Risk Factors Comparison 2024-02-29 to 2023-02-23 Form: 10-K

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

The following is a cautionary discussion of risks, uncertainties and assumptions that we believe are significant to our business. In addition to the factors discussed elsewhere in this Annual Report on Form 10- K, the following are some of the important factors that, individually or in the aggregate, we believe could make our results differ materially from those described in any forward- looking statements. It is impossible to predict or identify all such factors and, as a result, you should not consider the following factors to be a complete discussion of risks, uncertainties and assumptions related to us or our business. Summary **of** Risk Factors The following is a summary of some of the risks, uncertainties and assumptions that could materially adversely affect our business, financial position, results of operations and cash flows. You should read this summary together with the more detailed description of each risk factor contained below. Competitive Risks • Our business is dependent upon third- party capital spending for data, communication and entertainment equipment, and reductions in such capital spending could adversely affect our business. ~~•~~ A substantial portion of our business is derived from a limited number of key customers and channel partners. ~~•~~ We face competitive pressures with respect to all our major product groups. ~~•~~ Our ability to sell our products is highly dependent on the quality of our support services after the sale, and our inability to provide adequate support after the sale would have a material adverse effect on business. ~~•~~ Changes to the regulatory environment in which our customers operate and changes in or uncertainty about government funded programs may negatively impact our business. **Financial** ~~Supply Chain~~ Risks ~~•~~ We **may be required to obtain additional financing in the future to address** ~~are dependent on a limited number of key suppliers for logistics support and certain raw materials and components, and supply shortages or~~ **our liquidity needs,** ~~delays could limit our ability to manufacture products. • Our dependence on commodities~~ and ~~certain components subjects~~ - **subject** ~~us~~ to **market conditions** ~~cost volatility and potential availability constraints. • If our integrated global manufacturing operations, including our contract manufacturers, suffer capacity constraints or production or shipping delays~~ , we may **seek to amend, refinance, restructure** ~~have difficulty meeting customer demands. Strategic Risks • The successful execution of our~~ - **or repurchase our outstanding indebtedness and /** ~~CommScope NEXT transformation plan is key to the long- term success of our~~ - **or** business **raise additional equity financing** . **To service** ~~• Difficulties may be encountered in the realignment of manufacturing capacity and capabilities among~~ our **indebtedness** ~~global manufacturing facilities~~ and **pay dividends on** our ~~contract manufacturers that could adversely affect~~ **preferred stock, we will require a significant amount of cash, and** our ability to **generate sufficient cash depends** ~~meet customer demand for our products. • The separation, discontinuance or divestiture of a business or product line is subject to various risks and uncertainties that could disrupt or adversely affect our business. • Our business strategy has historically relied, in part,~~ on ~~acquisitions to create growth. We may~~ **many factors beyond** ~~not fully realize anticipated benefits from past or~~ **our control** ~~future acquisitions or investments in other companies~~ . ~~• We may need to undertake additional restructuring actions in the future. • The Carlyle Group (Carlyle) owns a substantial portion of our equity and its interests may not be aligned with yours. Financial Risks •~~ Our substantial indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our financial obligations. ~~•~~ Despite current indebtedness levels and restrictive covenants, we may still incur additional indebtedness that could further exacerbate the risks associated with our substantial financial leverage. ~~• To service our indebtedness and pay dividends on our preferred stock, we will require a significant amount of cash, and our ability to generate sufficient cash depends on many factors beyond our control. •~~ We may need to recognize additional impairment charges related to goodwill, identified intangible assets, fixed assets and right of use assets. ~~•~~ The **Internal Revenue Service (** IRS **)** may not agree **that** ARRIS International plc (ARRIS) was a foreign corporation for United States (U. S.) federal income tax purposes. **Supply Chain Risks We are dependent on certain raw materials and components linked to the commodity markets and utilize a limited number of key suppliers for logistics support of certain of these raw materials and components, subjecting us to cost volatility and supply shortages or delays that could limit our ability to manufacture products. If our integrated global manufacturing operations, including our contract manufacturers, suffer capacity constraints or production or shipping delays, we may have difficulty meeting customer demand Strategic Risks The successful execution of our CommScope NEXT transformation plan is key to the long- term success of our business. Difficulties may be encountered in the realignment of manufacturing capacity and capabilities among our global manufacturing facilities and our contract manufacturers that could adversely affect our ability to meet customer demand for our products. The separation, discontinuance or divestiture of a business or product line is subject to various risks and uncertainties that could disrupt or adversely affect our business. Our business strategy has historically relied, in part, on acquisitions to create growth. We may not fully realize anticipated benefits from past or future acquisitions or investments in other companies. We may need to undertake additional restructuring actions in the future. The Carlyle Group (Carlyle) owns a substantial portion of our equity, and its interests may not be aligned with yours.** Business and Operational Risks ~~•~~ Our future success depends on our ability to anticipate and adapt to changes in technology and customer preferences and develop, implement and market innovative solutions. ~~•~~ If we do not stay current with product life cycle developments, our business may suffer. ~~•~~ If our products do not effectively interoperate with cellular networks and mobile devices, future sales of our products could be negatively affected. ~~•~~ If our product or service offerings, including material purchased from our suppliers, have quality or performance issues, our business may suffer. ~~•~~ We depend on cloud computing infrastructure operated by third parties **,** and any disruption in these operations could adversely affect our business. ~~•~~ Our business depends on effective management information systems. ~~•~~ Cybersecurity incidents, including data security breaches, ransomware or computer viruses, could harm our business by exposing us to various liabilities, disrupting our delivery of products and services and damaging our reputation. ~~•~~Climate change may have a long- term impact on our business. Labor-Related Risks ~~•~~We may not be able to attract and retain key employees. ~~•~~Labor unrest could have a material adverse effect on our business, results of operations and financial condition. International Risks ~~•~~Our significant international operations expose us to economic, political, foreign exchange rate and other risks. ~~•~~Additional or new tariffs or a global trade war could increase the cost of our products, which could adversely impact the competitiveness of our products. ~~•~~Our significant international operations expose us to increased challenges in complying with anti- corruption laws and regulations of the U. S. government and various other international jurisdictions. ~~•~~We are subject to governmental export and import controls and sanctions programs that could subject us to liability or impair our ability to compete in international markets. Litigation and Regulatory Risks ~~•~~We may not be successful in protecting our intellectual property and in defending against claims that we are infringing on the intellectual property of others, and any such actions may be costly. ~~•~~Because of the nature of information that may pass through or be stored on certain of our solutions or networks, we, our vendors and our end customers are subject to complex and evolving U. S. and foreign laws and regulations regarding information privacy, data protection, cybersecurity, and other related matters. ~~•~~Compliance with current and future social and environmental laws, regulations, policies and provisions, customer and investor pressures, other efforts to mitigate climate change and potential environmental liabilities may have a material adverse impact on our business, financial condition and results of operations. General Risks ~~•~~Any future public health crisis ~~, similar to the COVID- 19 pandemic,~~ could materially adversely affect our business, financial condition, results of operations and cash flows. ~~• Our stock price has been volatile and may continue to fluctuate significantly. • We may experience significant variability in our quarterly or annual effective income tax rate. •~~ We do not intend to pay dividends on our common stock and, consequently, the ability of investors to achieve a return on their investment will depend on appreciation in the ~~price of our common stock. • Provisions of our certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, as a result, depress the trading~~ price of our common stock. Our performance is dependent on third parties' capital spending for constructing, rebuilding, maintaining or upgrading data, communication and entertainment networks, which can be volatile and difficult to forecast. Capital spending in the communications industry is cyclical and can be curtailed or deferred on short notice. We ~~have~~ experienced **a significant decrease in customer capital spending in 2023, which negatively impacted our results of operations,** and **we** may continue to experience significant ~~quarterly~~ fluctuations in sales and operating income due to the volatility in our industry. A variety of factors affect the timing and amount of capital spending in the communications industry, including: ~~•~~general economic and market conditions, including increased costs due to rising inflation or interest rates; ~~•~~customer- specific financial conditions or budget allocation decisions; ~~•~~competitive pressures, including pricing pressures; ~~•~~competing technologies; ~~•~~timing and adoption of the global rollout of new technologies; ~~•~~customer acceptance of new technologies and services offered; ~~•~~foreign currency fluctuations; ~~•~~seasonality of outdoor deployments; ~~•~~**rollout of government funding for certain initiatives;** changes in customer preferences or requirements; ~~•~~availability and cost of capital; ~~•~~governmental regulation; ~~•~~demand for network services; ~~•~~consumer demand for video content and pay TV services; ~~•~~variability of shipments under large contracts; ~~•~~industry consolidation; and ~~•~~real or perceived trends or uncertainties in these factors. As a result of these factors, we may not be able to maintain or increase our sales in the future, and our business, financial condition, results of operations and cash flows could be materially and adversely affected ~~. The global economy experienced high inflation in 2022, which many central banks are responding to by raising interest rates. Many perceive these actions as increasing the risk of a downturn in the economy in 2023. A downturn in the economy that negatively impacts the capital spending of our customers could materially adversely affect our business, financial condition, results of operations, cash flows and stock price~~ . Our customer base includes direct customers, original equipment manufacturers (OEMs) and channel partners, which include distributors, system integrators, value- added resellers and sales representatives. For the year ended December 31, ~~2022~~ **2023** , we derived approximately ~~15~~ **17** % of our consolidated net sales from our top two direct customers. The concentration of our net sales with these key customers subjects us to a variety of risks, including: ~~•~~lower sales volumes that could result from the loss of one or more of our key customers; ~~•~~ dependency on customers with substantial purchasing power and leverage in negotiating contractual obligations as well as the operational structure of the relationship, resulting in potential reductions in profit; ~~•~~less efficient operations that could result in higher costs from an inability to accurately forecast and plan for volatile spending patterns of key customers; ~~•~~financial difficulties experienced by one or more of our key customers that could result in reduced purchases of our products and / or delays or difficulties in collecting accounts receivable balances; ~~•~~election by our key customers to purchase products from our competitors in order to diversify their supplier base and dual- source key products, resulting in reduced purchases of our products; and ~~•~~reductions in inventory levels held by channel partners and OEMs, which may be unrelated to purchasing trends by end customers. We are also exposed to similar risks to the extent that we have significant indirect sales to one or more end-users of our products, who may also be a direct customer. A material portion of our sales is derived through our channel partners, including distributors, systems integrators and value- added resellers. Our channel partners have experienced financial difficulties in the past that ~~has~~ **have** adversely affected our collection of accounts receivable. Our exposure to credit risks of our channel partners may increase if our channel partners and their end customers are adversely affected by global or regional economic conditions. One or more of these channel partners could delay payments or default