

Risk Factors Comparison 2024-11-26 to 2023-11-21 Form: 10-K

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

Investing in our securities involves risk. The following discussion describes certain risk factors that we believe could affect our business and prospects. ~~These~~ **The following** risk factors ~~are~~ **should be read carefully** in ~~addition to~~ **connection with evaluating our business and those** ~~the set forth elsewhere~~ **forward- looking statements contained** in this **Annual report Report on Form 10- K. Any of these risk factors could lead to material adverse effects on our business, financial position, results of operations, and cash flows**. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider not to be material. The reader should not consider this list to be a complete statement of all risks and uncertainties. Business and Operational Risks Our revenue, **financial position**, results of operations, and cash flows may suffer upon the loss, or renewal at less favorable terms, of a **significant key** customer or group purchasing organization. WBA accounted for approximately 26 % of our revenue in ~~the fiscal year ended September 30, 2023~~ **2024**. ~~Express Scripts~~ **Evernorth Health Services** accounted for approximately ~~14~~ **13** % of our revenue in ~~the fiscal year ended September 30, 2023~~ **2024**. Our top ten customers, including governmental agencies, represented approximately 66 % of revenue in ~~the fiscal year ended September 30, 2023~~ **2024**. We have distributor relationships with GPOs in multiple distribution segments. We may lose a **significant key** customer or GPO relationship if any existing contract with such customer or GPO expires without being extended, renewed, renegotiated or replaced or is terminated by the customer or GPO prior to expiration, to the extent such early termination is permitted by the contract. A number of our contracts with **significant key** customers or GPOs are typically subject to expiration each year, and we may lose any of these customers or GPO relationships if we are unable to extend, renew, renegotiate or replace ~~the such expired~~ contracts. The loss of any **significant key** customer or GPO relationship could adversely affect our revenue, results of operations, and cash flows. Additionally, from time to time, **significant key** contracts may be renewed or modified prior to their expiration date in furtherance of our strategic objectives. If those contracts are renewed or modified at less favorable terms, they may also negatively impact our revenue, **financial position**, results of operations, and cash flows. The anticipated ongoing strategic and financial benefits of our relationship with WBA may not be realized. In June 2021, we extended to 2029 **(i)** our distribution agreement ~~under~~, **pursuant to** which we distribute **drugs pharmaceuticals** to Walgreens pharmacies, and **(ii)** our generics purchasing services arrangement, under which Walgreens Boots Alliance Development GmbH (~~"~~ **WBAD** ~~"~~) provides a variety of services **to us**, including negotiating acquisition pricing with generic manufacturers on our behalf. We also ~~have entered into~~ a distribution agreement, pursuant to which we will supply ~~branded~~ **brand- name** and generic pharmaceutical products to WBA's Boots UK Ltd. subsidiary through 2031. The processes needed to achieve and maintain the expected cost savings, growth initiatives and efficiencies in sourcing, logistics and distribution associated with our relationship with WBA are complex, costly, and time ~~consuming~~. Achieving the anticipated benefits from the arrangements on an ongoing basis is subject to a number of significant challenges and uncertainties, including, **without limitation**: **(i)** the potential inability to realize and / or delays in realizing potential benefits resulting from participation in our generics purchasing services arrangement with WBAD, including improved generic drug pricing and terms, improved service fees from generic manufacturers, cost savings, innovations, or other benefits due to its inability to negotiate successfully with generic manufacturers or otherwise to perform as expected; **(ii)** potential changes in supplier relationships and terms; **(iii)** unexpected or unforeseen costs, fees, expenses and charges incurred by us related to the transaction or the overall strategic relationship; **(iv)** changes in the economic terms under which we distribute pharmaceuticals to Walgreens pharmacies in the United States or to pharmacies operated by Boots UK Ltd. in the United Kingdom, including changes necessitated by changing market conditions or other unforeseen developments that may arise during the term of either distribution agreement, to the extent that any such changes are not offset by other financial benefits that we are able to obtain through collaboration in other aspects of our strategic relationship with WBA; and **(v)** any potential issues that could impede our ability to continue to work collaboratively with WBA in an efficient and effective manner in furtherance of the anticipated strategic and financial benefits of the relationship. **The closing** ~~Sales or pledges of~~, ~~or related activity for~~, **the variable prepaid forward transactions concerning** our common stock by WBA could adversely affect prevailing market prices of our common stock. WBA has the right, but not the obligation, under the transactions contemplated by the Framework Agreement, dated March 18, 2013, and the Amended and Restated AmerisourceBergen Shareholders Agreement, dated June 1, 2021, ~~(as further amended on August 2, 2022 (the "Shareholders Agreement"))~~, to make certain additional investments in our common stock. WBA also has the right to sell any of the shares of our common stock that it has acquired so long as WBA has held the shares beyond the requisite dates specified in the Shareholders Agreement, subject to certain restrictions on the number of shares that may be sold at any given time. ~~From~~ **Since** ~~May 2022~~, WBA has sold ~~22.4 million shares of our common stock. In addition, since~~ **May 2023 through the date of this Annual Report on Form 10- K**, WBA has pledged ~~20.0 million shares of our common stock as collateral upon entering into separate variable pre- paid forward transactions. The closing~~ **Any sales or pledges of the variable pre- paid forward transactions**; ~~or related activity for~~, our common stock by WBA could adversely affect prevailing market prices of our common stock. We could also encounter unforeseen costs, circumstances, or issues with respect to the transactions and collaboration **that** we anticipate pursuing ~~with WBA~~ **with WBA**. Many of these potential circumstances are outside of our control and any of them could result in increased costs, decreased revenue, decreased benefits and the diversion of management's time and attention. ~~If we are unable to achieve any of our objectives, the expected future benefits may not be realized fully or may take longer to realize than expected, which could have a material adverse impact on our business, financial condition, and results of operations.~~ A disruption in our distribution or generic purchasing services

arrangements with WBA or WBAD could adversely affect our business and financial results. We are the primary distributor of pharmaceutical products for WBA in the United States and the United Kingdom. If our operations are seriously disrupted for any reason deemed within our control, we may have an obligation to pay or credit WBA for any resulting failure to or delay in supply supplying products. In addition, upon the expiration or termination of our distribution agreement for Walgreens pharmacies, our distribution agreement with Boots UK Ltd. or our generics purchasing services arrangement with WBAD, there can be no assurance that we or WBA will be willing to renew any such agreements on terms favorable to us or at all. If the economics of Our generic pharmaceutical program has also benefited from the generics purchasing services arrangement with WBAD. If the operations of WBA are seriously disrupted for any reason, whether by a pandemic, natural disaster, labor disruption, regulatory or governmental action, or otherwise, it could adversely affect our business and our sales and profitability. Moreover, if the economic benefits we are able to obtain through the generics purchasing services arrangement with WBA decline due to changes in market conditions or other changes impacting the fees and rebates that generic manufacturers make available through the arrangement, our margins and results of operations could also be adversely affected. Additionally, in addition, if the operations of WBA or WBAD are seriously disrupted for any reason, whether by a pandemic, natural disaster, labor disruption, regulatory or governmental action, or otherwise, it could adversely affect our business and our sales and profitability. Our business may also be adversely affected by any operational, financial, or regulatory difficulties that WBA experiences, including any disruptions of certain of its existing distribution facilities or retail pharmacies resulting from ongoing inspections by the DEA and / or state regulatory agencies and possible revocation of the controlled substance registrations for those such facilities and pharmacies. Additionally, in October 2024, WBA disclosed a plan to close approximately 1,200 retail stores over a three-year period. These closures could have a material adverse impact on our business, financial position, results of operations, and cash flows. Our results of operations and financial condition position may be adversely affected if we acquire undertake acquisitions of or investments invest in businesses that do not perform as we expect or that are difficult for us to integrate. As part of our strategy, we seek to pursue acquisitions of and investments in other companies businesses. At any particular time, we may be in various stages of assessment, discussion, and negotiation with regard to one or more potential acquisitions or investments, not all of which will be consummated. We make public disclosure of pending and completed acquisitions when appropriate and required by applicable securities laws and regulations. On In January 1, 2023, we acquired PharmaLex for \$ 1.473 billion in cash. In June 2023, we and invested \$ 718.4 million (representing a 34.9 % interest) in a joint venture to acquire OneOncology, a network of leading oncology practices, with TPG, a global alternative asset management firm, holding the majority interest acquired OneOncology, a network of leading oncology practices. We invested \$ 718.4 million (representing 34.9 %) in a the joint venture formed. Further, on November 5, 2024, we entered into an agreement to acquire Retina Consultants of America ("RCA"). The transaction is subject to the satisfaction of customary closing conditions, including receipt of required regulatory approvals, which may be beyond our control. Each of PharmaLex, OneOncology, and RCA may fail to achieve their respective future financial and operating performance and results. These transactions may also have the effect of disrupting relationships with employees, suppliers, and other business partners. In addition, a delay in completing the RCA acquisition could cause us to realize some for or approximately \$ 2 billion, all of the benefits later than we expect. 1 billion, and TPG acquired Any such delay could result in additional costs or in the other majority interest in negative effects associated with uncertainty about our ability to complete the joint venture RCA acquisition. We may find that our ability to integrate Alliance Healthcare, acquired in 2021, and PharmaLex, RCA, and other acquisitions is more difficult, time consuming, or costly than expected. Furthermore In addition, each of Alliance Healthcare, PharmaLex, and OneOncology may fail to achieve its expected future financial and operating performance and results and the transactions may have the effect of disrupting relationships with employees, suppliers, and other business partners. Acquisitions acquisitions and investments involve numerous risks and uncertainties and may be of businesses or in regions in which we lack operational or market experience. Acquired companies may have business practices that we are not accustomed to or have unique terms and conditions with their business partners. As a result of the acquisitions of Alliance Healthcare and PharmaLex and RCA, and the investment in OneOncology, our results of operations and financial condition position may be adversely affected by a number of factors, including, without limitation: (i) regulatory or compliance issues that could arise; (ii) changes in regulations and laws; (iii) the failure of the acquired businesses or investments to achieve the results that we have projected in either the near or long term; (iv) the assumption of unknown liabilities, including litigation risks; (v) the fair value of assets acquired and liabilities assumed not being properly estimated; (vi) the difficulties of imposing adequate financial and operating controls on such businesses the acquired companies and their respective management teams and the potential liabilities that might arise pending the imposition of adequate controls; (vii) the difficulties in the integration of the operations, technologies, services and products of such businesses the acquired companies; and (viii) the failure to achieve the strategic objectives of these acquisitions and investments. Our businesses operate in a number of jurisdictions that have a higher business, operating, and regulatory risk profile than the United States, United Kingdom, and European Union jurisdictions. Such risks may include risks of violation of the United States', the United Kingdom's and other jurisdictions' anti-corruption, anti-bribery, and international trade laws. Our results of operations and financial condition position may be adversely affected if we are not able to put in place effective financial controls and compliance policies to safeguard against such risks as part of our integration of businesses, including Alliance Healthcare and PharmaLex, RCA, and other acquisitions. Our business and results of operations may be adversely affected if we fail to manage and complete divestitures. We regularly evaluate our portfolio to determine whether an asset or business may no longer help us meet our objectives. When we decide to sell divest assets or a business, we may encounter difficulty finding buyers or alternative exit strategies, which could delay the achievement of our strategic objectives. Further, divestitures may be delayed due to failure to obtain required approvals on a timely basis, if at all, from governmental authorities, or may become more difficult to execute due to conditions placed upon approval that could, among other things,

