Risk Factors Comparison 2023-12-08 to 2022-08-29 Form: 10-K

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If any of the following risks actually occur, our business, financial condition, operating results, or cash flow could be materially and adversely affected. Additional risks or uncertainties not presently known to us, or that we currently believe are immaterial, may also impair our business operations. Risks Relating to Our Business and the Industry in Which We Operate **Actions of activist shareholders could impact the pursuit of our business strategies and adversely affect our results of operations, financial condition, or share price. We value constructive input from investors and regularly engage in dialogue with our shareholders regarding strategy and performance. Our board of directors and management team are committed to acting in the best interests of all shareholders. The actions taken by our board of directors and management in seeking to maintain constructive engagement with certain shareholders, however, may not be successful. We have been, and may in the future be, subject to activities initiated by activist shareholders. In August 2023, we entered into a Cooperation Agreement (the " Cooperation Agreement ") with Elliott Investment Management L. P. (" Elliott "). Pursuant to the Cooperation Agreement, we appointed Steven Barg, Frank D' Amelio, Michelle Ryan, and Stephanie Okey as members of the Board, with an initial term expiring at the Company' s 2023 Annual Meeting of Shareholders. We strive to maintain constructive, ongoing communications with all shareholders, including Elliott, and we welcome constructive input from all shareholders toward the shared goal of enhancing stakeholder value. Nonetheless, we may not be successful in engaging constructively with one or more shareholders, and any resulting activist campaign that contests, or seeks to change, our strategic direction or business mix could have an adverse effect on us because: (i) responding to actions by activist shareholders could disrupt our business and operations, be costly or time- consuming, or divert the attention of our board of directors or senior management from the pursuit of business strategies, which could adversely affect our results of operations or financial condition; (ii) perceived uncertainties as to our future direction may lead to the perception of a change in the direction of the business, instability, or lack of continuity, any of which may be exploited by our competitors, cause concern to our current or potential customers, cause concern in the minds of our employees and lead to the departure of critical employees, result in the loss of potential business opportunities, or make it more difficult to attract and retain qualified personnel and business partners; and (iii) these types of actions could cause significant fluctuations in our share price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals and prospects of our business. We anticipate being subject to increasing focus by our investors, regulators, customers, and other stakeholders on ESG matters. Our investors, regulators, customers, and other stakeholders are increasingly focused on ESG matters. Certain investors, particularly institutional investors, and certain of our customers may use third- party benchmarks or scores to measure our ESG practices, and to decide whether to invest in our shares, engage with us regarding our practices, or engage or continue to use our services. If our ESG scores or practices do not meet desired standards, we may face reputational challenges. There can be no assurance that we will be able to accomplish any particular ESG goal or commitment, including any additional or revised commitment that we may announce in the future, as statements regarding such goals and commitments reflect our plans and aspirations at the time of announcement and do not guarantee achievement of such plans and aspirations within the timelines we announce or at all. Different stakeholder groups have divergent views on ESG matters, which increases the risk that any action or lack thereof with respect to ESG matters will be perceived negatively by at least some stakeholders and adversely impact our reputation and business. Anti- ESG sentiment has gained some momentum across the United States, with several states having enacted or proposed " anti- ESG " policies or legislation, or issued related legal opinions. If we do not successfully manage ESG- related expectations across these varied stakeholder interests, it could erode stakeholder trust, impact our reputation, and constrain our business. Globally, a lack of harmonization in relation to ESG legal and regulatory reform across the jurisdictions in which we may operate may affect our future implementation of, and compliance with, rapidly developing ESG standards and requirements. Generally, we expect stakeholder demands and the prevailing legal environment to require us to devote additional resources to ESG matters in our review of prospective acquisitions. Additionally, collecting, measuring, and reporting ESG information and metrics can be costly, difficult, and time- consuming, are subject to evolving reporting standards, and can present numerous operational, reputational, financial, legal, and other risks. Compliance with ESG- related rules and efforts to meet investor expectations on ESG matters may place strain on our personnel, systems, and resources, and we may incur significant compliance costs. Additionally, failure to comply with such rules or meet investor expectations may have a material adverse impact on our business, prospects, financial condition, or results of operations. We are a part of the highly regulated healthcare industry, subject to stringent regulatory standards and other applicable laws and