on credit extended to them, either of which could materially **and** adversely affect our business, financial condition, results of operations and cash flows. We generally have no minimum purchase commitments with any of our distributors, value- added resellers, operators, OEMs or other customers, and our contracts with these parties generally do not prohibit them from purchasing or offering products or services that compete with ours. We have historically experienced variability in the level of purchases by our key customers and expect that similar variability could affect future sales. Any significant reduction in sales to these customers, including as a result of the inability or unwillingness of these customers to continue purchasing our products, could materially and adversely affect our business, financial condition, results of operations, cash flows and stock price. Competition in our industry depends on a number of factors, including: innovative product and service solution offerings; the ability to adapt to changing markets and customer preferences; product and service quality; timing of the introduction of new products and services; speed of delivery; pricing; and customer service, including the total customer experience. In each of our major product groups, we compete with a substantial number of foreign and domestic companies, some of which have greater financial, technical, marketing and other resources or lower operating costs. They may also have broader product offerings and market focus. This gives many of these enterprises a competitive advantage to withstand any significant reduction in capital spending by customers in our markets over the long term. Further, our industry continues to consolidate, and the combination of any of our competitors could further increase these advantages and result in competitors with broader market presence. Some competitors may be able to bundle their products and services together and may be capable of delivering more complete solutions that better meet customer preferences than we are able to provide, which may cause us to lose sales opportunities and revenue. Competitors' actions, such as price reductions, acceptance of high- risk contractual terms or the introduction of new, innovative products and services, and the use of exclusively price- driven auctions by customers **,** have caused lost sales opportunities in the past and may cause us to lose sales opportunities in the future. The rapid technological changes occurring in the communications industry could also lead to the entry of new competitors against whom we may not be able to compete successfully. For example, as networks become more virtualized, the functionality of our products is at risk of being subsumed by competitors who utilize software to provide the same functions as our products. A related trend that could affect us is the emerging interest in distributed access architecture (DAA), which disaggregates some of the functions of the converged cable access platform (CCAP) and the access and transport platforms to enable deployment of these functions in ways that could reduce traditional operator capital expenditures in hybrid fiber- coaxial. We have developed and deployed a line of DAA products, but some operators may not be aligned on the specific implementations of DAA and we could lose market share to competitors. Service providers also have the goal of virtualizing CCAP management and control functions as they deploy DAA, and although we are developing a fully virtualized CCAP product, this could potentially enable new competitors to enter the market and reduce operator dependence on our products. In our mobile wireless markets, the shift to 5G includes the deployment of new spectrum in higher frequency bands where larger available bandwidths enable a significant increase in network capacity. In many cases, massive **multiple- in- multiple- out (** MIMO **)** technology (active antennas) is the most effective way to deliver coverage in these bands. Consequently, 5G deployments present an inherent headwind to our traditional passive base station antenna business. We are developing technologies and new products to address this shift from passive to active antennas, but we may not be able to completely offset this trend. As there is technology evolution or transformation within the industry, whether it be DOCSIS 4. 0, PON, Wi- Fi technology or the shift to 5G, there is a risk that our market position would be weakened. If any of our competitors' products or technologies were to become the industry standard, our business would be negatively affected. The continued industry ~~move~~ **shift** toward open standards may result in an increase in competition for our products that may adversely impact our future revenues and margins. In addition, many of our customers participate in " technology pools " and increasingly request that we donate a portion of our source code used by customers to these pools, which may impact our ability to recapture the R & D investment made in developing such code. We believe that we will be increasingly required to work with third- party technology providers. As a result, we expect the shift to more open standards may require us to license software and other components indirectly to third parties via various open- source or royalty- free licenses. In some circumstances, our use of such open- source technology may include technology or protocols developed by ~~standards~~ - **standard-** ~~settings~~ - **setting** bodies, other industry forums or third- party companies. The terms of the open- source licenses granted by such parties, or the granting of royalty- free licenses, may limit our ability to commercialize products that utilize such technology, which could have a material adverse effect on our results of operations. In some instances, our customers themselves may also be our competition in other business areas. Some of our customers may develop their own software requiring support within our products and / or may design and develop products of their own that are produced to their own specifications directly by a contract manufacturer. Further, if we are unable to transform our business processes to support changing customer expectations and deliver a superior total customer experience, we may lose sales opportunities in the future. We are also facing significant and increased competition from original design manufacturers (ODMs) and contract manufacturers who are selling and attempting to sell their products directly to service providers. We cannot assure you that we will continue to compete successfully with our existing competitors or with new competitors. If we are unable to compete in any of our markets at the same level as we have in the past or are forced to reduce the prices of our products in order to continue to be competitive, our business, financial condition, results of operations and cash flows could be materially and adversely affected. Our ability to sell our products is highly dependent on the quality of our support services after the sale, and our inability to provide adequate support after the sale would have a material adverse effect on our business. After our products are deployed, our channel partners and end customers depend on our support organization to resolve any issues relating to our products. A high level of support is important for the successful marketing and sale of our products. In many cases, our channel partners provide support directly to our end customers. We do not have complete control over the level or quality of support provided by our channel partners. These channel partners may also provide support for other third- party products, which may potentially distract resources from support for our products. If we and our channel partners do not effectively assist our end customers in deploying our products, quickly resolving post- deployment issues and provide effective ongoing support, it could adversely affect our ability to sell our products to existing end customers and could harm our reputation with potential end customers. In some cases, we guarantee a certain level of performance to our end customers, which could prove to be resource- intensive and expensive for us to fulfill if unforeseen technical problems arise. Many of our service ~~provider~~ **providers** and large enterprise end customers have more complex networks and require higher levels of support than our smaller end customers. In addition, given the extent of our international operations, our support organization faces challenges, including those associated with delivering support, training and documentation in languages other than English. Our failure to maintain high- quality support and services could have a material adverse effect on our business, financial condition, results of operations and cash flows. The telecommunications and cable television industries are subject to significant and changing federal and state regulation, both in the U. S. and other countries. Many of our customers **, such as internet service providers,** are subject to various rules and regulations **,** ~~as Internet service providers~~ and changes to such rules and regulations could adversely impact our customers' decisions regarding capital spending. We, as well as some of our customers, also participate in and benefit from government funded programs that encourage the development of network infrastructures such as the Infrastructure Investment and Jobs Act (IIJA), Rural Digital Opportunity Fund (RDOF) and American Rescue Plan Act (ARPA). Changes in government programs in our industry or uncertainty regarding future changes could adversely impact our customers' decisions regarding capital spending, which could decrease demand for our products and could materially and adversely affect our business, financial condition, results of operations, cash flows and stock price. We ~~are dependent on a limited number of key suppliers~~ **currently believe that our existing cash and cash equivalents, combined with availability under our asset- based revolving credit facility (Revolving Credit Facility), will be sufficient to meet our presently anticipated future cash needs. However, we may be required to obtain additional financing in the future to address our liquidity needs, and subject to market conditions, we may from time to time seek to amend, refinance, restructure, exchange** ~~for~~ **or** ~~logistics support and certain of our raw material and component purchases~~ **repurchase our outstanding indebtedness** ~~, including certain semiconductors, memory~~ and **/ or raise additional equity or** ~~chip capacitors, polymers, copper rod, copper and aluminum tapes, fine aluminum wire, steel wire, optical fiber, circuit boards and~~ other **financing** ~~electronic components, subassemblies and modules~~. ~~Certain of our suppliers are sole source suppliers and a number of our agreements with suppliers are short- term in nature. Our reliance on sole or~~ **For example** ~~limited suppliers and our reliance on subcontractors involves several risks~~, **our $ 1. 3 billion** ~~including a potential inability to obtain an adequate supply~~ of **6. 0 % senior notes due June 15, 2025 will likely** ~~required~~ **require** ~~materials, components and~~ **us to seek refinancing or some** other **restructuring** ~~products, and reduced control over pricing, quality, terms and conditions~~ of ~~purchase and timely delivery. Current limited supply of memory devices, capacitors and silicon chips have impacted and could continue to impact~~ our **debt in 2024** ~~ability to deliver on a timely basis due to extended lead times and have increased and could continue to increase overall product costs~~. ~~Key silicon providers~~ **Any debt we incur in the future** may have ~~significant power~~ **terms (including cash interest rate, financial covenants** and **covenants limiting our operating flexibility or** ability to ~~influence prices~~ **obtain additional financings) that are not favorable to us,** and ~~supply~~ **any such additional equity financing may dilute the economic and / or voting interests of our existing stockholders, may be preferred in right of payment to our outstanding common stock or confer other privileges to the holders and may contain financial or operational covenants that restrict our operating flexibility or ability to obtain additional financings. Furthermore, our failure to obtain any necessary financing, amendment, refinancing, restructuring, exchange or repurchases could have a material and adverse effect on our results of operations, cash flows, financial condition and liquidity. We may experience volatility in cash flows between periods due to, among other reasons, variability in the timing of vendor payments and customer receipts. We may, from time to time, seek to obtain alternative sources of financing, by borrowing additional amounts under our Revolving Credit Facility, issuing debt or equity securities or incurring other indebtedness, if market conditions are favorable, utilizing trade credit, selling assets (including businesses or business lines) or securitizing receivables to meet future cash needs or to reduce our borrowing costs. Any issuance of equity or debt may be for cash or in exchange for our outstanding securities or indebtedness, or a combination thereof**. We are **aware that our outstanding debt securities and debt under our credit facilities are** currently ~~experiencing extended lead times~~ **trading at substantial discounts to their respective principal amounts. In order to reduce future cash interest payments, as well as future amounts due at maturity or upon redemption, we may,** from ~~certain of our key suppliers which has affected our ability to deliver on a timely~~ **time** ~~basis and could continue~~ to ~~affect~~ **time, purchase such debt for cash, in exchange for common** ~~our~~ **or preferred stock or debt** ~~performance in the future. In some instances~~, **or for a combination thereof, in each case in open- market purchases and / or privately negotiated transactions, tender offers or exchange offers and upon such terms and at such prices as** we **may determine. Any** ~~are purchasing components as much as fifteen months in advance of our expected need for~~ such ~~components~~ **transactions will be dependent upon several factors**, ~~which has diverted~~ **including our liquidity requirements, contractual restrictions, general market conditions** and ~~may continue to divert~~ **applicable regulatory, legal and accounting factors. Whether** ~~our~~ **or** ~~working capital from other needs~~ **not we engage in any such transactions will be determined at our discretion**. The **amounts involved** ~~extended lead times also contribute to increased risk of excess and obsolescence of components which can lead to increased costs. Our key suppliers have experienced~~ in ~~the past~~ **any such transactions**, **individually** ~~and could experience in the future, production, operational~~ or **in** ~~financial difficulties, or there~~ **the aggregate,** may be **material. Our operations are conducted through our** global ~~shortages~~ **subsidiaries,** and ~~pricing inflation~~ **our ability to make cash payments on our indebtedness and pay cash dividends on our preferred stock will depend on the level** of **earnings and distributable funds from our subsidiaries.