delay or prevent us from completing a transaction, or otherwise restrict our ability to realize the expected financial or strategic goals of a transaction. The impact of a divestiture on our results of operations could also be greater than anticipated. We face geopolitical and other risks associated with our international operations, which could materially adversely impact our **financial position, results of operations, and cash flows** ~~our financial condition~~. We conduct operations in over 50 countries and, in the fiscal year ended September 30, 2023-2024, approximately 10 % of our revenue was derived from our international operations, which subjects us to various risks inherent in global operations. ~~We~~ **In the future, we** may conduct business in additional foreign jurisdictions ~~in the future~~, which may ~~carry operational~~ **present new or different** risks **associated with such foreign operations** ~~in addition to the risks of acquisition described above~~. At any particular time, our global operations may be affected by local changes in laws, regulations, and political and economic environments, including inflation, recession, currency volatility, and competition, as well as business and operational decisions made by joint venture partners. For example, ~~during fiscal 2023, Turkey remained~~ **remains** a “~~”~~ highly inflationary economy, ~~”~~ as defined under U. S. GAAP, which impacted ~~our consolidated financial statements~~. **Refer to the Foreign Currency accounting policy in Note 1 of the Notes to Consolidated Financial Statements for the incremental expenses recorded related to Turkey’s highly inflationary accounting impact on** our consolidated financial statements. Furthermore, geopolitical dynamics caused by political, economic, social or other conditions in foreign countries and regions may impact our business and results of operations. During fiscal 2023-2024, we continued to experience increased costs, including for fuel, and it is possible that we could experience supply disruptions or shortages if tariffs or other protective measures are enacted. Significantly higher and sustained rates of inflation, with subsequent increases in operational costs, could have a material adverse effect on our business, financial position ~~and~~, results of operations, ~~and cash flows~~. The continued threat of terrorism and heightened security and military action in response thereto, or any other current or future acts of terrorism, war (such as the ongoing conflicts in Ukraine and between Israel and Hamas), and other events (such as economic sanctions and trade restrictions, including those related to the ongoing ~~Russia and~~ **conflicts in** Ukraine ~~conflict~~ **and in the Middle East between Israel and Hamas**) may cause further disruptions to the economies of the United States and other countries and create further uncertainties or could otherwise negatively impact our business, ~~operating~~ **financial position, results of operations, and financial condition-cash flows**. Changes or uncertainty in U. S. policies or ~~the~~ policies ~~in of~~ other countries and regions in which we do business, including any changes or uncertainty with respect to U. S. or international trade policies or tariffs, also can disrupt our global operations, as well as ~~the operations of~~ our customers and suppliers. ~~Any disruption, in a particular location and may~~ **inhibit our access to, or** require us to spend more money to source, certain products or materials that we ~~purchase~~ **use in our operations**. Any of these factors could adversely affect our business, financial position, ~~and~~ results of operations, ~~and cash flows~~. We might be adversely impacted by fluctuations in foreign currency exchange rates. We conduct our business in various currencies, including the U. S. Dollar, the ~~Euro, the~~ U. K. Pound Sterling, ~~the Euro~~, the Turkish Lira, the Brazilian Real, and the Canadian Dollar. Changes in foreign currency exchange rates could reduce our revenues, increase our costs or otherwise adversely affect our financial results reported in U. S. dollars. We may from time to time enter into foreign currency contracts, foreign currency borrowings or other techniques intended to hedge a portion of our foreign currency exchange rate risks. These hedging activities may not completely offset the adverse financial effects of unfavorable movements in foreign currency exchange rates during the time the hedges are in place. Any of these risks might have an adverse impact on our business operations and our financial position, results of operations, or cash flows. We are subject to operational and logistical risks that might not be covered by insurance. We have distribution centers and facilities located in the United States, the United Kingdom, the European Union and throughout the world. Our business exposes us to risks that are inherent in the distribution of pharmaceuticals and the provision of related services, including cold chain storage and shipping. The volume of cold chain storage and shipping has increased, and we expect this trend to continue. Although we seek to maintain adequate insurance coverage, coverage on acceptable terms might be unavailable, coverage might not cover our losses, coverage might be significantly more costly or may require large, self- insured retentions. Additionally, we seek to maintain coverage for risks associated with cybersecurity, but such insurance ~~has become increasingly difficult to secure~~, comes with increasingly high self- insured retentions and, in some cases, policies may not provide adequate coverage for possible losses. Uninsured losses or operational losses that result from large, self- insured retentions under commercial insurance coverage might have an adverse impact on our business operations and our financial position or results of operations. We are subject to industry risks that might not be covered by insurance nor indemnification obligations of our contracted parties. We are exposed to risks inherent to the healthcare industry, ~~including~~, **without limitation**, the distribution, administration, ancillary services, and related consultation services provided to our customers, providers, or manufacturers of pharmaceutical products. We seek indemnification from **our third- party business partners, including the vendors of the products that we distribute,** and seek to limit liability of our contractual exposure with ~~others-our third- party business partners~~, but ~~those~~ **any indemnification or limitation of liability contained in such** contractual provisions may not be enforceable, or the contracted party may not be financially capable of meeting ~~those~~ **its contractual** obligations or adequately protecting us from liability. ~~We seek to insure these exposures through~~ **While we maintain** various insurance policies, ~~including product liability, professional liability, or cyber liability policies~~ **but**, adverse losses might be uninsured, not have sufficient insurance limits, or have high self- insured retentions that could have a materially adverse impact on our business operations and our financial position or results of operations. We might be unable to successfully recruit and retain qualified employees. Our ability to attract, engage, develop and retain qualified and experienced employees, including key executives and other talent, is essential for us to meet our objectives. We compete with many other businesses to attract and retain employees. Competition among potential employers might result in increased salaries, benefits or other employee- related costs, or in our failure to recruit and retain employees. ~~We~~ **Additionally, we** may experience sudden, **unexpected** loss of key personnel due to a variety of causes, such as illness ~~or death~~, and ~~we~~ must adequately plan for succession of key management roles. **However, our succession plans may not be effective if, for example, an** ~~employee-~~ **employee might does** not successfully transition