regulations, which can change unexpectedly or be the subject of unexpected changes in interpretation or enforcement, any of which may adversely impact our business. The healthcare industry is highly regulated. We, and our customers, are subject to various local, state, federal, national, and transnational laws and regulations, which include the operating, quality, and security standards of the FDA, the DEA, various state boards of pharmacy, state health departments, the DHHS, similar bodies of the U. K., the E. U. and its member states, and other comparable agencies around the world, and, in the future, any change to such laws and regulations or the interpretation or application thereof could adversely affect us. Among other rules affecting us, we are subject to laws and regulations concerning cGMP and drug safety. New public health orders or best practice guidelines may increase our costs to**

operate or reduce our productivity, thereby affecting our business, financial condition, or results of operations. We cannot ensure that our compliance controls, policies, and procedures will in every instance protect us from acts of our employees, agents, contractors, or collaborators that turn out to violate the laws or regulations of the jurisdictions in which we operate, including, without limitation, healthcare, employment, foreign corrupt practices, trade restrictions and sanctions, environmental, competition, and privacy laws and regulations. Failure by us or by our customers to comply with the requirements of applicable laws and regulations or requests from regulatory authorities could result in warning letters, product recalls or seizures, monetary sanctions, injunctions to halt manufacture or distribution, restrictions on our operations, civil or criminal sanctions, or withdrawal of existing or denial of pending approvals, permits, or registrations, including those relating to products or facilities. In addition, any such failure relating to the products or services we provide could expose us to contractual or product liability claims as well as claims from our customers, including claims for reimbursement for lost or damaged active pharmaceutical ingredients, which cost could be significant. Our business activities outside the U. S. are subject to the U. S. Foreign Corrupt Practices Act, the U. K. Anti- Bribery Act, and other anti- bribery or anti- corruption laws, regulations, or rules. Our business is heavily regulated and therefore involves significant interaction with public officials, including officials of non- U. S. governments. There is no certainty that all of our employees, agents, contractors, or collaborators, or those of our affiliates, will comply with all applicable laws and regulations, particularly given the high level of complexity of these laws. Violations of these laws and regulations may have a material adverse impact on our business, prospects, financial condition, or results of operations. In addition, any new offering or product classified as a pharmaceutical or medical device must undergo lengthy and rigorous clinical testing and other extensive, costly, and time- consuming procedures mandated by the FDA, the EMA, and other equivalent local, state, federal, national, and transnational regulatory authorities in the jurisdictions that regulate our offerings and products. Although we believe that we comply in all material respects with applicable laws and regulations, there can be no assurance that a regulatory agency or tribunal would not reach a different conclusion concerning the compliance of our operations with applicable laws and regulations. In addition, there can be no assurance that we will be able to maintain or renew existing permits, licenses, or other regulatory approvals or obtain, without significant delay, future permits, licenses, or other approvals needed for the operation of our businesses. Any noncompliance by us or our customers with applicable law or regulation or the failure to maintain, renew, or obtain necessary permits and licenses could have an adverse effect on our results of operations and financial condition. Furthermore, loss of a permit, license, or other approval in any one portion of our business may have indirect consequences in another portion of our business if regulators or customers adjust their reviews of such other portion as a result or customers cease business with such other portion due to fears that such loss is a sign of broader concerns about our ability to deliver products or services of sufficient quality. Any failure to implement fully, monitor, and continuously improve our quality management strategy could lead to quality or safety issues and expose us to significant costs, potential liability, and adverse publicity. Our results depend on our ability to execute and improve when necessary our quality management strategy and systems, and effectively train and maintain our workforce with respect to quality management. Quality management plays an essential role in determining and meeting customer requirements, preventing defects, and improving our offerings, and, despite our network of quality systems, a quality or safety issue, including with respect to a high- revenue product, could have an adverse effect on our business, financial condition, stock price, or results of operations and may subject us to regulatory action, including a product recall, product seizure, injunction to halt manufacture or distribution, or restriction on our operations; monetary fines; or other civil or criminal sanctions. In addition, such an issue could subject us to adverse publicity and costly litigation, including claims from our customers for reimbursement for the cost of lost or damaged active pharmaceutical ingredients or other related losses, the cost of which could be significant. We have