** ~~certain~~ **Certain of** ~~raw materials or~~ **our** ~~components we~~ **subsidiaries may have limitations or restrictions on paying dividends and otherwise transferring funds to** ~~use~~ **us**. Our ~~inability~~ **ability** to **make cash payments** ~~find sufficient sources of supply~~ on **and** ~~reasonable terms could impact our ability~~ to ~~manufacture products in a cost- effective manner~~ **refinance our indebtedness will depend upon our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to financial, business, legislative, regulatory and other factors beyond our control**. We **might** ~~have adjusted our market prices for certain of our products as component prices have changed, but we may~~ not be able to ~~pass along able to~~ achieve a level of cash flows from operating activities or transfer sufficient funds from our subsidiaries to permit us to pay the principal,premium,if any,and interest on our indebtedness and dividends on our preferred stock.If we are unable to generate sufficient cash flow or are otherwise unable to obtain funds necessary to meet required payments of principal,premium,if any,and interest on our indebtedness or if we fail to comply with the various covenants in the instruments governing our indebtedness and we are unable to obtain waivers from the required lenders **or noteholders** ,we could be in default under the terms of the agreements governing such indebtedness.In the event of such default,the holders of our indebtedness could elect to declare all **the funds borrowed to be due and payable, together with accrued and unpaid interest. The lenders under our Revolving Credit Facility could elect to terminate their commitments and cease making** further **loans,and the holders of our secured indebtedness could institute foreclosure proceedings against our assets.As a result,we could be forced into bankruptcy or liquidation** .As of December 31, ~~2022~~ **2023** ,we had approximately $ 9. ~~6~~ **3** billion of indebtedness.As of December 31, ~~2022~~ **2023** ,we had no outstanding loans under our ~~asset- based revolving credit facility (~~ Revolving Credit Facility ~~)~~ and the remaining availability was $ ~~908~~ **688** . ~~8~~ **0** million,reflecting a borrowing base subject to maximum capacity of $ 1,000.0 million reduced by $ ~~91~~ **97** . ~~2~~ **9** million of outstanding letters of credit.Our ability to borrow under our Revolving Credit Facility depends,in part,on inventory,accounts receivable and other assets that fluctuate from time to time and may further depend on lenders' discretionary ability to impose reserves and availability blocks. **Our interest** ~~In October 2022,we completed the refinancing of our Revolving Credit Facility which continues to provide borrowing capacity of up to $~~ cost on our senior secured term loan due 2026 (2026 Term Loan) and our Revolving Credit Facility,which make up about $ 3.1 billion of our indebtedness,is variable and subject to the risk of changes in interest rates.As the Federal Reserve has increased interest rates in ~~2022~~ **2023** ,we have seen increased interest cost which has adversely impacted our results of operations and cash flows.This may continue into ~~2023~~ **2024** if the Federal Reserve continues to maintain higher interest rates or chooses to raise interest rates further.We have entered into certain hedging agreements to reduce our exposure to variable rate debt.Other consequences our substantial indebtedness has had and could continue to have on our business are as follows: ~~•~~ limit our ability to obtain additional financing for working capital,capital expenditures,acquisitions,investments and other general corporate purposes; ~~•~~ require a substantial portion of our cash flows to be dedicated to debt service payments and reduce the amount of cash flows available for working capital,capital expenditures,investments or acquisitions and other general corporate purposes; ~~•~~ place us at a competitive disadvantage compared to certain of our competitors who have less debt; ~~•~~ hinder our ability to adjust rapidly to changing market conditions; ~~•~~ limit our ability to secure adequate bank financing or our ability to refinance existing indebtedness in the future with reasonable terms and conditions, **or at all;and** ~~increases~~ - **increase our vulnerability** to **and limit our flexibility in planning for,** ~~our~~ - **or** ~~customers~~ **reacting to, a potential downturn in general economic conditions or in one or more of our businesses. The London Interbank Offered Rate (LIBOR) had historically been the reference interest rate in our variable rate debt agreements, but we transitioned our Revolving Credit Facility to Secured Overnight Financing Rate (SOFR) as the reference rate in 2022 and we amended our 2026 Term Loan to replace LIBOR with SOFR in the first half of 2023. SOFR is calculated differently than LIBOR and they have inherent differences** , which could **give rise to uncertainties, including limited historical data and volatility. While we do not expect the transition to SOFR to** have a material adverse effect on our ~~gross margin~~ **business, the full effects of the transition to SOFR remain uncertain. In addition, the indentures and credit agreements governing our indebtedness contain affirmative and negative covenants that limit our ability to engage in activities that may be in our long- term best interests. Our failure to comply with those covenants could result in** ~~and~~ - **an event of default which, if not cured or waived, could result in the acceleration of all of our debt and permit our secured creditors to institute foreclosure proceedings against our assets. We may incur significant additional indebtedness in the future under the agreements governing our indebtedness. Although the indentures and the credit agreements governing our indebtedness contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of thresholds, qualifications and exceptions, and additional indebtedness incurred in compliance with these restrictions could be substantial. Additionally, these restrictions permit us to incur obligations that, although preferential to our common stock in terms of payment, do not constitute indebtedness. We have substantial balances of goodwill and identified intangible assets. As of December 31, 2023, goodwill and identified intangible assets represented approximately 55 % of our total assets. We are required to test goodwill for possible impairment on the same date each year and on an interim basis if there are indicators of a possible impairment. We have recognized substantial impairment charges related to goodwill, including $ 571. 4 million in 2023 and $ 1, 119. 6 million in 2022. There were no asset impairment charges related to goodwill in 2021. As of the October 2023 annual impairment test, the fair value of our ANS and Building and Data Center Connectivity (BDCC) reporting units equaled their respective carrying values and slight changes in significant assumptions or business factors could result in material impairment. In the future, if we are unable to improve our** results of operations **and cash flows** , ~~especially in~~ **or other indicators of impairment exist, such as** a ~~highly inflationary environment. Our ability~~ **sustained significant decline in our share price and market capitalization, we may incur material charges against earnings relating** to ~~ship products~~ **our remaining goodwill. We are also required to evaluate identified intangible assets, fixed assets and right of use assets for impairment if there are indicators of a possible impairment. In the past, due to revisions in financial performance outlooks or deterioration in certain markets, we have recognized significant impairment charges** on **identified intangible assets** ~~a timely basis has been~~ and **fixed assets. In the future, we** may ~~continue to~~ **again determine that one or more of our long- lived assets is impaired and additional impairment charges may** be **recognized that** ~~unfavorably impacted, which~~ could ~~damage relationships with current and prospective customers and potentially~~ have a material adverse effect on our ~~business~~ **financial condition and results of operations** . ~~We also~~ **The IRS may not agree ARRIS was a foreign corporation for U. S. federal income tax purposes. Following the ARRIS 2016 combination with** ~~face~~ **Pace plc (** the **" Pace combination "), ARRIS was incorporated under the laws of England and Wales and a tax resident in the United Kingdom (U. K.) for U. K. tax purposes. There is a** risk **that** ~~of our customers canceling their orders and moving them~~ - **the IRS does not agree that ARRIS was a foreign corporation for U. S. federal income tax purposes in periods prior** to ~~our competitors who can ship more timely~~ the acquisition of ARRIS by CommScope and we could be subject to substantial additional U.S.taxes.For U.K.tax purposes,ARRIS was expected to be treated as a U.K.tax resident for all periods prior to the acquisition of ARRIS by CommScope and following the Pace combination,regardless of how ARRIS was treated in the U.S.Therefore,if ARRIS was treated as a U.S.corporation for U.S.federal income tax purposes,we could be liable for both U.S.and U.K.taxes in certain periods prior to the acquisition of ARRIS by CommScope , which ~~would~~ **could** ~~not allow us to realize our backlog and would~~ have a material adverse effect on our ~~business~~ **financial condition, results of operations and cash flows** . We ~~also source many of our~~ **are dependent on certain raw materials and** components ~~from international~~ **linked to the commodity** markets **,** ~~. Any change in the laws~~ and ~~policies of the U. S. or~~ **our** other countries affecting trade is a risk...... 1A. Risk Factors section. Our profitability may be materially affected by changes in the market price ~~and availability of certain raw materials and components, some of which are linked to the commodity markets~~ . The principal raw materials and components we purchase are aluminum, copper, steel, bimetals, optical fiber, plastics and other polymers, capacitors, memory devices and silicon chips. Prices for aluminum, copper, steel, silicon, fluoropolymers and certain other polymers have experienced significant volatility **in the past** as a result of changes in the levels of global demand, supply disruptions, including port, transportation and distribution delays or interruptions, and other factors. As a result, **in the past** we **saw** ~~have seen a~~ significant ~~increase~~ **increases** in costs that ~~has~~ negatively impacted our results of operations. We ~~have~~ adjusted our prices for most of our products, but **if we see significant increases in costs again,** we may have to adjust prices ~~again~~ in the future. Delays in implementing price increases or a failure to achieve market acceptance of price increases has in the past, and could in the future, have a material adverse impact on our results of operations. Conversely, in an environment of falling commodities prices, we may be unable to sell higher- cost inventory before implementing price decreases, which could have a material adverse impact on our business, financial condition and results of operations ~~S.or~~ other countries affecting trade is a risk to us.To the extent there are unfavorable changes imposed by the U.S.or other countries and / or retaliatory actions taken by trading partners,such as the addition of new tariffs or trade restrictions,we may experience material adverse impacts on earnings.For a more complete discussion of our risks related to tariffs and trade restrictions,see the risk factor,“ Additional tariffs or a global trade war could increase the cost of our products,which could adversely impact the competitiveness of our products ” under our “ International Risk Factors ” in this Item 1A.Risk Factors **section.Our** . Disruption of our ability to produce at or distribute from our manufacturing or contract manufacturing facilities could adversely affect our ability to manufacture products in a cost-effective and timely manner. We experienced lost sales opportunities in the past due to lack of capacity to meet the demand for certain of our products. If we cannot ramp up capacity fast enough to meet customer demand in the future, we may experience lost sales opportunities, lose market share and experience customer relations problems, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. We rely on unaffiliated contract manufacturers, both domestically and internationally, to produce certain products or key components of products. Our reliance on these contract manufacturers reduces our control over the manufacturing process and exposes us to risks, including reduced control over quality assurance, product supply and costs and timing. Any manufacturing disruption by our contract manufacturers could severely impair our ability to fulfill orders. Our reliance on outsourced manufacturers also increases the potential for infringement or misappropriation of our intellectual property. If our internal manufacturing operations or contract manufacturers suffer delays or disruptions in production or other operations