into a new roles- ~~role~~. Any of these risks might have a materially adverse impact on our business operations and our financial position or results of operations. Additionally, approximately 28 % of our employees are covered by collective bargaining agreements, nearly all of whom are employees located outside of the United States. We believe that our ~~work to maintain strong relationship relationships~~ with our employees is good but; however, if any of our employees in the locations that are unionized should engage in strikes or other such bargaining tactics in connection with the negotiation of ~~new collective bargaining agreements upon the expiration of any existing~~ collective bargaining agreements, such tactics could be disruptive to our operations and, adversely affect our results of operations ~~of the Company's foreign business unit in that country.~~ Although the prior incidents did not have a material impact on us, either individually or in the aggregate, similar incidents or events in the future may materially impact our business, reputation or financial results. Security breaches can also occur as a result of ~~technical and non- technical issues, including intentional or inadvertent actions by our employees or, third-party business service providers or their personnel or other partners- parties, or the exploitation of known or unknown vulnerabilities.~~ A failure, interruption, or breach of our operational or information security systems, or those of our third- party business partners ~~service providers~~, as a result of cyber- attacks or information security breaches could disrupt our business, result in the disclosure or misuse of confidential or proprietary information or personal data, damage our reputation, cause loss of customers or revenue, increase our costs, result in litigation and / or regulatory action, and / or cause other losses, any of which, ~~whether they involve us or our suppliers,~~ might have a materially adverse impact on our business operations, ~~business strategy, our ability to provide products / services to our customers~~ and our financial position or results of operations. We also may not be aware of all vulnerabilities and cannot anticipate, detect, or implement fully effective preventative measures against all cybersecurity threats, particularly because the techniques used are increasingly sophisticated and constantly evolving. For example, as Artificial Intelligence (" AI") continues to evolve, cyber- attackers could also use AI to develop malicious code and sophisticated phishing attempts. As a result, cyber security and the continued development and enhancement of the controls and processes designed to protect our systems, computers, software, data, and networks from attack, damage, or unauthorized access remain a priority for us. Although we believe that we have robust information security procedures, controls and other safeguards in place, as cyber threats continue to evolve, we may be required to expend additional resources to continue to enhance our information security measures and / or to investigate and remediate information security vulnerabilities.

Industry and Economic Risks Our results of operations could be adversely impacted by manufacturer pricing changes. Our contractual arrangements with pharmaceutical manufacturers for the purchase of brand - name pharmaceutical products in the United States generally use wholesale acquisition cost (" WAC ") as the reference price. We sell brand - name pharmaceutical products to many of our customers using WAC as the reference price and to other customers based on their negotiated contract price. If manufacturers change their pricing policies or practices with regard to WAC or if prices charged by manufacturers do not align with prices negotiated to be paid by our customers, and we are unable to negotiate alternative ways to be compensated by manufacturers or customers for the value of our services, our results of operations could be adversely affected. Additionally, there are a number of U. S. government policy initiatives being considered which that, if enacted, could directly or indirectly regulate or impact WAC prices. If such initiatives are passed or finalized and we are unable to negotiate equitable changes with our suppliers and / or customers, our results of operations could be adversely impacted. The pharmaceutical products that we purchase are also subject to price inflation and deflation. Additionally, certain distribution service agreements that we have entered into with brand - name and generic pharmaceutical manufacturers have a price appreciation component to them. As a result, our gross profit from brand- name and generic pharmaceuticals continues to be subject to fluctuation based upon the timing and extent of manufacturer price increases, which we do not control. If the frequency or rate of brand - name and generic pharmaceutical price increases slows, whether due to regulatory mandates, the implementation of legislative proposals, policy initiatives or voluntary manufacturer actions, our results of operations could be adversely affected. In addition, generic pharmaceuticals are also subject to price deflation. If the frequency or rate of generic pharmaceutical price deflation accelerates, the negative impact on our results of operations will would be greater. Competition and industry consolidation may erode our profit. As described in greater detail in the " Competition " section of Item 1. **Business of this Annual Report on Form 10- K**, the industries in which we operate are highly competitive. In addition, the healthcare industry continues to experience increasing consolidation, including through the formation of strategic alliances among pharmaceutical manufacturers, retail pharmacies, healthcare providers and health insurers, which may create further competitive pressures on our pharmaceutical distribution business. Continued consolidation within the healthcare industry could adversely affect our results of operations, to the extent we experience reduced negotiating power or possible customer losses. Our revenue and results of operations may suffer upon the bankruptcy, insolvency, or other credit failure of a significant customer. Most of our customers buy pharmaceuticals and other products and services from us on credit. Credit is made available to customers based upon our assessment and analysis of their creditworthiness. Although we often try to obtain a security interest in assets and other arrangements intended to protect our credit exposure, we generally are either subordinated to the position of the primary lenders to our customers or substantially unsecured. Volatility of the capital and credit markets, general economic conditions including elevated interest rates, changes in customer payment terms, and regulatory changes ; including (such as changes in reimbursement), may adversely affect the solvency or creditworthiness of our customers and their ability to maintain liquidity sufficient to repay their obligations to us as they become due. The bankruptcy, insolvency, or other credit failure of any customer that has a substantial amount owed to us could have a material adverse effect on our operating revenue and results of operations. As of September 30, 2023-2024, our two largest trade receivable balances due from customers represented approximately 38-37 % and 7-5 % of our accounts receivable, net. Our results of operations may suffer upon the bankruptcy, insolvency, or other credit failure of a significant supplier. Our relationships with pharmaceutical suppliers give rise to substantial amounts that are due to us from the suppliers, including amounts owed to us for returned goods or defective goods, chargebacks, and amounts due to us for services provided to the suppliers. Volatility of the capital and credit

markets, general economic conditions, pending litigation, and regulatory changes may adversely affect the solvency or creditworthiness of our suppliers. The bankruptcy, insolvency, or other credit failure of any supplier at a time when the supplier has a substantial account payable balance due to us could have a material adverse effect on our results of operations. Furthermore, the bankruptcy, insolvency or other credit failure of a significant supplier could have an adverse effect on the supply or availability of products which may cause supply chain disruptions and increases in the price of substitutes or alternatives. Our stock price and our ability to access credit markets may be adversely affected by financial market volatility and disruption or a downgrade in our credit ratings. If the capital and credit markets experience significant disruption and volatility in the future, ~~there can be no assurance that we could will not~~ experience downward movement in our stock price without regard to our financial ~~condition~~ **position** or results of operations or an adverse effect, which may be material, on our ability to access credit. ~~Although~~ **While** we believe that our operating cash flow and existing credit arrangements give us the ability to meet our financing needs, ~~there can be no assurance that~~ disruption and volatility ~~could will not~~ increase our costs of borrowing, impair our liquidity, or adversely impact our business. Additionally, rating agencies continually review the ratings **that** they have assigned to us and our outstanding debt securities. To maintain our ratings, we are required to meet certain financial performance ratios. Liabilities related to litigation or any significant related ~~settlements~~ **settlement**, an increase in our debt or a decline in our earnings could result in downgrades in our credit ratings. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under review for a downgrade or have been assigned a negative outlook, could ~~limit hinder~~ our access to public debt markets, limit the institutions willing to provide credit to us, result in more restrictive financial and other covenants in our public and private debt, and would likely increase our overall borrowing costs and adversely affect our earnings. Declining economic conditions could adversely affect our results of operations and financial ~~condition~~ **position**. Our operations and performance depend on **the** economic conditions in the United States and other countries or regions where we do business. Deterioration in general economic conditions could adversely affect the ~~amount~~ **number** of prescriptions that are filled and the ~~amount~~ **number** of pharmaceutical products purchased by consumers and, therefore, could reduce purchases by our customers, which would negatively affect our revenue growth and cause a decrease in our profitability. Negative trends in the general economy, including interest rate fluctuations, financial market volatility, or credit market disruptions, may also affect our customers' ability to obtain credit to finance their businesses on acceptable terms and ~~could result in reduce reduced~~ discretionary spending on health products. Reduced purchases by our customers or changes in payment terms could adversely affect our revenue growth and cause a decrease in our cash flows from operations. Bankruptcies or similar events affecting our customers may cause us to incur bad debt expense at levels higher than historically experienced. Declining economic conditions or increases in inflation may also increase our costs. ~~If the economic conditions in the United States or in the countries or regions where we do business deteriorate, our results of operations or financial condition could be adversely affected.~~ Litigation and Regulatory Risks Increasing governmental efforts to regulate the pharmaceutical supply chain may increase our costs and reduce our profitability. The healthcare industry in the United States, as well as in the other countries and regions in which we do business, is highly regulated at many levels of government. There have been increasing efforts in the United States by Congress and state and federal agencies, including state boards of pharmacy, departments of health, the FDA, DEA, **Transportation Security Administration**, and **TSA Federal Trade Commission ("FTC")**, and by similar regulators in the United Kingdom, the European Union, and other countries, to regulate the pharmaceutical supply chain. Regulation of pharmaceutical distribution is intended to prevent diversion and the introduction of counterfeit, adulterated, and / or mislabeled drugs into the pharmaceutical distribution system, as well as ~~ensure provide~~ **ensure** the integrity of products traversing the supply chain. Consequently, we are subject to the risk of changes in various laws, which include operating, record keeping, and security standards of the DEA, the FDA, various state boards of pharmacy and comparable agencies. In recent years, some governments have passed or proposed laws and regulations ~~that are~~ intended to protect the safety and security of the supply chain ~~but that could also may~~ substantially increase the costs and burden of pharmaceutical distribution. At the federal level, in the United States, the DSCSA establishes national traceability standards requiring drugs to be labeled and tracked at the bottle level, preempts state drug pedigree requirements, and ~~requires~~ **required** all supply-chain stakeholders to participate in an electronic, interoperable prescription drug traceability system by November 2023. In August 2023, however, the FDA established a ~~one-year~~ **one-year** stabilization period, **which is set to expire on November 27, 2024**, to allow trading partners to implement, troubleshoot and mature their electronic interoperable systems. The FDA expects trading partners to use this stabilization period, ~~which expires on November 27, 2024~~, to build and validate interoperable systems and processes, manage products and data, and ensure continuity of the supply chain and product availability to patients. **In October 2024, the FDA announced that it would allow exemptions from the expiring stabilization period (and subsequent enforcement), extending the timelines for certain trading partners who have initiated electronic systems but continue to work toward addressing challenges around data exchange, quality and reliability. These exemptions apply to eligible wholesale distributors, including the Company, until August 27, 2025.** The DSCSA also establishes requirements for drug wholesale distributors and third-party logistics providers, including licensing requirements applicable in states that had not previously licensed third-party logistics providers. The FDA, ~~and eventually all comparable state agencies, will promulgate implementing regulations governing wholesale distributor and third-party logistics providers.~~ **The FDA issued a proposed rule on February 4, 2022, which, when finalized, will establish national standards for the licensure of wholesale drug distributors and third-party logistics providers. Additionally, in 2024, the FTC issued a request for information to industry stakeholders to review the cause of and potential solutions to drug shortages. Responses were received from many stakeholders but no further action has been taken.** Failure to comply with the DQSA requirements or with additional similar governmental regulatory and licensing requirements may result in suspension or delay of certain operations and additional costs to bring our facilities into compliance. Our international operations may also be subject to local regulations containing record-keeping and other obligations related to our distribution operations in those locations. For