experienced, and may continue to experience, productivity issues and higher- than- expected costs at certain of our facilities, which have resulted in, and may continue to result in, material and adverse impacts on our financial condition and results of operations. In the fourth quarter of fiscal 2023, we announced that we experienced productivity issues at three of our facilities, including two of our largest manufacturing facilities in fiscal 2023, relating to, among other things, deployment of a new enterprise resource planning (ERP) system and continued need to implement enhancements to operational and engineering controls following regulatory inspections, which led to reductions in revenues and increases in costs at these sites in fiscal 2023. Our plans to increase capacity for a customer' s product at one of these sites did not move forward on schedule, and, due to manufacturing capacity constraints, revenue from the unproduced batches was not made up in fiscal 2023. There can be no assurance that such revenue will be recovered on expected timeframes or at all. In addition, we have experienced higher- than- expected costs at the three facilities. Although we have taken several measures at these facilities, including management and operational changes, there can be no assurance that such measures will successfully address the root causes of the issues identified at each site, that our costs will return to anticipated levels, or that productivity levels at these sites will return to normal in the expected timeframes or at all. If we are unsuccessful in remedying the productivity issues at our facilities, if we are unable to recover revenue from unproduced batches when expected or at all, or if our costs at our facilities remain elevated, we may continue to experience material and adverse impacts on our financial condition and results of operations. Furthermore, there can be no assurance that additional operational and productivity issues will not arise at these three sites, or that similar operational and productivity issues will not materialize in our other manufacturing facilities, which may result in material and adverse impacts on our financial condition and results of operations. The declining demand for various COVID- 19 vaccines and treatments from both patients and governments around the world has affected and may continue to affect sales of the COVID- 19 products we manufacture and our financial condition. We manufacture or provide services for a variety of products

intended for the prevention or treatment of COVID- 19 and its symptoms and effects, including both vaccines and treatments. Due to the substantially decreased demand for these products since the height of the COVID- 19 pandemic, no single one of these products is currently material to our business. The duration and extent of future revenues from our development, testing, manufacturing, and packaging of COVID- 19- related products is uncertain and dependent upon customer demand. As the COVID- 19 pandemic evolved into an endemic phase, we anticipated greater seasonality for demand and a decreased patient population, which may result in overall lower demand for the COVID- 19- related products we develop, test, manufacture, or package. The market for the COVID- 19 vaccines we develop, test, manufacture, or package depends on several evolving factors that are outside of our control, including public health authority recommendations and consumer motivation to vaccinate. Certain of the COVID- 19- related products we develop and manufacture have not yet received full marketing approval from relevant regulatory authorities around the world or for certain patient populations. Should any of these COVID- 19- related products be denied any necessary regulatory approval, the demand for such product could decrease significantly and therefore decrease customer orders for additional development, manufacturing, or packaging of those products. Additionally, the need for continued manufacture and supply of vaccines (including " booster " doses) and therapies to address COVID- 19, including new and developing variants of COVID- 19, is highly uncertain and subject to various political, economic, and regulatory factors that are outside of our control. In addition, highly public political and social debate relating to the need for, efficacy of, or side effects related to one or more specific COVID- 19 vaccines could contribute to changes in public perception of one or more COVID- 19 vaccines manufactured by us, which could decrease demand for a COVID- 19 related products we develop, manufacture, or package. Any of these factors, or others, could lead to decreased demand for the COVID- 19 related products we develop, manufacture, or package and, as a result, have an adverse effect on our financial results or financial condition. The demand for our offerings depends in part on our customers' research and development and the clinical and market success of their products. Our business, financial condition, and results of operations may be harmed if our customers spend less on, or are less successful in, these activities. In addition, customer spending may be affected by, among other things, recessionary economic conditions caused in whole or in part by lingering effects of the COVID- 19 pandemic, the Ukrainian- Russian war, the war in Gaza between Israel and Hamas, higher interest rates, or the rise in inflation worldwide. Our customers are engaged in research, development, production, and marketing of pharmaceutical, biotechnology, and consumer health products. The amount of customer spending on research, development, production, and marketing, as well as the outcomes of such research, development, and marketing activities, have a large impact on our sales and profitability, particularly the amount