for any reason, including financial instability of the contract manufacturer, labor disturbances or shortages, fires, electrical outages, cybersecurity incidents, pandemics / epidemics, severe weather events, natural disasters, geopolitical instability, acts of violence or terrorism, shipping interruptions including port distribution delays or interruptions, increased manufacturing lead times, capacity constraints or quality control problems in their manufacturing operations, failure to meet our future requirements for timely delivery or some other catastrophic event, our ability to manufacture products at our manufacturing or contract manufacturer facilities and ship products to our customers in a cost- effective and timely manner could be impaired, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our contract manufacturers typically fulfill our supply requirements on the basis of individual orders. In most cases, we do not have long- term contracts with our contract manufacturers that guarantee capacity, the continuation of particular pricing terms or the extension of credit limits. Accordingly, our contract manufacturers are not always obligated to continue to fulfill our supply requirements, which could result in supply shortages, and the prices we are charged for manufacturing services could be increased on short notice. If our manufacturers are unable or unwilling to continue manufacturing our products in required volumes, we will be required to identify one or more acceptable alternative manufacturers to satisfy our demand. There is no assurance that we would be able to identify suitable alternative manufacturing partners on a timely basis, on terms that are acceptable to us, or at all. Some of our manufacturing and contract manufacturing facilities rely on aging production equipment and information technology infrastructure, and if we fail or our contract manufacturers fail to properly maintain or update this equipment, it could affect our ability to manufacture or ship products. ~~We are currently implementing~~ **Over the last several years, we have been executing under** a business transformation initiative called CommScope NEXT, designed to drive stakeholder value. CommScope NEXT could result in changes to our business that may result in a number of risks and uncertainties, including the following: lost customers or reduced sales volumes if customers do not accept higher pricing, our new product offerings or if we discontinue or divest of product lines; higher one- time costs such as restructuring costs and transaction, transformation and integration costs; the loss of key management and other employees if we are not successful in getting employee buy- in for CommScope NEXT; and additional supply chain disruptions or higher costs of supplies if we do not successfully execute our projects related to direct and indirect procurement. The implementation of CommScope NEXT may take longer than anticipated, and once implemented, we may not realize, in full or in part, the anticipated benefits or such benefits may be realized more slowly than anticipated. ~~The~~ **Any** failure to realize benefits ~~, which may be due to our inability to execute plans or delays in the implementation of CommScope NEXT,~~ could have a material adverse effect on our business, financial condition, results of operations, cash flows and stock price. We periodically realign manufacturing capacity among our global facilities and contract manufacturers in order to reduce costs by improving manufacturing efficiency and to strengthen our long- term competitive position. The implementation of these strategic initiatives may include significant shifts of production capacity among facilities and contract manufacturers. We have done this in the past related to the integration of certain acquisitions, including the integration of the ARRIS business. Also, in prior years, with some of the uncertainties in the U. S. trade tariff environment, we transitioned manufacturing for certain impacted products to non- tariff countries. In addition, in response to intermittent shutdowns of our facilities during the COVID- 19 pandemic, we transitioned certain manufacturing to less impacted facilities. These changes are time- consuming and costly, and changes in our contract manufacturers or manufacturing locations may cause significant interruptions in supply if the manufacturers have difficulty manufacturing products to our specifications. There are significant risks inherent in the implementation of these initiatives, including our failure to ensure the following: adequate inventory on hand or production capacity to meet customer demand while capacity is being shifted among facilities; maintaining product quality as a result of shifting capacity; adequate raw material and other service providers to meet the needs at the new production locations; ability to successfully remove, transport and re- install equipment; and availability of adequate supervisory, production and support personnel to accommodate the shifted production. In the event manufacturing realignment initiatives are not successfully implemented, we could experience lost future sales and increased operating costs, as well as customer relations problems, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows. To better optimize our portfolio of products, we **have divested of the Home Networks business and we** may **in the future** decide ~~in the future~~ to separate, discontinue or divest of **other** businesses or product lines that we believe are not core to CommScope ~~'~~ **'** s business **, or where we believe the separation, discontinuation or divestiture will be accretive to stakeholders** . A plan to separate, discontinue or divest a business or product line is complex in nature and can be affected by unanticipated developments or changes, including changes in the macroeconomic, regulatory or political environment, changes in credit or equity markets or changes in other market conditions ~~. For example, these and other unanticipated developments have delayed the planned separation of the Home Networks business that was announced in April 2021~~ . If we do choose to separate, discontinue or divest of a business or product line and successfully complete the separation plan, we cannot assure you or any of our stakeholders that we will achieve the expected benefits. Upon completion, we would also be a smaller, less diversified company and may be more vulnerable to changing market conditions. In addition, we will continue to incur ongoing costs some of which may exceed our estimates and may be stranded. Whether or not a separation plan is completed, our businesses may face risks and uncertainties, including, but not limited to: the diversion of senior management' s attention from ongoing business concerns; maintaining employee morale and retaining key management and other employees; retaining existing business and operational relationships, including with customers, suppliers and employees, and attracting new business and operational relationships; foreseen and unforeseen costs and expenses; and potential negative reactions from the financial markets if we fail to complete a separation plan as expected, within the anticipated time frame, or at all. Any of these factors could have a material adverse effect on our business, financial condition, results of operations, cash flows and stock price. Our business strategy has historically relied, in part, on acquisitions to create growth, such as ~~CommScope' s~~ **our acquisition of ARRIS in** 2019 ~~acquisition of ARRIS, ARRIS' 2017 acquisition of Ruckus Wireless~~ and **our** ~~the ICX Switch business, ARRIS' 2016 combination with Pace plc and CommScope' s 2015~~ acquisition of TE Connectivity' s Broadband Network Solutions business (the BNS business) **in 2015** . We anticipate that a portion of our future growth may be accomplished by acquiring existing businesses, products or technologies. We cannot guarantee that we will be able to identify suitable acquisition opportunities or obtain the necessary financing on acceptable terms to provide these future growth opportunities. We may spend time and money investigating and negotiating with potential acquisition or investment targets **without** ~~but not complete~~ **completing** the transaction **,** which may divert or waste resources. All acquisitions involve risks, such as the assumption of additional liabilities and expenses, issuance of debt, incurrence of transaction and integration costs, diversion of management' s attention from other business concerns, assumption of unknown contingent liabilities, unanticipated litigation costs and falling short of growth expectations. There are also significant challenges to integrating an acquired operation into our business, including, but not limited to **,** successfully managing the operations, manufacturing facilities and technology of the combined business; integrating the sales organizations; maintaining and increasing the customer base; retaining key employees, suppliers and distributors; integrating management information systems, including enterprise resource planning (ERP) systems; integrating inventory management and accounting activities; integrating R & D activities; navigating markets in which we potentially have limited or no prior experience; integrating and implementing effective disclosure controls and procedures and internal controls over financial reporting; and the impact of goodwill or other impairment charges, amortization costs for acquired intangible assets and acquisition accounting treatment, including the loss of deferred revenue and increases in the fair values of inventory and other acquired assets, on our financial condition and results of operations. Furthermore, such acquisitions may be dilutive to our financial results. Although we typically expect to realize strategic, operational and financial benefits as a result of our past and future acquisitions and investments, we cannot predict or guarantee whether and to what extent anticipated cost savings, synergies and growth prospects will be achieved. For example, we have not fully achieved the expected growth prospects associated with the ARRIS acquisition and that has had adverse effects on our financial condition, results of operations, cash flows and stock price. We have previously recognized restructuring charges in ~~response to slowdowns in demand for our products, in~~ conjunction with the implementation of initiatives to reduce costs and improve the efficiency of our operations and to integrate acquisitions. For example, the CommScope NEXT actions to date have included the ~~planned~~ closure of a manufacturing facility **, reduction in our real estate footprint, including the consolidation of distribution facilities,** as well as workforce reductions. In prior years, we have also undertaken a number of initiatives to support the integration of acquisitions, such as the 2019 acquisition of the ARRIS business and the 2015 acquisition of the BNS business. These initiatives **also** included the closure of manufacturing facilities, consolidation of distribution centers and other real estate and various other workforce reductions. As a result of the continued efforts related to CommScope NEXT, changes in business conditions and other developments, we may need to initiate additional restructuring actions that could result in workforce reductions and restructuring charges, which could adversely and materially affect our cash flows. Carlyle owns a substantial portion of our equity and its interests may not be aligned with yours. Funding for the acquisition of ARRIS included an investment by Carlyle in our Series A Convertible Preferred Stock. As a result, Carlyle owns approximately ~~16~~ **17** % of our common stock on an if- converted basis and has the right to designate up to two directors on our Board of Directors **(Board)** . In addition, certain of our existing directors are senior advisors to Carlyle. As a result, Carlyle has significant influence on our business. Circumstances may occur in which the interests of Carlyle could conflict with the interests of our other stockholders . As of December 31, 2022......, results of operations and cash flows . Many of our markets are characterized by rapid advances in information processing and communications capabilities that require increased transmission speeds and density and greater bandwidth. These advances require significant investments in R & D in order to improve the capabilities of our products and services and develop new offerings or solutions that will meet the needs and preferences of our customers. There can be no assurance that our investments in R & D will yield marketable product or service innovations. We may not be successful in our ongoing innovation efforts if, among other things, our products and services are not cost effective, brought to market in a timely manner, compliant with evolving industry standards, accepted in the market or recognized as meeting customer requirements. We could experience a material adverse effect on our business, financial condition, results of operations and cash flows if we are not successful in our ongoing innovation efforts. As our products become more complex and customer preferences continue to change, we may encounter difficulties in meeting ~~customer~~ **such** preferences, including performance, service and delivery expectations. Developing our products is expensive, complex and involves uncertainties. Each phase in the development of our products presents serious risks of failure, rework or delay, any one of which could impact the timing and cost- effective development of such product and could jeopardize end customer acceptance of the product. We have experienced in the past, and may in the future experience, design, manufacturing, marketing and other difficulties that could delay or prevent the development, introduction or marketing of new products and enhancements. Any such difficulties or delays could have a material adverse effect on our results of operations, financial condition and cash flows. To compete successfully, we must continue to innovate in anticipation of both our customers' needs and developing industry trends, which require us to quickly design, develop, manufacture and sell new or