example, the safety features of the Falsified Medicines Directive became operational in EU member states in February 2019 and consist of placing a unique identifier (a two-dimensional barcode) and an anti-tampering device on the outer packaging of medicines. **Additionally, Pedigree pedigree** tracking laws increase our compliance burden and our pharmaceutical distribution costs and could have an adverse impact on our financial position or results of operations. As discussed in the **" Public concern over the abuse of opioid medications, including increased legal and regulatory action, could negatively affect our business"** risk factor ~~below about public concern over the abuse of opioid medications~~, certain governmental and regulatory agencies, as well as state and local jurisdictions, are focused on the abuse of opioid medications in the United States. In addition to conducting investigations and participating in litigation related to the misuse of prescription opioid medications, federal, state and local governmental and regulatory agencies are considering legislation and regulatory measures to limit opioid prescriptions and more closely monitor product distribution, prescribing, and dispensing of these drugs. Complying with the DQSA requirements, including the DSCSA requirements, and other chain of custody and pharmaceutical distribution requirements, including follow-on actions related to current public concern over the abuse of opioid medications, could result in suspension or delays in our production and distribution activities, which may increase our costs and could otherwise adversely affect our results of operations. Legal, regulatory, and legislative changes with respect to reimbursement, pricing, and contracting may adversely affect our business and results of operations, including through declining reimbursement rates. Both our business and our customers' businesses may be adversely affected by laws and regulations reducing reimbursement rates for pharmaceuticals and / or medical treatments or services, changing the methodology by which reimbursement levels are determined, or regulating pricing, contracting, and discounting practices with respect to medical products and services. Additionally, on occasion, price increases and pricing practices with respect to certain brand ~~- name~~ and generic pharmaceuticals have been the subject of governmental inquiries, national, federal and state investigations and private litigation. Any law or regulation impacting pharmaceutical pricing or reimbursement, such as pricing controls or indexing models at a national, federal or state level, could adversely affect our operations. In the European Union, many governments provide or subsidize healthcare to consumers and regulate pharmaceutical prices, patient eligibility, and reimbursement levels in order to control government healthcare system costs. In most EU member states, for example, the government regulates pricing of a new pharmaceutical product at launch often through direct price controls, international price comparisons, **and** controlling profits and / or reference pricing. Some European governments **and statutory health insurers and payers** have implemented or are considering austerity measures to reduce healthcare spending, such as **price** volume discounts **or tiered rebates**, cost caps, **regulated wholesale margins**, cost sharing for increases in excess of prior year costs for individual products or aggregated market level spending, outcome-based pricing schemes, and free products for a portion of the expected therapy period. All of these measures exert pressure on the pricing and reimbursement levels for pharmaceuticals and may cause our customers to purchase fewer of our products and services or influence us to reduce prices. In the United States, federal insurance and healthcare reform legislation known as the Affordable Care Act ("**ACA**") became law in March 2010, and included numerous reforms broadening healthcare access and affecting Medicare and Medicaid reimbursement, pricing, and contracting for prescription drugs, including changes to the Medicaid rebate statute. We cannot predict the impact that any efforts to change or repeal any provisions of the ACA may have on the ACA or other healthcare legislation and regulation. Subsequent legislation has made additional changes to federal drug payment and pricing policies, including the Bipartisan Budget Act of 2018, which increased the Medicaid rebate due with respect to line extensions of single source or innovator multiple source oral solid dosage form drugs. The federal government and state governments could take other actions in the future that impact Medicaid reimbursement and rebate amounts or the cost of drugs. Any reduction in the Medicaid reimbursement rates to our customers or changes affecting manufacturer rebate liabilities may indirectly impact the prices that we can charge our customers for multiple source pharmaceuticals or our distribution relationships and cause corresponding declines in our profitability. There can be no assurance that recent or future changes in Medicaid prescription drug reimbursement policies will not have an adverse impact on our business. Among other things, the removal of the ceiling on manufacturer Medicaid rebate amounts, effective January 1, 2024, ~~may has lead~~ **led** to WAC price reductions **and affected manufacturer price increases** for certain products. ~~In addition, the Centers for Medicare & Medicaid Services ("CMS") has proposed a rule to amend the Medicaid rebate program that could increase manufacturer rebate liabilities based on our pricing relationships with them. In addition, the proposed rule would establish a 'price verification survey' mechanism which CMS may use to seek additional Medicaid rebates from manufacturers, which in turn could increase pricing pressures. Unless we are able to successfully advocate to prevent or mitigate the impact of these legislative and regulatory changes, these changes in reimbursement and related reporting requirements could adversely affect our results of operations.~~ Also, on August 16, 2022, President Biden signed into law the Inflation Reduction Act ("**IRA**"), an omnibus budget law ~~which that~~ contains significant reforms affecting prescription drug pricing and reimbursement. These reforms include: (i) manufacturer inflation rebates on drugs covered under Medicare Part B and Medicare Part D, to the extent such products' prices increase faster than the rate of consumer price inflation, which took effect in the fourth quarter of 2022 for Part D drugs and the first quarter of 2023 for Part B drugs; (ii) limits on Medicare Part B and Part D patients' cost sharing for insulin, beginning in 2023; (iii) Medicare Part D benefit redesign beginning in 2024, including replacement of the "**coverage gap discounts**" that pharmaceutical manufacturers currently pay with new mandatory manufacturer discounts applicable during all phases of the Part D benefit after satisfaction of the deductible, beginning in 2025; and (iv) federal price negotiation of "**maximum fair prices**" for certain "**selected**" high-expenditure drugs under Medicare Parts D and B, applicable beginning in 2026 for Part D drugs and 2028 for Part B drugs, under which maximum fair prices must be made available to pharmacies, physicians, and other entities dispensing or providing drugs covered under Medicare Parts D and B. Although the primary effects of the IRA reforms will be felt by manufacturers, these changes may impact our customer pricing structures, our manufacturer distribution relationships and revenue, our customers' ~~L~~ billing processes and reimbursement amounts, the market shares of competing products, and drug prices more generally (including outside of the Medicare context). Among other issues,