our customers choose to spend on our offerings. Available resources, including funding for our biotechnology and other customers, the need to develop new products, and consolidation in the industries in which our customers operate may have an impact on such spending. Our customers and potential customers finance their research and development spending from private and public sources. A reduction in available financing for and spending by our customers, for these reasons or because of the direct or indirect lingering effects of the COVID- 19 pandemic, inflation, higher interest rates, the Ukrainian- Russian war or other regional or global conflicts such as the war in Gaza, could have a material adverse effect on our business, financial condition, and results of operations. If our customers are not successful in attaining or retaining product sales due to market conditions, reimbursement issues, or other factors, our results of operations may be materially adversely affected. We participate in a highly competitive market, and increased competition may adversely affect our business. We operate in a market that is highly competitive. We compete with multiple companies as to each of our offerings and in every region of the globe in which we operate, including competing with other companies that offer advanced delivery technologies, outsourced dose form or biologics manufacturing, clinical trials support services, or development services to pharmaceutical, biotechnology, and consumer health companies globally. We also compete in some cases with the internal operations of those pharmaceutical, biotechnology, and consumer health customers that also have manufacturing capabilities and choose to source these services internally. We face substantial competition in each of our markets. Competition is driven by proprietary technologies and know- how, capabilities, consistency of operational performance, quality, price, value, responsiveness, and speed. Some competitors have greater financial, research and development, operational, and marketing resources than we do. Competition may also increase as additional companies enter our markets or use their existing resources to compete directly with ours. Expanded competition from companies in low- cost jurisdictions, such as India and China, may in the future adversely affect our results of operations or limit our growth. Greater financial, research and development, operational, and marketing resources may allow our competitors to respond more quickly with strategic acquisitions, or with new, alternative, or emerging technologies. Changes in the nature or extent of our customers' requirements may render our offerings obsolete or non- competitive and could adversely affect our results of operations and financial condition. We are subject to product and other liability risks that could exceed our anticipated costs or adversely affect our results of operations, financial condition, liquidity, and cash flows. We are subject to potentially significant product liability and other liability risks that are inherent in the design, development, manufacture, and marketing of our offerings. We may be named as a defendant in product liability lawsuits, which may allege that our offerings have resulted or could result in an unsafe condition or injury to consumers. Such lawsuits, even those without merit, could be costly to defend and could result in reduced sales, significant liabilities, adverse publicity, and diversion of management' s time, attention, and resources. Furthermore, product liability claims and lawsuits, regardless of their ultimate outcome, could have a material adverse effect on our business operations, financial condition, and reputation and on our ability to attract and retain customers. The availability of product liability insurance for companies in the pharmaceutical industry is generally more limited than insurance available to companies in other industries. We maintain product liability insurance with annual

aggregate limits in excess of $ 25 million. There can be no assurance that a successful product liability or other claim would be adequately covered by our applicable insurance policies or by any applicable contractual indemnity or liability limitations. Our business, financial condition, and results of operations may be adversely affected by global health epidemics ~~, including the COVID- 19 pandemic~~. Any public health epidemic, ~~including~~ **such as** the COVID- 19 pandemic, may affect our operations and those of third parties on which we rely, including our customers and suppliers. Our business, financial condition, and results of operations may be affected by: disruptions in our customers' abilities to fund, develop, or bring to market products as anticipated; delays in or disruptions to the conduct of clinical trials; cancellations of contracts or confirmed orders from our customers; decreased demand for categories of products in certain affected regions **; governmental restrictions imposed to respond to the risks posed by any such epidemic** ; and inability, difficulty, or additional cost or delays in obtaining key raw materials, components, and other supplies from our existing supply chain; among other factors caused by a public health epidemic ~~, including the COVID- 19 pandemic~~. ~~While the COVID- 19 pandemic has not had a material negative effect on our overall business, financial condition or results of operations to date, our customers and suppliers have in some cases experienced negative impacts due to disruptions in supply chains and disruptions to the operations of the FDA and other drug regulatory authorities, which resulted in, among other things, delays of inspections, reviews, and approvals of our customers' products, as well as the volume and timing of orders from