enhanced products that provide increasingly higher levels of performance and reliability. If we do not have competitively priced, market- accepted products available to meet our customers' planned roll- out of new technologies, we may miss a significant opportunity and our business, financial condition, results of operations and cash flows could be materially and adversely affected. The introduction of new or enhanced products requires that we carefully manage the transition from older products to minimize disruption in customer ordering practices and ensure that new products can be timely delivered to meet our customers' demand. If we are not able to support our customers in an effective and cost- efficient manner as they advance from older generation networks or as they expand the capacity of their networks, our business will suffer. Furthermore, there are several major trends that we expect to continue to impact the enterprise market and product life cycles, including the shift to 5G, ~~enterprises~~ - **enterprise** ~~shifting~~ **shifts** toward mobility indoors and ~~adjusting~~ **adjustments of** in- building cabling designs to support Wi- Fi, more access points and in- building cellular applications. Due to significant increases in data traffic and migrations of applications to the cloud, enterprises are also shifting spending toward multi- tenant data centers and hyperscale cloud service providers, which offer cloud data centers services as a replacement to in- house corporate data centers. As a result, there is growing demand for fiber solutions and decelerating demand for copper solutions. If we are unable to continue to support customers in these transitions, or if sales of copper products decline faster than expected, we could experience a material adverse effect on our business, financial condition, results of operations and cash flows. In order to stay current with product life cycle developments, we have formed strategic relationships with leading technology companies to provide us with early access to technology that we believe will help keep us at the forefront of our industry. Our strategic alliances are generally based on business relationships that have not been the subject of written agreements expressly providing for the alliance to continue for a significant period of time, and the loss of any such strategic relationship could have a material adverse effect on our business and results of operations. Many of our products are designed to interoperate with cellular networks and mobile devices using Wi- Fi technology. These networks and devices have varied and complex specifications. As a result, we must ensure that our products interoperate effectively with these existing and planned networks and devices. To meet these requirements, we must continue development and testing efforts that require significant capital and employee resources. We may not accomplish these development efforts quickly or cost- effectively, or at all. If our products do not interoperate effectively, orders for our products could be delayed or cancelled, which would harm our revenue, operating results and reputation, potentially resulting in the loss of existing and potential end customers. The failure of our products to interoperate effectively with cellular networks or mobile devices may result in significant warranty, support and repair costs, **may** divert the attention of our engineering personnel from our product development efforts and **may** cause significant customer relations problems. In addition, our end customers may require our products to comply with new and rapidly evolving security or other certifications and standards. If our products are late in achieving or fail to achieve compliance with these certifications and standards, or our competitors first achieve compliance with these certifications and standards, such end customers may not purchase our products, which would harm our business, operating results, financial condition and cash flows. Our business depends on delivering products and services of consistently high quality. Many of our solutions are highly complex, and testing procedures used by us and our customers are limited to evaluating them under likely and foreseeable failure scenarios. Many of our products include both hardware and software components. It is not unusual for software, especially in earlier versions, to contain bugs that can unexpectedly interfere with expected operations. For various reasons, once deployed, our products may fail to perform as expected. Performance issues could result from faulty design, defective raw materials or components purchased from suppliers, problems in manufacturing or installation errors. We have experienced such performance issues in the past and remain exposed to such performance issues in the future. In some cases, recall of some or all affected products, product redesigns or additional capital expenditures may be required to correct a defect; and depending on the number of products affected, the cost of fixing or replacing such products could have a material impact on our results of operations and cash flows. Our agreements with our contract manufacturers and component suppliers may not cover all costs related to defects. In some cases, we are dependent on a sole supplier for components used in our products. Defects in sole- sourced components subject us to additional risk of being unable to quickly address any product issues or failures experienced by our customers as a result of the component defect and could delay our ability to deliver new products until the defective components are corrected or a new supplier is identified and qualified. This could increase our costs in resolving the product issue, result in decreased sales of the impacted product or damage our reputation with customers, any of which could negatively impact our results of operations. Hardware or software defects could also permit unauthorized users to gain access to our customers' networks and / or a consumer' s home network. In addition to potentially damaging our reputation with customers, such defects may also subject us to claims for damages under agreements with our customers and fines by regulatory authorities. We offer warranties on most products, the terms and conditions of which depend upon the product subject to the warranty. In many cases, we also indemnify our customers against damages or losses that might arise from certain claims relating to our products and services. Future claims may have a material adverse effect on our business, financial condition, results of operations and cash flows. Any significant or systemic product or service failure could also result in lost future sales as a result of reputational damage. Our products have been deployed in many different locations and user environments and are capable of providing services and connectivity to many different types of devices operating a variety of applications. The ability of our products to operate effectively can be negatively impacted by many different elements unrelated to our products. For example, a user' s experience may suffer from an incorrect setting in a Wi- Fi device. Although certain technical problems experienced by users may not be caused by our products, users often may perceive them to be the underlying cause of poor performance of the wireless network. This perception, even if incorrect, could harm our business and reputation. Similarly, a high- profile network failure may be caused by improper operation of the network or failure of a network component that we did not supply, but service providers may perceive that our products were implicated, which, even if incorrect, could harm our business, financial condition, results of operations and cash flows. **We depend on cloud computing infrastructure operated by third parties and any disruption in these operations could adversely affect our business.** For certain of our service offerings, in particular our Wi- Fi- related cloud services, we rely on third parties to provide cloud computing infrastructure that offers storage capabilities, data processing and other services. We currently operate our cloud- dependent services using Amazon Web Service (AWS), Google Compute Engine (GCE) or Microsoft Azure (Azure). We cannot easily switch our AWS, GCE or Azure operations to another cloud provider. Any disruption of or interference with our use of these cloud services would impact our operations and our business could be adversely impacted. Problems faced by our third- party cloud ~~services~~ - **service providers** with the telecommunications network providers with whom we or they contract or with the systems by which our telecommunications providers allocate capacity among their customers, including us, could adversely affect the experience of our end customers. If AWS, GCE or Azure are unable to keep up with our needs for capacity, this could have an adverse effect on our business. Any changes in third- party cloud services or any errors, defects, disruptions or other performance problems with our cloud- based applications, could adversely affect our reputation and may damage our end customers' stored files or result in lengthy interruptions in our services. Interruptions in our services might adversely affect our reputation and operating results, cause us to issue refunds or service credits, subject us to potential liabilities or result in contract terminations. We rely on effective management information systems for critical business operations, to support strategic business decisions and to maintain a competitive edge in the marketplace. We rely on our ERP systems to support critical business operations such as processing sales orders and invoicing, manufacturing, shipping, inventory control, purchasing and supply chain management, human resources and financial reporting. In 2020, we began the upgrade and integration of our ERP software to a newer, cloud- based version. The first phase was completed in early 2021 and **we completed** the ~~next~~ **second** phase ~~is ongoing. We may experience difficulties as we transition to the upgraded systems, including loss or corruption of data, delayed shipments, decreases~~ in **2023,** ~~productivity as personnel implement and become familiar~~ with **limited disruption** ~~new systems and processes, unanticipated expenses (including increased costs of implementation or costs of conducting business) and lost revenue~~ . **These** ~~Difficulties in implementing the upgrade~~ **upgrades and integrations do have risks and any future upgrades** or **integrations** ~~significant system failure~~ could disrupt our operations, divert management' s attention and have an adverse effect on our capital resources, financial condition, results of operations or cash flows. We also rely on management information systems to produce information for business decision- making and planning and to support **digital platforms** ~~e- commerce activities~~ . Failure to maintain an adequate digital platform or to make additional investment in our digital platform to support e- commerce activities and improve our customer experience could have a material adverse impact on our business through lost sales opportunities. If we are unable to maintain our management information systems, including our IT infrastructure, to support critical business operations, produce information for business decision- making activities and support digital customer experience activities, we could experience a material adverse impact on our business or an inability to timely and accurately report our financial results. We rely extensively on our management information technology systems and those of third parties to operate our business and store proprietary information about our products and intellectual property. Additionally, we and others acting on our behalf receive, process, store and transmit confidential data, including " personally identifiable information, " with respect to employees, vendors, customers and others. As the continued rise in cybersecurity incidents around the world indicates, all management information technology systems are vulnerable. **We experienced a cybersecurity incident in the first quarter of 2023, but it had limited impact on our business operations.** Despite the security controls we have **put** in place **since that incident** , our facilities, systems and procedures, and those of our third- party service providers, are **still** at risk of security breaches, acts of vandalism, ransomware, software viruses, misplaced or lost data, programming and / or human errors or other similar events. In particular, unauthorized access to our computer systems or stored data could result in the theft or improper disclosure of proprietary, confidential, sensitive or personal information, the deletion or modification of records or interruptions in our operations. These cybersecurity risks increase when we transmit information from one location to another, including transmissions over the Internet or other electronic networks. Any future significant compromise or breach of our data security, whether external or internal, or misuse of employee, vendor, customer, or Company data, could result in significant costs, lost sales, fines, lawsuits, lost customers and damage to our reputation. We employ a variety of security breach countermeasures and security controls designed to mitigate these risks, but we cannot guarantee that all breach attempts can be successfully thwarted by these measures as the sophistication of attacks increases. As cyber threats continue to evolve, we may be required to expend additional resources to mitigate new and emerging threats while continuing to enhance our information security capabilities or to investigate and remediate security vulnerabilities. In addition, defects in some of the hardware or software we develop and sell, including in our engineering or in their implementation by our customers, could ~~also~~ result in unauthorized access to our customers' and / or consumers' networks. Such unauthorized access could result in third parties gaining access to the private **and personal** information **and technology** of our customers, such as home health information, home cameras or other personal information or technology. Any such events could result in theft of personal information, trade secrets and intellectual property; give rise to legal proceedings; cause us to incur increased costs for insurance premiums, security, remediation and regulatory compliance; subject us to civil and criminal penalties; expose us to liabilities to our customers, employees, vendors, governmental authorities or other third parties; allow others to unfairly compete with us; disrupt our delivery of products and services; expose the confidential information of our clients and others; and have a negative impact on our reputation, all of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and stock price. There are inherent climate change risks wherever business is conducted. The potential physical impacts of climate change on our operations are highly uncertain and would be particular to the geographic areas in which we operate. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. These impacts may adversely impact the cost, production levels and financial performance of our operations. Climate- related events, including the increasing frequency **and intensity** of extreme weather events and their impact on critical infrastructure in the regions in which we operate, have the potential to disrupt our business, our third- party suppliers, and / or the business of our customers and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations. CommScope aligns with the Sustainability Accounting Standards Board (SASB) standards, Global Reporting Initiative (GRI) standards and makes use of the Carbon Disclosure Project (CDP) platform, which is committed to aligning with the Task Force on Climate Related Financial Disclosures (TCFD) recommendations to accurately assess, take potential proactive action and report as appropriate. For additional information, which is not incorporated by reference in this Annual Report on Form 10- K, see our ~~Corporate Responsibility and~~ Sustainability report on the CommScope website: https: / / www. commscope. com / corporate- responsibility- and- sustainability /. **Failure to attract, develop and maintain a highly skilled and diverse workforce or effectively manage changes in our workforce can have an adverse effect on our business.** Our business **requires that we attract** ~~depends upon our continued ability to hire and retain key employees. Effective succession planning is important to our long- term success. We depend on our senior management team and other key employees for strategic success. Some of our key employees have retired or are at or near retirement age~~ , ~~including~~ **develop and maintain** a ~~disproportionate amount of our~~ **highly skilled and diverse** workforce ~~in key geographic areas who will reach retirement age in the next decade. Failure to ensure effective transfer of knowledge and smooth transitions involving key employees could hinder our strategic planning and execution. Key employees include individuals in our sales force, operations management, engineers and skilled production workers at our operations around the world. Competition for skilled personnel and highly qualified managers in the industries in which we operate is intense~~ . Our ~~growth by acquisitions and changes in key leadership has created and could continue to create challenges in retaining employees as well. As the corporate culture evolves, some employees may not find the new culture appealing. In addition, the pace of integration and transformation may cause retention issues with our workforce due to change fatigue. Furthermore, as our workforce ages, we are challenged to find and attract a younger population to replace them. Younger generations are motivated by progression and opportunity, which may be limited by our current employee population. In addition, many of our~~ employees are highly ~~experienced~~ **sought after by our competitors and other companies and our continued ability to compete effectively depends on our ability to attract** , **retain, develop and motivate highly** skilled **personnel** ~~individuals who have extensive knowledge or~~ **for all areas of** ~~relationships in our industry. As these employees leave CommScope, we may not be able to easily replicate their experience, knowledge and relationships; and with rising labor costs, replacing these employees may increase costs. Difficulties in attracting or~~ **our organization. Our ability** ~~retaining employees with the necessary management, technical and financial skills needed~~ to **do so has been** ~~achieve our business objectives may limit our growth potential and have had~~ and may continue to **be impacted by challenges in the labor market, which has experienced and may continue to experience wage inflation, labor shortages, increased employee turnover, changes in availability of our workforce and a shift toward remote work. Any unplanned turnover, sustained labor shortage or unsuccessful implementation of our succession plans to backfill current leadership positions, including the Chief Executive Officer, or failure to attract, develop and maintain a highly skilled and diverse workforce can deplete our institutional knowledge base, erode our competitive advantage or result in increased costs due to increased competition for employees, higher employee turnover or increased employee benefit costs, all of which could adversely affect our business, financial condition and results of operations. Disruptions in labor, including strikes or work stoppages, could** have a material adverse effect on our business, **results of operations and** financial condition **. We have experienced** and ~~results of~~ **could continue to experience disruption in our manufacturing** operations **and supply chain, including labor shortages or changes in the availability of our or our business partners' workforce, strikes or work stoppages (including by third parties involved in the manufacture, production and distribution of our products)** . Although none of our U. S. employees are represented by unions, a significant portion of our international employees are members of unions or subject to works ~~2~~ councils or similar statutory arrangements. ~~We are required to consult with, and seek the consent or advice of, various employee~~

~~groups or works' councils that represent our employees for any changes to our activities or employee benefits. We have recently concluded negotiations resulting in an agreement for the establishment of a European Works Council that would serve as a representative body of our European workforce. Requirements to consult with such groups could have a significant impact on our flexibility in managing costs and responding to market changes. In addition, many of our direct and indirect customers and vendors have unionized workforces.~~ Strikes ~~,~~ **or** work stoppages or **other business interruptions** ~~slowdowns experienced by us at our international locations or experienced by our customers or vendors could~~ have ~~a negative impact~~ **occurred and may occur in the future if we or the third parties that are involved in the manufacturing, production and distribution of our products are unable to renew or enter into new agreements** on ~~us~~ **satisfactory terms** . ~~Organizations responsible for~~ **This can impair the** manufacturing ~~or shipping~~ **and distribution of** our products **,** ~~may also be impacted by labor disruptions. Any interruption~~ --- **interrupt** ~~in the delivery of our products~~ - **product supply** ~~could harm our reputation with our customers~~ , ~~reduce demand for our products~~ **lead to a loss of sales** , increase **our** costs ~~and have a material~~ **or otherwise affect our ability to fully implement future operational changes to enhance our efficiency or to adapt to changing business needs or strategy, all of which can** ~~adverse~~ **adversely** ~~effect~~ **affect** ~~on us~~ **our business** . We have significant international sales, manufacturing, distribution and R & D operations. Our major international manufacturing, distribution and R & D facilities are located in China, the Czech Republic, Germany, India, Ireland, Mexico ~~, the Netherlands, Singapore~~ and the ~~United Kingdom~~ **U. K** . For the year ended December 31, ~~2022~~ **2023** , international sales represented ~~38~~ **35** % of our consolidated net sales. In general, our international sales have lower gross profit percentages than our domestic sales. To the extent international sales increase as a percentage of our net sales, our overall gross profit percentages may decline. Our international sales, manufacturing, distribution and R & D operations are subject to the risks inherent in operating abroad, including, but not limited to, coordinating communications among and managing international operations; currency exchange rate fluctuations; economic and political destabilization, including the current risk with China- Taiwan relations, China- U. S. relations and Russia- U. S. relations; restrictive actions by foreign governments; price inflation; volatile interest rates; wage inflation; nationalization of businesses and expropriation of assets; the laws and policies of the U. S. and other countries affecting trade and tariffs, anti-bribery, foreign investment and loans; foreign tax laws, including the ability to recover amounts paid as value- added and similar taxes; potential restrictions on the repatriation of cash; reduced protection of intellectual property; longer customer payment cycles; compliance with local laws and regulations, including the imposition of new data privacy and climate change regulations; volatile geopolitical turmoil, including popular uprisings, regional conflicts, terrorism, and war; shipping interruptions, including shortages of containers or port congestion; major public health or safety concerns, such as pandemics and infectious diseases; natural or man- made disasters; inflexible labor contracts or labor laws in the event of business downturns; and economic boycott for doing business in certain countries. Although the Company maintains insurance coverage for certain types of losses, such insurance coverage may be insufficient to cover all losses that may arise. A significant portion of our products sold in the U. S. are manufactured outside the U. S. To the extent there are changes in U. S. trade policies, such as significant increases in tariffs or duties for goods brought into the U. S., our competitive position may be adversely impacted and the resulting effect on our earnings could be material. For a more complete discussion of our risks related to trade policies, see the risk factor, " Additional tariffs or a global trade war could increase the cost of our products, which could adversely impact the competitiveness of our products " under " International Risks " in this Item 1A, Risk Factors section. Risks related to fluctuations in foreign currency rates has impacted in the past and could continue to impact our sales, financial condition, results of operations and cash flows. Our foreign currency risk exposure is mainly concentrated in Chinese yuan, **European Union (E. U.)** euro, British pound sterling, Mexican peso, Japanese yen, Canadian dollar, Australian dollar, Brazilian real, South African rand, Indian rupee and Czech koruna. We manage our foreign currency rate risks through regular operating and financing activities and use derivative financial instruments such as foreign exchange forward contracts. There can be no assurance that our risk management strategies will be effective or that the counterparties to our derivative contracts will be able to perform. In addition, foreign currency rates in many of the countries in which we operate have at times been extremely volatile and unpredictable. We may choose not to hedge or determine we are unable to effectively hedge the risks associated with this volatility. In such cases, we may experience declines in sales and adverse impacts on earnings and such changes could be material. Additional tariffs or a global trade war could increase the cost of our products, which could adversely impact the competitiveness of our products. There is uncertainty about the future relationship between the U. S. and various other countries, most significantly China, with respect to trade policies and tariffs. Past U. S. administrations have called for substantial changes to U. S. foreign trade policy with respect to China and other countries, including the possibility of imposing greater restrictions on international trade and significant increases in tariffs on goods imported into the U. S. The current administration could have a different approach to U. S. foreign trade policy with China as well as other countries **,** but there remains uncertainty. This uncertainty about the future relationship between the U. S. and certain of its trading partners may reduce trade between the U. S. and other nations, including countries in which we currently operate, or result in a global economic slowdown with long- term changes to global trade. Changes in policy or continued uncertainty could depress economic activity and restrict our access to suppliers or customers. The tariffs implemented on our products (or on materials, parts or components we use to manufacture our products) by past U. S. administrations increased the cost of our products manufactured in the U. S. and imported into the U. S. If additional tariffs or trade restrictions are implemented on our products (or on materials, parts or components we use to manufacture our products) by the U. S. or other countries, the cost of our products manufactured in China, Mexico or other countries and imported into the U. S. or other countries could increase further. We expect to continue to pass along some of these costs to our customers, but the increased cost could adversely affect the demand for products. We have been successful in the past in shifting the manufacturing locations for the impacted products, but this takes time and results in additional one- time costs and these alternative locations may have higher ongoing manufacturing costs. These cost increases could adversely affect the demand for our products and / or reduce margins, which could have a material adverse effect on our business and our earnings. In addition, a significant percentage of our component parts