the mechanisms by which maximum fair prices will be made available to pharmacies, physicians and other purchasers of selected drugs, and our associated role and responsibilities, remain to be determined. **Centers for Medicare & Medicaid Services ("CMS") has proposed a mechanism under which manufacturers would issue rebates or credits to effectuate the maximum fair prices to pharmaceutical purchasers, directly or indirectly through a third-party clearinghouse, but has left open the option of manufacturers utilizing distribution mechanisms such as chargebacks. Manufacturers are required to choose their methodology for price access compliance by September 1, 2025 for the first year of maximum fair pricing implementation starting January 1, 2026.** More broadly, the law contains reimbursement and pricing incentives designed **intended** to promote biosimilar introduction and competition which may affect our customers' selection of products. Each of these considerations, as well as other issues that may arise in connection with the implementation of the IRA, may adversely affect our operations and profitability **as well as our customers' operations, profitability, and cash flow**. In addition, at least eight federal lawsuits have been filed by manufacturers seeking to invalidate the negotiated drug pricing features of the IRA. **To date, none of the manufacturers has prevailed in such litigation, but some cases may proceed to appellate review.** The uncertainties associated with ~~the~~ **this** litigation may ~~likewise~~ create disruption with respect to both implementation of the law and pricing practices. Our businesses also sell specialty and other drugs to physicians, hospitals, community oncology practices and other providers that are reimbursed under Part B of the Medicare program. The ~~Centers for Medicare & Medicaid Services ("CMS")~~ published a final rule in November 2017 that reduces Medicare outpatient hospital reimbursement for separately payable drugs (other than vaccines) purchased through the 340B drug discount program from average sales price (~~"ASP"~~) plus 6% to ASP minus 22.5% (with certain exceptions), effective January 2018. Subsequently, CMS issued proposed rules for later years containing similar reductions in hospital outpatient payments for 340B drugs. In June 2022, the United States Supreme Court ruled in *American Hospital Association v. Becerra* that CMS' s final rule was inconsistent with the Medicare statute and was therefore invalid. Following the Supreme Court' s decision, CMS published a final rule for the calendar year 2023 hospital outpatient payment system, which discontinued the payment reductions prospectively, and indicated that a separate rulemaking would be undertaken to address retrospective remedies. In ~~July~~ **November** 2023, CMS ~~published~~ **finalized** a proposed retrospective refund rule **that provides for** under which it has proposed to ~~make~~ lump-sum refund payments totaling approximately \$ 9 billion to ~~be made to~~ affected 340B hospitals ~~in late 2023 and early 2024, and to maintain required~~ **requires** budget neutrality for the hospital outpatient payment system as a whole, **reducing** to ~~reduce~~ Medicare payments to all hospitals for other hospital outpatient services by 0.5% for calendar years ~~2025-2026-~~ 2025-2026-2040. While these actions (if implemented by CMS) remove the reimbursement restrictions for 340B products affecting our customers and indirectly ~~the~~ **our company** ~~Company~~, there can be no assurance that the corresponding offsets, or other recent or future rules established by CMS will not have an adverse impact on our business. Further, even where a government **entity** does not affirmatively change drug price regulation standards, other parties in the drug manufacturing and distribution system may change their interpretation or approach to implementing or complying with those standards ~~in a manner that may adversely affect our business~~. For example, the 340B drug discount program requires manufacturers to provide discounts on outpatient drugs to ~~"covered entity"~~ safety net providers, and **there are significant ongoing disputes and emerging developments relating to that program. First**, previous Health Resources and Services Administration (~~"HRSA"~~) guidance has allowed covered entities to dispense 340B discounted drugs through arrangements with multiple ~~"contract pharmacies."~~ **Recently** **"Beginning in 2020"**, several ~~numerous~~ manufacturers have announced initiatives that ~~may~~ inhibit or limit covered entities' ability to use any, or multiple, contract pharmacies, ~~may~~ place conditions on the use of contract pharmacies, or direct us not to honor 340B discounted pricing requests on orders to be shipped to contract pharmacies (or ~~the manufacturers~~ may not honor chargebacks where such discounts are extended to contract pharmacies). ~~Since these manufacturer policies were first announced, both manufacturers and covered entities have filed lawsuits against HRSA regarding the contract pharmacy policy, which are currently pending, in several federal district and appellate courts, and HRSA has also advised certain manufacturers that it was referring their policies to the Office of Inspector General of the Department of Health and Human Services for potential civil money penalty enforcement proceedings. In one such~~ **Subsequently, manufacturers and covered entities have filed lawsuit lawsuits against HRSA regarding the contract pharmacy policy. As of the date of this Annual Report on Form 10-K, a two** federal appeals courts have upheld the manufacturers' restrictions, and the federal government has indicated that it does not intend to appeal these decisions and that it intends to concede in similar pending district court upheld claims in the ~~those federal appellate circuits. We~~ **manufacturer's** restrictions, but we cannot predict the outcome of **any pending** the remainder of these proceedings. However, several states have enacted legislative proposals that would restrict such manufacturer policies, and these new laws are likewise the subject of ongoing litigation **by manufacturers**. Our customers include covered entities and organizations with significant participation as contract pharmacies, and the unavailability of 340B discounts through contract pharmacy arrangements may adversely affect such customers and, therefore, could adversely affect our business. **Second, and relatedly, HRSA has finalized a rule that allows 340B program covered entities to bring administrative dispute claims against manufacturers for alleged 340B overcharges, including overcharges relating to contract pharmacy limits or other matters. A few covered entities have filed claims, but such proceedings are in their early stages. While wholesale distributors are not parties to these proceedings, it is possible that either manufacturers or covered entities may seek data relating to underlying claims, which could indirectly increase our operational costs. Third, manufacturers have proposed to implement rebate programs to alleviate some of the effects of the 340B price rule changes. The federal government has continued to challenge such proposals. We cannot predict whether manufacturers will continue to propose rebate programs or the outcome of potential enforcement actions or litigation relating to those approaches. Like the contract pharmacy restrictions, the rebate model described above may limit access to 340B pricing to covered entities and may also supplant 340B chargeback mechanisms that we administer, which could adversely affect our business and the business of our customers.** The federal government may adopt measures in the future that would

further reduce Medicare and / or Medicaid spending or impose additional requirements on healthcare entities. Any future reductions in Medicare reimbursement rates or modifications to Medicare drug pricing regulations, such as ASP calculations, or the extension of IRA pricing reforms to commercial health plans, could negatively impact our customers' businesses and their ability to continue to purchase such drugs from us, or could indirectly affect the structure of our relationships with manufacturers and our customers. ~~We At this time, we~~ can provide no assurances that future Medicare, Medicaid or other insurance payment or policy changes, if adopted, would not have a material adverse effect on our business. Finally, federal and state governments may adopt policies affecting drug pricing and contracting practices outside of the context of federal programs such as Medicare and Medicaid, which may adversely affect our business. For example, several states have adopted laws that require drug manufacturers to provide advance notice of certain price increases and to report information relating to those price increases, while others have taken legislative or administrative action to establish prescription drug affordability boards or multi- payer purchasing pools to reduce the cost of prescription drugs. **If such programs were to proliferate, they have the potential to create significant channel disruption, with manufacturers seeking tighter controls for product access at the state level to ensure availability within each state rather than enabling arbitrage across state lines.** In addition, various proposals have been advanced to permit the importation of drugs from other countries to provide lower cost alternatives to the products available in the United States. ~~An A prime~~ example is the Safe Importation Action Plan ("SIP") that was released by HHS and the FDA on July 31, 2019, and that outlines two potential pathways to allow importation of certain drugs from foreign markets. Following the SIP framework, the FDA ~~has since~~ issued a final rule that ~~would allow~~ **allows** importation of certain lower- cost prescription drugs from Canada. Under the rule, states or certain other non- federal governmental entities **are permitted** ~~would be able~~ to submit importation program proposals to the FDA for review and authorization of two- year programs (with the opportunity to extend for two more years). ~~The~~ **While the final** rule became effective on November 30, 2020, ~~although~~ its implementation has been delayed and its impact is uncertain, in part because lawsuits have been filed challenging the government' s authority to promulgate it. Further, authorities in Canada have passed rules designed to safeguard the Canadian drug supply from shortages. Despite the ongoing litigation, on July 9, 2021, President Biden signed an Executive Order pertaining to drug pricing that directs the Commissioner of the FDA to work with states and Indian Tribes to facilitate the commercial importation of certain prescription drugs from Canada. If implemented, importation of drugs from Canada may materially and adversely affect our business. The regulatory and market implications of the final rule and guidance **are remain** unknown ~~at this time~~. Proponents of drug reimportation may attempt to pass legislation that would directly allow reimportation under certain circumstances. Legislation or regulations allowing the reimportation of drugs, if enacted, could decrease the price **that** we receive for products and adversely affect our future revenues and prospects for profitability. There can be no assurances that future changes to drug reimbursement policies, drug pricing and contracting practices outside of federal healthcare programs, or to government drug price regulation programs, such as the Medicaid rebate, ASP, or 340B program, will not have an adverse impact on our business. If we fail to comply with laws and regulations in respect of healthcare fraud and abuse, we could suffer penalties or be required to make significant changes to our operations. We are subject to extensive and frequently changing laws and regulations relating to healthcare fraud and abuse, **both in the United States and abroad**. The U. S. federal government continues to strengthen its scrutiny of practices potentially involving healthcare fraud affecting Medicare, Medicaid and other government healthcare programs. Our relationships with healthcare providers and pharmaceutical manufacturers subject our business to laws and regulations on fraud and abuse which, among other things, (i) prohibit persons from soliciting, offering, receiving or paying any remuneration in order to induce the referral of a patient for treatment or the ordering or purchasing of items or services that are in any way paid for by Medicare, Medicaid or other government- sponsored healthcare programs and (ii) impose a number of restrictions upon referring physicians and providers of designated health services under Medicare and Medicaid programs. ~~Laws~~ **Legislative provisions** relating to healthcare fraud and abuse give federal enforcement personnel substantially increased funding, powers and remedies to pursue suspected fraud and abuse, and these enforcement authorities were further expanded by the ACA. Many states have enacted similar statutes, which are not necessarily limited to items and services for which payment is made by federal healthcare programs. While we believe that we are in compliance with applicable laws and regulations, many of the regulations applicable to us, including those relating to certain incentives offered in connection with sales of pharmaceutical products and related services, are vague or indefinite, and have not been interpreted by the courts. They may be interpreted or applied by a prosecutorial, regulatory or judicial authority in a manner that could require us to make changes in our operations. If we fail to comply with applicable laws and regulations, we could be subject to administrative, civil and criminal penalties, including the loss of licenses or our ability to participate in Medicare, Medicaid, and other federal, state, or governmental healthcare programs. Our business, results of operations, and cash flows could be adversely affected by legal proceedings. Due to the nature of our operations, which we conduct through a variety of businesses, including the distribution of pharmaceuticals, the dispensing of healthcare products, and the provision of services to the pharmaceutical industry, each of our businesses may ~~cause us to~~ become involved in government investigations, legal disputes, or proceedings. These investigations, disputes or proceedings have involved or may involve healthcare fraud and abuse, the False Claims Act, antitrust, class ~~action~~ **actions**, commercial, **cybersecurity and data privacy**, employment, environmental, intellectual property, licensing, public disclosures and various other claims, including claims related to opioid medications ~~as discussed in the risk factor below~~. The Company' s Board of Directors and / or management team may also be the subject of derivative litigation, which can require significant time, attention and resources to resolve. Litigation is inherently unpredictable, and the unfavorable outcome of legal proceedings could adversely affect our **financial position**, results of operations ~~or financial condition~~, **and cash flows**. Litigation is costly, time- consuming, and disruptive to ordinary business operations. The defense and resolution of these current and future proceedings could have a material adverse effect on our **financial position**, results of operations, ~~and financial condition~~ **cash flows**. Violations of various laws, including with respect to the marketing, sale, purchase, and dispensing of pharmaceutical products and the provision of services to the pharmaceutical industry, can result in

