~six~~ **seven** directors is a Glencore employee. During the year ended December 31, ~~2022~~ **2023** , we derived approximately ~~60~~ **73. 8** % of our consolidated sales from Glencore and we expect to sell a significant portion of our production to Glencore in ~~2023~~ **2024** . Century and Glencore enter into various transactions from time to time such as the purchase and sale of primary aluminum, purchase and sale of alumina and other raw materials, tolling agreements as well as forward financial contracts and borrowing and other debt transactions. Because of the interests described above, Glencore may have substantial influence over our business, and, to the extent of their ownership of our common stock, on the outcome of any matters submitted to our stockholders for approval. In addition, certain decisions concerning our operations or financial structure may present conflicts of interest between Glencore and our other stockholders. For example, Glencore may in the future engage in a wide variety of activities in our industry that may result in conflicts of interest with respect to matters affecting us. Glencore may also make investments in businesses that directly or indirectly compete with us, or may pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us.