are manufactured in China and other ~~southeastern~~ --- **Southeast** Asian countries. The impact of tariffs or other geopolitical instability may limit our access and our manufacturing partners' access to those components which would impact production and could lead to further increases to product costs. Additionally, further escalation of trade tensions could lead to the possible decoupling of the U. S. and China economies. Any or all of these factors could negatively affect demand for our products and our business, financial condition, results of operations and cash flows, and such effects could be material. We are required to comply with the anti- corruption laws and regulations of the U. S. government and various other international jurisdictions, **such as the U. S. Foreign Corrupt Practices Act and the U. K. Bribery Act,** and our failure to comply with these laws and regulations may expose us to significant liabilities. These laws and regulations may apply to companies, individual directors, officers, employees and agents, and may restrict our operations, trade practices, investment decisions and partnering activities ~~. In particular, we are subject to U. S. and foreign anti- corruption laws and regulations, such as the U. S. Foreign Corrupt Practices Act and the U. K. Bribery Act~~ . Violations of these legal requirements are punishable by significant criminal fines and imprisonment, civil penalties, disgorgement of profits, injunctions, debarment from government contracts and other remedial measures. We have established policies, procedures and internal controls designed to assist us and our personnel in complying with applicable U. S. and international anti- corruption laws and regulations. However, our employees, subcontractors or channel partners could take actions that violate these requirements. In addition, some of the international jurisdictions in which we operate have elevated levels of corruption. As a result, we are exposed to an increased risk of violating anti- corruption laws. Violation of anti- corruption laws could adversely affect our reputation, business, financial condition, results of operations and cash flows, and such effects could be material. Certain of our products, including purchased components of such products, are subject to export controls and may be exported only with the required export license or through an export license exemption. In addition, we are required to comply with certain U. S. and foreign import and customs rules, sanctions and embargos such as the U. S. enacted Uyghur Forced Labor Prevention Act (UFLPA) that became effective in 2022. Although we believe the risk of a UFLPA enforcement action against the Company **is** ~~to be~~ low at this time, we will continue to monitor the ongoing potential impact as the Customs and Border Protection guidance will continue to evolve. If we were to fail to comply with applicable export licensing, customs regulations, economic sanctions and other laws, we could be subject to substantial civil and criminal penalties, including fines, the incarceration of responsible employees and managers and the possible loss of export or import privileges. In addition, if our distributors fail to obtain appropriate import, export or re- export licenses or permits, we may also be adversely affected through reputational harm and penalties. Obtaining the necessary export license for a particular sale may be time- consuming and may result in a delay or loss of sales opportunities. Furthermore, export control laws and economic sanctions prohibit the shipment of certain products to embargoed or sanctioned countries, governments and persons. While we train our employees to comply with these regulations and have systems in place designed to prevent compliance failures, we cannot assure you that a violation will not occur, whether knowingly or inadvertently. Any such shipment could have negative consequences, including government investigations, penalties, fines, civil and criminal sanctions and reputational harm. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations or change in the countries, governments, persons or technologies targeted by such regulations could result in our decreased ability to export, import or sell our products to existing or potential customers, particularly those with international operations. Any limitation on our ability to export, import or sell our products could adversely affect our business, financial condition, results of operations and cash flows, and such effects could be material. We may encounter difficulties and significant costs in protecting our intellectual property rights or obtaining rights to additional intellectual property to permit us to continue or expand our business. Other companies, including some of our largest competitors, hold intellectual property rights in our industry **,** and the intellectual property rights of others could inhibit our ability to introduce new products unless we secure necessary licenses on commercially reasonable terms. In the past, we have initiated litigation in order to enforce patents issued or licensed to us or to determine the scope and / or validity of a third- party' s patent or other proprietary rights, and we may initiate similar litigation in the future. We also have been and may in the future be subject to lawsuits by third parties seeking to enforce their own intellectual property rights, including against certain of the products or intellectual property that we have acquired through acquisitions. Any such litigation, regardless of outcome, could be costly and could subject us to significant liabilities or require us to cease using proprietary third- party technology. In addition, the payment of any damages or any necessary licensing fees or indemnification costs associated with a patent infringement claim could be material and could also materially adversely affect our cash flows and operating results. Such litigation can also be a significant distraction to management. In certain markets, we may be required to address counterfeit versions of our products. We may incur significant costs in pursuing the originators of such counterfeit products and, if we are unsuccessful in eliminating them from the market, we may experience a reduction in the value of our products, harm to our reputation and / or a reduction in our net sales. Because of the nature of information that may pass through or be stored on certain of our solutions or networks, we, our vendors and our end customers are subject to complex and evolving U. S. and foreign laws and regulations regarding information privacy, data protection, cybersecurity and other related matters. Globally, there has been an increase in laws and regulatory action concerning privacy- related matters. Generally, these laws create rights for individuals in their personal data as well as impose obligations on businesses regarding the handling of **such** personal data, including data of employees, consumers and business contacts. Several U. S. states are considering or have adopted legislation requiring companies to disclose the collection of personal data, protect the security of personal information that they hold or respond to ~~rights~~ individuals ~~'~~**'** rights regarding their personal data. For example, the California Consumer Privacy Act **(CCPA)** , which went into effect on January 1, 2020, subjects us to stricter obligations, greater fines and more private causes of action related to data security. The California Privacy Rights Act (CPRA), which is effective in 2023, amends and further expands the **CCPA** ~~California Consumer Privacy Act~~ . Virginia, Connecticut, Utah and Colorado **enacted** ~~also have~~ similar laws ~~going into effect~~ in 2023. ~~Also, many~~ **Many** jurisdictions have **also** enacted or are enacting laws requiring companies to notify regulators or individuals of data security incidents involving certain types of personal data, including **the** ~~recently proposed rules~~ - **rule issued** by the Securities and Exchange Commission in the U. S. ~~that are expected to be adopted~~ in 2023 that ~~would, among other things, require~~ **requires** public disclosure of material security incidents. These mandatory disclosures regarding security incidents often lead to widespread negative publicity. Any security incident, whether actual or perceived, could harm our reputation, erode customer confidence in the effectiveness of our data security measures, negatively impact our ability to attract or retain customers, or subject us to third- party lawsuits, regulatory fines or other action or liability, which could materially and adversely affect our business and operating results. Foreign data protection, privacy and other laws and regulations can be more restrictive than those in the U. S. For example, the E. U.' s General Data Protection Regulation (GDPR), which became effective in May 2018, was designed to harmonize data privacy laws across Europe, to protect all E. U. citizens' data privacy, empower E. U. citizens with respect to their personal data and to reshape the way organizations across the region approach data privacy. Compliance with GDPR has required changes to products and service offerings, internal and external software systems, including our websites, and changes to many company processes and policies. Failure to comply with GDPR could cause significant penalties and loss of business. Subsequent judicial rulings in Europe about GDPR have invalidated the E. U.- U. S. privacy shield framework, which was the mechanism relied upon by some of our vendors for personal data transfers out of the E. U. Additionally, these rulings require companies like ours to assess their personal data transfers from the E. U. to determine whether the protections in the U. S. or any country without an adequacy determination meet E. U. standards in the context of the specific transfer. A European data protection authority could disagree with our assessment of such transfers, resulting in penalties or required changes in how we transfer data within our company. In addition, some countries are considering or have passed legislation requiring local storage and processing of data. For example, Brazil and India have each adopted such laws that became effective in January 2020. These new and proposed laws could increase the cost and complexity of offering our solutions or maintaining our business operations in those jurisdictions. The introduction of new solutions or expansion of our activities in certain jurisdictions may subject us to additional laws and regulations. Our channel partners and end customers also may be subject to such laws and regulations in the use of our products and services. These U. S. federal and state and foreign laws and regulations, which often can be enforced by private parties or government entities, are constantly evolving. In addition, the application and interpretation of these laws and regulations are often uncertain, may be interpreted and applied inconsistently from jurisdiction to jurisdiction and may be contradictory with each other. For example, a government entity in one jurisdiction may demand the transfer of information forbidden from transfer by a government entity in another jurisdiction. If our actions were determined to be in violation of any of these disparate laws and regulations, in addition to the possibility of fines, we could be ordered to change our data practices, which could have an adverse effect on our business and results of operations and financial condition. There is also a risk that we, directly or as the result of a third- party service provider we use, could be found to have failed to comply with the laws or regulations applicable in a jurisdiction regarding the collection, handling, transfer, disposal or consent to the use of personal data, which could subject us to fines or other sanctions, as well as adverse reputational impact. Some states and countries are considering or have introduced laws and regulations requiring minimum or particular security controls be incorporated into devices that connect to the internet (so called " Internet of Things Security laws "). Where products we manufacture are considered in scope for some of these laws and regulations, compliance obligations or customer contracts may necessitate modification of existing product features and specifications or make inventory obsolete. Inconsistencies in these laws can introduce complexity into our design, manufacturing and inventory management processes. Compliance with these existing and proposed laws and regulations can be costly and require significant management time and attention, and failure to comply can result in negative publicity and subject us to inquiries or investigations, claims or other remedies, including fines or demands that we modify or cease existing business practices. Customers may demand or request additional functionality in our products or services that they believe are necessary or appropriate to comply with such laws and regulations, which can cause us to incur significant additional costs and can delay or impede the development of new solutions. In addition, there is a risk that failures in systems designed to protect private, personal or proprietary data held by us or our customers using our solutions will allow such data to be disclosed to or seen by others, resulting in application of regulatory penalties, enforcement actions, remediation obligations, private litigation by parties whose data ~~were~~ **was** improperly disclosed or claims from our customers for costs or damages they incur. There can be no assurance that the limitations of liability in our contracts would be enforceable or adequate or would otherwise protect us from any such liabilities or damages with respect to any particular claim. Our existing general liability insurance coverage and coverage for errors and omissions may not continue to be available on acceptable terms or may not be available in sufficient amounts to cover one or more large claims, or our insurers may deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceeds available insurance coverage, or ~~the occurrence of~~ changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, financial condition, results of operations and cash flow. We are subject to various