criminal, civil, and administrative liability, for which there can be significant financial damages, criminal and civil penalties, and possible exclusion from participation in federal and state health programs. Any settlement, judgment or fine could materially adversely affect our results of operations. Statutory and / or regulatory violations could also form the basis for qui tam complaints. The qui tam provisions of the federal and various state civil False Claims Acts authorize a private person, known as a relator, to file civil actions under these statutes on behalf of the federal and state governments. Under False Claims Acts, the filing of a qui tam complaint by a relator imposes obligations on government authorities to investigate the allegations and determine whether ~~or not~~ to intervene in the action. Such cases may involve allegations around the marketing, sale, purchase, and / or dispensing of brand ~~- name~~ and / or generic pharmaceutical products or the provision of services to the pharmaceutical industry. Such complaints are filed under seal and remain sealed until the applicable court orders otherwise. Our business and results of operations could be adversely affected if qui tam complaints are filed against us for alleged violations of any health laws and regulations and damages arising from resultant false claims, if the litigation proceeds whether ~~or not~~ government authorities decide to intervene in any such matters, and / or if we are found liable for all or any portion of violations alleged in any such matters. ~~In fiscal 2018, we resolved potential civil claims and administrative action by entering into, among other things, a Corporate Integrity Agreement with the Office of Inspector General of the U. S. Department of Health and Human Services. The Corporate Integrity Agreement has a scheduled five- year term and requires formal approval by the Office of Inspector General prior to terminating. Failure to comply with obligations under the Corporate Integrity Agreement could lead to monetary or other penalties.~~ Opioid- related legal proceedings and the Distributor Settlement Agreement that we have entered into could adversely impact our cash flows or results of operations. On July 21, 2021, ~~we~~ **it was** announced that we and the two other national pharmaceutical distributors had negotiated a Distributor Settlement Agreement that, if all conditions were satisfied, would result in the resolution of a substantial majority of opioid lawsuits filed by state and local governmental entities. ~~The~~ **On April 2, 2022, the** Distributor Settlement Agreement became effective **on April 2, 2022**, and as of September 30, ~~2023~~ **2024**, it included 48 of 49 eligible states (the "**Settling States**"), as well as 99 % by population of the eligible political subdivisions in the Settling States. ~~Pursuant to the Distributor Settlement Agreement and related agreements with Settling States, we will pay up to approximately \$ 6. 4 billion over 18 years and comply with other requirements, including establishment of a clearinghouse that will consolidate data from all three national distributors. The Distributor Settlement Agreement does not contemplate participation by any non- governmental or non- political entities or individuals. Our accrued litigation liability related to the Distributor Settlement Agreement, including~~ **the State of Alabama and** an estimate for ~~the State of Alabama and~~ non- participating government subdivisions (with whom we have not reached a settlement agreement), as well as other opioid- related litigation for which we have reached settlement agreements was \$ ~~5- 4 . 5- 9~~ billion as of September 30, ~~2023- 2024~~ **. The \$ 4. 9 billion liability will be paid over 14 years**. We currently estimate that \$ ~~407- 630 . 5- 2~~ million will be paid prior to September 30, ~~2024- 2025~~, which is recorded in Accrued Expenses and Other on our Consolidated Balance Sheet. The remaining long- term liability of \$ ~~5- 4 . 1- 3~~ billion is recorded in Accrued Litigation Liability on our Consolidated Balance Sheet. While we have accrued ~~an our~~ estimated liability for opioid litigation, we are unable to estimate the range of possible loss associated with the matters that are not included in the ~~settlement~~ accrual. Because loss contingencies are inherently unpredictable and unfavorable developments or resolutions can occur, the assessment is highly subjective and requires **significant** judgments about future events ~~;~~ **We regularly review opioid litigation matters to determine whether and- an** ~~the~~ **accrual is adequate. The** amount of ultimate loss may differ materially from the amount accrued to date. Until such time as otherwise resolved, we will continue to litigate and prepare for trial and to vigorously defend **ourselves in** all such matters. Since these matters are still developing, we are unable to predict the outcome, but the result of these lawsuits could include excessive monetary verdicts and / or injunctive relief ~~that may affect our operations~~, which could have a material adverse effect on our business, **financial position**, results of operations, and cash flows and could result in a lower than historical level of capital available for deployment, including a lower level of capital returned to stockholders. Further details on the Settlement Agreement and opioid litigation are provided in Note 13 of the Notes to Consolidated Financial Statements. Public concern over the abuse of opioid medications, including increased legal and regulatory action, could negatively affect our business. Certain governmental and regulatory agencies, as well as state and local jurisdictions, are focused on the abuse of opioid **and other controlled substance** medications in the United States. Federal, state and local governmental and regulatory agencies are conducting investigations of us and others in the pharmaceutical supply chain, including pharmaceutical manufacturers, national retail pharmacy chains, independent pharmacies, prescribers, and other pharmaceutical wholesale distributors, regarding the manufacture, dispensing, and distribution of opioid **and other controlled substance** medications. In addition, a significant number of lawsuits have been filed against us, other pharmaceutical wholesale distributors, and others in the pharmaceutical supply chain by state and local governmental entities and other plaintiffs for claims related to the Company' s distribution of opioid medications. These lawsuits allege, among other claims, that we failed to provide effective controls and procedures to guard against the diversion of controlled substances, acted negligently by distributing controlled substances to pharmacies that serve individuals who abuse controlled substances, and failed to report suspicious orders of controlled substances in accordance with regulations. Additional governmental and regulatory entities have indicated an intent to sue and may conduct investigations of us in the future, and lawsuits could be brought against the Company by other plaintiffs under other theories related to opioid abuse. We are deeply committed to diversion control efforts, have sophisticated systems to identify orders placed warranting further review to determine if they are suspicious (including through the use of data analytics), and engage in due diligence and ongoing monitoring of customers. We are also being sued by private plaintiffs, such as unions, other health and welfare funds, hospital systems, third ~~-~~ party payors, other healthcare providers and individuals alleging personal injury for the same activities ~~;~~ and continue to be named as a defendant in additional opioid- related lawsuits. ~~In April 2022, the Distributor Settlement Agreement described above, which settles the vast majority of opioid- related lawsuits filed against us by state and local governmental entities, became effective. The Distributor Settlement Agreement includes a cash component, pursuant to which~~

~~we will pay up to approximately \$ 6.4 billion over 18 years. The Distributor Settlement Agreement also~~ includes injunctive relief terms relating to distributors' controlled substance anti-diversion programs. A monitor will oversee compliance with these provisions for a period of five years. In addition, the distributors will engage a third-party vendor to act as a clearinghouse for data aggregation and reporting, which the distributors will fund for ten years. It is possible that the implementation and maintenance of the required changes to distributors' controlled substance anti-diversion programs may result in unforeseen costs or operational challenges ~~which that~~ could have an adverse impact on our results of operations or performance. Legislative, regulatory or industry measures to address the misuse of prescription opioid medications may also affect our business in ways that we are not be able to predict. Certain jurisdictions have enacted, and others are considering, legislation that could require entities to pay an assessment or tax on the sale or distribution of opioid medications in those states. If additional state or local jurisdictions enact legislation that taxes or assesses the sale or distribution of opioid medications and we are not able to mitigate the impact on our business through operational changes or commercial arrangements where permitted, such legislation in the aggregate may have a material adverse effect on the Company's **financial position**, results of operations, **and** cash flows ~~, or financial condition~~. Ongoing unfavorable publicity regarding the abuse or misuse of prescription opioid pain medications and the role of wholesale distributors in the supply chain of such prescription medications, as well as the continued proliferation of opioid lawsuits, investigations, regulations and legislative actions, and unfavorable publicity in relation to those lawsuits, **could** continue to have a material adverse effect on our reputation or results of operations. Tax legislation or challenges to our tax positions could adversely affect our results of operations and financial ~~condition~~ **position**. We are subject to tax laws and regulations of the U. S. federal, state and local governments, and various foreign jurisdictions. From time to time, various legislative initiatives may be proposed that could adversely affect our tax positions and / or our tax liabilities. In ~~August 2022, the U. S. Inflation Reduction Act of 2022 was signed into law. This law, among other things, provides for a corporate alternative minimum tax on adjusted financial statement income and an excise tax on corporate stock repurchases. We are continuing to evaluate the impact this law may have on our financial position and results of operations.~~ In addition, there are several proposed changes to U. S. and non- U. S. tax legislation, which if enacted, could have a negative impact on our effective tax rate. Foreign governments may enact tax laws that could result in further changes to global taxation that could materially affect our financial position and results of operations. In addition, we are subject to the continuous examination of our income tax returns by the U. S. Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. These examinations may result in unforeseen tax-related liabilities, which may harm our future financial results. An increasing number of states and foreign jurisdictions have adopted laws or administrative practices that impose new taxes on all or a portion of gross revenue or other similar amounts or impose additional obligations to collect transaction taxes, **such as** sales, consumption, value added, or similar taxes. We may not have sufficient lead time to build systems and processes to collect these taxes properly, or at all. Failure to comply with such laws or administrative practices, or a successful assertion by such states or foreign jurisdictions requiring us to collect taxes where we do not, could result in material tax liabilities, including for past sales, as well as penalties and interest. There can be no assurance that our effective tax rate or tax payments will not be adversely affected by legislation resulting from these initiatives both within the United States and other foreign jurisdictions in which we operate. In addition, tax laws and regulations are extremely complex and subject to varying interpretations. While we believe that our historical tax positions are consistent with applicable laws, regulations, and existing precedent, there can be no assurance that our tax positions will not be challenged by relevant tax authorities or that we would be successful in any such challenge. Due to the potential for changes to tax laws and regulations or changes to the interpretation thereof, the ambiguity of tax laws and regulations, the subjectivity of factual interpretations, the complexity of our business and intercompany arrangements, uncertainties regarding the geographic mix of earnings in any particular period, and other factors, material adjustments to our tax estimates may impact our provision for income taxes and our earnings per share, as well as our cash flows. Violations of anti-bribery, anti-corruption, and / or international trade laws ~~that to which~~ **to** could have a material adverse effect on our business, financial position, and results of operations. We are subject to laws concerning our business operations and marketing activities in foreign countries where we conduct business. For example, we are subject to the U. S. Foreign Corrupt Practices Act (the "**FCPA**"), U. S. export control and trade sanction laws, and similar anti-corruption and international trade laws in certain foreign countries, such as the U. K. Bribery Act, any violation of which could create substantial liability for us and also cause a loss of reputation in the market. We may also have substantial liability if a third party acting on our behalf or on the behalf of our subsidiaries (including our joint venture partners) is in violation of these laws. The FCPA generally prohibits U. S. companies and their officers, directors, employees, and intermediaries from making improper payments to foreign officials for the purpose of obtaining or retaining business abroad or otherwise obtaining favorable treatment. The FCPA also requires that U. S. public companies maintain books and records that fairly and accurately reflect transactions and maintain an adequate system of internal accounting controls. If we are found to have violated the FCPA, we may face sanctions including civil and criminal fines, disgorgement of profits, and suspension or debarment of our ability to contract with government agencies or receive export licenses. We have business operations in many countries worldwide, including in **Brazil and China, India,** Turkey, and other countries that are considered to have business environments with higher risk of conduct that could give rise to potential violations and liabilities. From time to time, we may face audits or investigations by one or more domestic or foreign government agencies relating to our international business activities, compliance with which could be costly and time-consuming, and could divert **the attention of** our management and key personnel from our business operations. An adverse outcome under any such investigation or audit could subject us to fines or other penalties, which could adversely affect our business, financial position, and results of operations. Our actual or perceived failure to adequately protect personal data could result in claims of liability against us, damage our reputation or otherwise materially harm our business. Given the nature of our business, we, together with ~~our~~ **third-party business partners** acting on our behalf, receive, collect, process, use, and

retain sensitive and confidential customer, patient, and employee data, in addition to proprietary business information. Some of our third-party service providers-business partners, such as identity verification and payment processing providers, also regularly have access to customer data. Additionally, we maintain other confidential, proprietary, or otherwise sensitive information relating to our business and from third parties. Global privacy, cybersecurity and data protection-related laws and regulations are evolving, extensive, and complex. Compliance with these laws and regulations is difficult-challenging and costly. The interpretation and application of these laws in some instances is uncertain, and our legal and regulatory obligations are subject to frequent changes. We are required to comply with increasingly complex and changing data privacy regulations both in the United States and beyond that regulate the collection, use, security, processing, and transfer of personal data, including particularly the transfer of personal data between or among countries. Many of these regulations also grant rights to individuals. Many foreign data privacy regulations (including, without limitation, GDPR in the European Union, UK GDPR, Brazil's General Data Protection Law, "LGPD," and the Personal Information Protection and Electronic Documents Act in Canada) and certain state laws and regulations (including California's CCPA, the Colorado Privacy Act, the Connecticut Data Privacy Act, the Utah Consumer Privacy Act, and the Virginia Consumer Data Protection Act and recently enacted consumer privacy laws in Colorado-Delaware, Connecticut-Iowa, Utah-Montana, Nebraska, New Hampshire, New Jersey, Oregon, and Virginia-Texas) impose requirements beyond those enacted under United States federal law including, in some instances, private rights of action. For example, the EU GDPR imposes more stringent data protection requirements, including a broader scope of protected data, restrictions on cross-border transfers of personal data and more onerous breach reporting requirements, and the EU GDPR imposes greater penalties for non-compliance than the federal data protection laws in the United States. Other states and countries continue to enact similar legislation. We are also required to comply with expanding and increasingly complex cybersecurity laws and regulations in the United States and abroad (including, the EU) with respect to reporting adverse events-information security incidents and additional requirements for avoiding or responding to an adverse event. We may also face audits or investigations by domestic or foreign government agencies relating to our compliance with these regulations. An adverse outcome under any such investigation or audit could subject us to fines or other penalties. We also have contractual obligations to our customers related to the protection of personal data and compliance with privacy and cybersecurity laws. A party who is able to compromise the security measures of our networks and systems, or those of our third-party service providers-business partners, could misappropriate either proprietary business information or the personal information of our customers, patients, or employees. Any actual or perceived breach of confidential information could expose us to increased risk of lawsuits, regulatory penalties, loss of existing or potential customers, damage relating to loss of proprietary information, harm to our reputation and increases in our security, legal, and insurance costs. The foregoing or other circumstances related to our collection, use, and transfer of personal data could cause a loss of reputation in the market and/or adversely affect our business and financial position. Other Risks The loss-Our third-party business partners are vulnerable to cybersecurity risks, and any cyber incident affecting or our disruption of information systems third-party business partners could significantly disrupt our operations. We heavily depend on our supply chain to provide our products and have services to customers, and a material adverse cybersecurity incident involving a supplier or subcontractor could significantly effect-affect us. To evaluate third-party cybersecurity controls, we utilize third-party cybersecurity monitoring and alerting tools, cybersecurity due diligence questionnaires, and request and review third-party audit reports and assurance certifications if they exist. Based on these reviews, we collaborate directly with our third parties to address identified deficiencies and also incorporate security and privacy addendums into our contracts when applicable. We also ensure that our subcontractors adhere to cybersecurity regulatory requirements as mandated by regulations. This includes requiring our vendors to implement specific security controls and to report any cybersecurity incidents to us, allowing us to assess the potential impact on our organization. Despite our comprehensive approach to conducting diligence on the cybersecurity controls of our third-party business partners -Our businesses rely on sophisticated information systems to obtain, we may rapidly process, analyze, and manage data to facilitate the purchase and distribution of thousands of inventory items from numerous distribution centers; to receive, process, and ship orders on a timely basis; to account for other product and service transactions with customers; to manage the accurate billing and collections for thousands of customers; and to process payments to suppliers. We continue to make substantial investments in data centers and information systems, including, but not limited to, those relating to our acquisition of Alliance Healthcare and PharmaLex. To the extent our information systems are not successfully implemented or fail, or to the extent there are data center interruptions or outages, our business and results of operations may be able to prevent materially adversely affected. Our business and results of operations may also be adversely affected if a third-party business partner from experiencing a service provider does not perform satisfactorily, or if the information systems are interrupted or damaged by unforeseen events, including due to the actions of third parties. Information security-cybersecurity incident risks have generally increased in recent years because of the proliferation of cloud-based infrastructure and any other services, new technologies, and the increased sophistication and activities of perpetrators of cyber -attacks. Security incidents-incident affecting such as ransomware attacks are becoming increasingly prevalent and severe, as well as increasingly difficult to detect. These risks have increased with the growth of our business, including as we integrate the information systems of acquired businesses, such as Alliance Healthcare, into our enterprise. In addition, security incidents may disrupt our businesses and require that we expend substantial additional resources related to the security of information systems. We, and our third-party service providers, have experienced cyberattacks. For example, in March 2023, one of our foreign business partners could significantly units experienced a cybersecurity event that resulted in the unavailability of certain data stored on a standalone legacy information technology platform and disrupted-- disrupt our operations of the Company's foreign business..... to investigate and remediate information security vulnerabilities. Our failure to protect our reputation could have a material adverse effect on our business and operations. We believe that maintaining and enhancing our reputation is critical to our ability to expand and retain our customer base, strategic partnerships