federal, state, local and foreign environmental laws and regulations governing, among other things, discharges to air and water, management of regulated materials, energy consumption, handling and disposal of solid and hazardous waste and investigation and remediation of contaminated sites. We are also subject to laws and regulations regarding the types of substances allowable in certain of our products and the handling of our products at the end of their useful life. Because of the nature of our business, we have incurred and will continue to incur costs relating to compliance with or liability under these environmental laws and regulations **,** and these costs could be material. In addition, there is an increasing focus on corporate social and environmental responsibility in our industry, in which new laws and regulations, new or different interpretations of existing laws and regulations, expansion of existing legal requirements related to our products, the discovery of previously unknown contamination or the imposition of new remediation or discharge requirements could require us to incur costs or **could** become the basis for new or increased liabilities that could have a material adverse effect on our financial condition. Certain environmental laws impose strict and, in some circumstances, joint and several liability on current or former owners or operators of a contaminated property, as well as companies that generated, disposed of or arranged for the disposal of hazardous substances at a contaminated property, for the costs of investigation and remediation of **such** ~~the contaminated~~ property. Our present and past facilities have been in operation for many years and over that time, in the course of those operations, hazardous substances and wastes have been used, generated and occasionally disposed of at such facilities, and we have disposed of waste products either directly or through third parties at numerous disposal sites. Consequently, it has been necessary to undertake investigation and remediation projects at certain sites and we have been, and may in the future be, held responsible for a portion of the investigation and clean- up costs at these sites and our share of those costs may be material. Efforts to regulate emissions of greenhouse gases (GHGs), such as carbon dioxide, are continuing to evolve in the U. S. and other countries where we operate, and this could increase the cost of raw materials, production processes and transportation of our products. If we are unable to comply with such regulations or sufficiently increase prices or otherwise reduce costs to offset the increased costs of compliance, GHG regulation could have a material adverse effect on our business, financial condition, results of operations and cash flow. A number of governments or governmental bodies have also introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change, such as the proposed reporting regulations issued by the Securities and Exchange Commission in the U. S. and final regulations issued in **California and** the **E.** U. ~~K. Legislation and increased~~ **Increased** regulation regarding climate change could impose significant costs on us and our suppliers, including costs related to increased energy requirements, capital equipment, environmental monitoring and reporting, and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Additionally, some of our customers have adopted, or may adopt, procurement policies that include social and environmental responsibility provisions or requirements with which their suppliers should comply. An increasing number of investors are also pushing companies to disclose corporate social and environmental policies, practices and metrics. If we are unable to comply with such policies or meet the requirements of our customers and investors, it may impact the demand for our products, negatively impact our stock price or expose us to potential litigation. Given the political significance around and uncertainty about how to best mitigate climate change, we cannot predict how legislation, regulation or customer and investor expectations will affect our financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation. General Risk Factors Pandemics ~~, such as the COVID- 19 pandemic,~~ have had and could have in the future, material and adverse effects on our ability to successfully operate and on our financial condition, results of operations and cash flows due to the following factors, among others: ~~•~~ health concerns that may lead to a complete or partial closure of, or other operational issues at, our manufacturing facilities or those of our contract manufacturers ~~like we experienced related to the COVID- 19 pandemic in the first quarter of 2020 with the shutdown of our factories in Suzhou, China~~ ; ~~•~~ the reduced economic activity may severely impact our customers' financial condition and liquidity and may lead to decreased demand for our products and services ~~like we experienced in 2020 related to the COVID- 19 pandemic~~ or impact the timing of on- going or planned projects; ~~•~~ difficulty accessing debt and equity capital on attractive terms, or at all, and a severe disruption and instability in the global financial markets or deteriorations in credit and financing conditions may affect our access to capital necessary to fund business operations or address existing and anticipated liabilities on a timely basis; ~~•~~ a deterioration in our ability to operate in affected areas or delays in the supply of products or services to us from vendors that are needed for our efficient operations could adversely affect our operations ~~like we experienced related to the COVID- 19 pandemic in 2021 and 2022~~ ; ~~•~~ the potential outbreaks among our personnel, particularly if a significant number of them are impacted, could result in a deterioration in our ability to ensure business continuity during a disruption; and ~~•~~ remote working arrangements may increase our vulnerability to cybersecurity incidents, including breaches of information systems security, which could damage our reputation, disrupt operations and expose us to claims from customers, suppliers, employees and others. The extent to which any future public health crisis ~~, such as COVID- 19,~~ impacts our operations and those of our customers and suppliers will depend on the scope, severity, duration and spread of the health crisis, the actions taken to contain it or mitigate its impact, and the direct and indirect economic effects of the crisis and containment measures, among others, all of which are uncertain and cannot be predicted with confidence. ~~Although the negative impacts of COVID- 19 have receded as we experienced recovery in demand for our products in 2022, the pandemic continues to present future uncertainty and risks both domestically and internationally related to indirect consequences such as inflation, rising interest rates, shortages in materials and components and increased logistics costs. Any continued global supply chain and economic disruption could impact the timing and amount of capital spending by our customers, affect our ability to deliver products in a timely manner and negatively impact our business, financial condition, results of operations, cash flows and access to sources of liquidity. Stock price volatility may make it more difficult for you to resell your common stock when desired. Our common stock price may fluctuate significantly due to a variety of factors that include the following: • actual or expected variations in quarterly results of operations; • recommendations by securities analysts; • operating and stock price performance of comparable companies, as deemed by investors; • news reports relating to trends, concerns and other issues in our industry; • perceptions in the marketplace about our company or competitors; • new technology used, or services offered, by competitors; • significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by, or involving, our Company or competitors; • failure to integrate acquisitions or realize expected benefits from acquisitions; • changes in government regulations; and • general economic conditions and events, such as economic slowdowns, recessions, interest rate changes or credit loss trends. In recent years, the stock market, in general, has experienced significant price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may affect the market price of our common stock, regardless of our actual operating performance. A low or~~

~~declining stock price may make us attractive to hedge funds or other short- term investors which could result in substantial stock price volatility and cause fluctuations in trading volumes for our stock. As a result of this volatility, you may not be able to sell your common stock at or above the price paid for the shares. We have a large and complex international tax profile and a significant level of tax credit carryforwards in the U. S. and other carryforwards in various jurisdictions. Variability in the mix and profitability of domestic and international activities, identification and resolution of various tax uncertainties and the inability to realize tax credits and other carryforwards included in deferred tax assets, among other matters, have impacted our effective income tax rate in the past and may impact our effective income tax rate in the future. Tax law changes in the U. S. and certain other countries have also impacted our effective income tax rate in the past and may impact our effective tax rate in the future, including the implementation of any global minimum tax for corporations. A significant increase in our quarterly or annual effective income tax rate could have a material adverse impact on our results of operations. The enactment of tax reform legislation, including legislation implementing changes in taxation of international business activities, could adversely impact our financial position and results of operations. We are commonly audited by various tax authorities, and some jurisdictions, both in the U. S. and abroad, have become more aggressive in their approach to audits and their enforcement of their applicable tax laws. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Significant judgment is required in determining our worldwide provision for income taxes. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. The results of an audit or litigation could have a material effect on our financial statements in the period or periods for which that determination is made and on our overall effective income tax rate. The full realization of our deferred tax assets may be affected by a number of factors, including future earnings and the feasibility of on- going planning strategies. We have deferred tax assets including state and foreign net operating loss carryforwards, accruals not yet deductible for tax purposes, employee benefit items and other items. We have established valuation allowances to reduce the deferred tax assets to an amount that is more likely than not to be realized. Our ability to utilize the deferred tax assets depends in part upon our ability to generate future taxable income within each respective jurisdiction during the periods in which these temporary differences reverse or our ability to carryback any losses created by the deduction of these temporary differences. We expect to realize the deferred tax assets over an extended period. If we are unable to generate sufficient future taxable income in the U. S. and / or certain foreign jurisdictions, or if there is a significant change in the time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowances against our deferred tax assets. Our effective tax rate would increase if we were required to increase our valuation allowances against our deferred tax assets which would negatively impact our results of operations.~~ We do not intend to declare and pay dividends on our common stock for the foreseeable future. The payment of future dividends will be at the discretion of our Board ~~of Directors~~ ; however, the indentures and the credit agreements governing our indebtedness place limitations on our ability to pay dividends. We currently intend to invest our future earnings, if any, to reduce our debt and fund our growth. The success of an investment in our common stock will largely depend upon future appreciation in value, and there can be no guarantee that our common stock will appreciate in value. ~~Our certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions: • authorize 1, 300, 000, 000 shares of common stock, which, to the extent unissued, could be issued by the Board of Directors, without stockholder approval, to increase the number of outstanding shares and to discourage a takeover attempt; • authorize the issuance, without stockholder approval, of blank check preferred stock that our Board of Directors could issue to increase the number of outstanding shares and to discourage a takeover attempt; • grant to the Board of Directors the sole power to set the number of directors and to fill any vacancy on the Board of Directors; • until the 2023 annual meeting of stockholders, limit the ability of stockholders to remove directors only " for cause " and require any such removal to be approved by holders of at least three- quarters of the outstanding shares of common stock; • prohibit our stockholders from calling a special meeting of stockholders; • prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders; • provide that the Board of Directors is expressly authorized to adopt, or to alter or repeal our bylaws; • establish advance notice and certain information requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and • require the approval of holders of at least three- quarters of the outstanding shares of common stock to amend the bylaws and certain provisions of the certificate of incorporation. These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company and may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our common stock if the provisions are viewed as discouraging takeover attempts in the future. These provisions could also discourage proxy contests and make it more difficult for our stockholders to elect directors of their choosing and cause us to take corporate actions other than those our stockholders may desire. 39~~