and other key relationships. Any negative publicity about us or ~~the our~~ industry in which we operate may adversely impact our business and operations. Furthermore, failure to comply with ethical, social, **regulatory**, product, labor, health and safety, accounting, or environmental standards could also jeopardize our reputation and potentially lead to various adverse actions, including litigation. Negative claims or publicity, including those made on social media, also could adversely affect our reputation and business, regardless of whether such claims are accurate. Our reputation may also depend on the success of our environmental, social and governance ("**ESG**") initiatives, inclusive of sustainability, social impact and corporate responsibility, which require ~~company~~ **Company**-wide coordination and alignment. Risks associated with these initiatives include **, without limitation,** increased focus on ESG targets, goals and disclosure, including by governmental and nongovernmental organizations, increased costs associated with sustainability efforts, and compliance with laws and regulations. All of the foregoing could expose us to market, operational and execution costs or risks. Any ESG or sustainability metrics that we currently or may in the future disclose, whether based on the standards **that** we set for ourselves or those set by ~~others~~ **third parties**, may influence our reputation and the value of our brands. There is also increased focus, including by investors, customers, and other stakeholders, on ESG matters, including the use of materials, climate change, waste generation, supply chain, human capital, health equity and worker safety. Our reputation could be damaged if we do not, or are perceived to not, act responsibly with respect to sustainability matters, which could also have a material adverse effect on our business, ~~results of operations,~~ financial position, **results of operations**, and cash flows. Our intellectual property rights may not provide meaningful commercial protection for our services, solutions, or brands. We rely on trade secret, trademark, patent, and copyright laws, nondisclosure obligations, and other contractual provisions and technical measures to protect our proprietary rights in our services, solutions, **products,** and brands. We may be unable to prevent third parties from using our intellectual property without our authorization, and we might initiate costly and time-consuming litigation or other proceedings to protect our trade secrets, to enforce our intellectual property rights, and / or to determine the scope and validity of the proprietary rights of others. Our competitors might develop non-infringing services and solutions equivalent or superior to ours. Our intellectual property protection efforts might be inadequate to protect our rights or prevent third-party claims of infringement. In addition, the laws of some non-U. S. jurisdictions, particularly those of certain emerging markets, may provide less protection for our proprietary rights than the laws of the U. S. and present greater risks of infringement. As we expand our services in various markets, we may not be able to secure intellectual property protection, including trademark protection, in some markets or categories of products or services. To the extent we cannot protect our intellectual property, unauthorized use and misuse of our intellectual property could harm our competitive position and have a material adverse impact on our results of operations. We face risks related to **are adversely impacted by events outside of our control, such as widespread public health epidemics issues, natural disasters, government policy changes, and pandemics political events**. We face risks related to **might be adversely affected by events outside of our control, including: widespread public health issues, such as epidemics-epidemic and or pandemics- pandemic infectious diseases; natural disasters and other catastrophic events such as earthquakes, floods, or severe weather**, including **as a result of climate change;** risks related to any responses thereto by the federal, state or foreign governments- **government policy changes; and political events such as terrorism, political tensions, military conflicts, civil unrest, and trade wars. These events can disrupt operations for us, our suppliers, our vendors, and our customers, as well as customers-impair product manufacturing, supply, and suppliers-transport availability and cost in unpredictable ways that depend on highly uncertain future developments. They might** A pandemic could adversely affect **consumer confidence levels and spending our- or the availability of certain goods or commodities. In response to these types of events, we might suspend operations, implement extraordinary procedures, seek alternate sources for product supply chains and distribution network, and we could experience and expect prolonged unpredictable reductions in supply and demand for- or suffer consequences** certain of our products and services similar to those experienced during the COVID-19 pandemic. Further, it is possible that **are unexpected** the manufacturers that produce the products that we distribute may experience delays or shutdowns similar to those experienced during the COVID-19 pandemic, including disruptions in their supply chains or in a suspension of production at their own facilities. The implementation of any government-mandated vaccination or testing mandates may impact our ability to retain current employees and attract new employees **difficult to mitigate**. Any **of these risks might** extended disruption in our ability to service our customers could have a **material materially** adverse effect **impact** on our revenue **business, financial position**, results of operations, and cash flows. Our goodwill or long-lived assets may become impaired, which may require us to record a significant charge to earnings in accordance with generally accepted accounting principles. U. S. generally accepted accounting principles ("**GAAP**") require us to test our goodwill for impairment on an annual basis, or more frequently if indicators for potential impairment exist. Indicators that are considered include significant changes in performance relative to expected operating results, significant negative industry or economic trends, including rising interest rates, or a significant decline in our stock price and / or market capitalization for a sustained period of time. In addition, we periodically review our long-lived assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Factors that may be considered a change in circumstances indicating that the carrying value of our long-lived assets may not be recoverable include slower growth rates, the loss of a significant customer, or divestiture of a business or asset for below its carrying value. The testing required by GAAP involves estimates and judgments by management. We may be required to record a significant charge to earnings in our consolidated financial statements during the period in which any impairment of our goodwill or long-lived assets is determined. Any such charge could have a material adverse impact on our results of operations. ~~Natural disasters or~~ **For example, we have experienced a weakening in demand for specialized services in other- the unexpected events life sciences industry**, including **which has negatively impacted those-- the** related to climate change, may disrupt our operations- **operating**; adversely affect our results of **PharmaLex** operations and financial condition, and may not be covered by insurance- **In** We continue to focus on strategies and systems, such as reducing greenhouse gas emissions and packaging waste, to address climate

change. However, we face climate and environmental risks and the occurrence of one or more unexpected events, including fires, tornadoes, tsunamis, hurricanes, earthquakes, drought, storms, sea level rise, floods, and other **the** severe hazards or accidents **fourth quarter of fiscal 2024 and in connection with** the United States, the United Kingdom, the European Union or in other **the Company's annual budgeting process** countries or regions in which we operate could adversely affect our operations and financial performance. Extreme weather, natural disasters, power outages, or other **the Company revised PharmaLex's** unexpected events could result in physical damage to and complete or partial closure of one or more of distribution centers or outsourcing facilities, temporary or long- **range forecast** term disruption in the supply of products, delay in the delivery of products to our distribution centers, and / or disruption of our ability to deliver products to customers. **In connection** Current or future insurance arrangements may not provide protection for costs that may arise from such events, particularly if such events are catastrophic in nature or occur in combination. Further, the long- term effects of climate change on general economic conditions and the pharmaceutical distribution industry in particular are unclear, and changes in the supply, demand, or available sources of energy and the regulatory and other costs associated with energy production and delivery may affect the availability or cost of goods and services **Company's annual goodwill impairment assessment, it recorded** including natural resources, necessary to run our businesses. Any long- term disruption in our ability to service our customers from one or more distribution centers or outsourcing facilities could have a material adverse effect on our operations **goodwill impairment of \$ 418. 0 million in the PharmaLex reporting unit**. Exclusive forum provisions in our amended and restated bylaws ("**"** Bylaws **"**") could limit our stockholders' ability to choose their preferred judicial forum for disputes with us or our directors, officers, or employees. Our Bylaws provide, **to the fullest extent permitted by law**, that unless the Company consents in writing to the selection of an alternative forum, the sole and exclusive forum for any (i) derivative action or proceeding brought on behalf of the Company; (ii) action asserting a claim for or based on a breach of a fiduciary duty owed by any **current or former** director **or**, officer or other employee or **stockholder** agent of the Company to the Company or the Company' s stockholders; (iii) action asserting a claim **against the Company or any director or officer or other employee or agent of the Company** arising pursuant to any provision of the Delaware General Corporation Law ("**"** DGCL **"**"), or the Company' s Certificate of Incorporation or Bylaws **or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware**; or (iv) action asserting a claim **related to or involving the Company or any current or former director or officer or other employee or agent of the Company that is governed by the internal affairs doctrine of the law of the** State of Delaware, shall, **in each case to the fullest extent permitted by law**, be the Delaware Court of Chancery located within the State of Delaware (or, if **such the Delaware Court court does not have subject matter** of Chancery located within the State of Delaware lacks jurisdiction **thereof** over any such action or proceeding, the sole and exclusive forum for such action or proceeding shall be another state or federal **district** court **of** located within the State **District** of Delaware). Additionally, our Bylaws provide that unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States **of America** shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended ("**"** Securities Act **"**"). The choice of forum provisions may increase costs to bring a claim, discourage claims or limit a stockholder' s ability to bring a claim in a judicial forum that it finds favorable for disputes with the Company or the Company' s directors, officers or other employees, which may discourage such lawsuits against the Company or the Company' s directors, officers and other employees. Alternatively, if a court were to find the choice- of- forum provisions contained in the Company' s Bylaws to be inapplicable or unenforceable in an action, the Company may incur additional costs associated with resolving such action in other jurisdictions. The exclusive forum provisions in the Company' s Bylaws will not preclude or contract the scope of exclusive federal or concurrent jurisdiction for actions brought under the federal securities laws, including the Securities Exchange Act of 1934, as amended, or the Securities Act, or the respective rules and regulations promulgated thereunder.