these customers. Such impacts may affect our business in the future. Governmental restrictions related to the COVID- 19 pandemic, which continue to evolve, including travel restrictions, quarantines, shelter- in- place orders, business closures, new safety requirements or regulations, or restrictions on the import or export of certain materials, or other operational issues related to the COVID- 19 pandemic may have an adverse effect on our business and results of operations. We continue to monitor developments related to the COVID- 19 pandemic and its effects on our business, operations, and financial condition. For purposes of our operational and financial planning, we have made, and update when appropriate, certain assumptions regarding the duration, severity, and global economic impact of the pandemic in different regions, and the need for continued manufacture and supply of COVID- 19 vaccines and treatments, each of which remains uncertain. However, despite careful planning, our assumptions may not be accurate, as the extent to which COVID- 19 may affect our future results will depend on future developments that are uncertain, including: the duration of the pandemic; emerging information concerning the severity and incidence of the virus and its variants; the emergence of additional virus variants; regional resurgences of the virus globally; the safety, efficacy, and availability of vaccines and treatments for COVID- 19 (including its variants); the rate at which the population globally becomes vaccinated against COVID- 19; the global economic impact of the pandemic; the actions of governments and regulatory authorities to contain the pandemic or control the supply of vaccines and treatments; and the actions the pharmaceutical industry, competitors, suppliers, customers, patients, and others may take to contain or address the pandemic' s direct and indirect effects. Our Biologics segment, in particular, has reported substantial revenue from the testing, manufacturing, and packaging of COVID- 19- related products for our customers. While this positive impact is expected to continue through at least the remainder of calendar 2022 and into calendar 2023, the duration and extent of future revenues from such testing, manufacturing, and packaging of COVID- 19- related products is uncertain and dependent upon customer demand. See also" — Risks Related to Our Business and the Industry in Which We Operate — The continually evolving nature of the COVID- 19 pandemic and the resulting public health response, including the changing demand for various COVID- 19 vaccines and treatments from both patients and governments around the world, may affect sales of the COVID- 19 products we manufacture."~~ In addition, the impact of **a** ~~the COVID- 19 pandemic or any other~~ public health epidemic could exacerbate other risks we face, including those described elsewhere in ~~"~~ **"** Risk Factors. ~~" We manufacture or provide services for a variety of products intended for the prevention or treatment of COVID- 19 and its symptoms and effects, including both vaccines and treatments. No single one of these products is material to our business. Certain of these products are subject to " take- or- pay "~~ provisions that require the customer to either purchase a minimum amount of product or pay any shortfall resulting from purchases not made. Such provisions should mitigate risks relating to any future uncertainty in the demand for these products. The COVID- 19- related products we develop and manufacture have not yet received full marketing approval from certain regulatory authorities around the world for certain patient populations, although some of these are being marketed and sold to such populations pursuant to an emergency use authorization (EUA) from the FDA or the equivalent authorization from non- U. S. regulatory authorities. Should any of these COVID- 19- related products be denied any necessary regulatory approval, the demand for such product could decrease significantly and therefore decrease customer orders for additional development, manufacturing, or packaging of those products, although the financial effect on us may be mitigated by any take- or- pay provision in place with respect to that product. Additionally, the need for continued manufacture and supply of vaccines (including " booster " doses) and therapies to address the COVID- 19 pandemic, including new and developing variants of COVID- 19, is highly uncertain and subject to various political, economic, and regulatory factors that are outside of our control. Should the U. S. or other major regions worldwide determine that additional manufacture of COVID- 19 vaccines, boosters, or therapies is no longer necessary, it could adversely affect our revenue and financial condition. In addition, highly- public political and social debate relating to the need for, efficacy of, or side effects related to one or more specific COVID- 19 vaccines could contribute to changes in public perception of one or more COVID- 19 vaccines manufactured by us, which could decrease demand for a COVID- 19 related product we develop, manufacture, or package. The demand for our offerings depends in part on our customers' research and development and the clinical and market success of their products. Our business, financial condition, and results of operations may be harmed if our customers spend less on, or are less successful in, these activities. In addition, customer spending may be affected by, among other things, the COVID- 19 pandemic or recessionary economic conditions caused in whole or in part by the pandemic, the Ukrainian- Russian war, or the rise in inflation worldwide. Our customers are engaged in research, development, production, and marketing of pharmaceutical, biotechnology, and consumer health products. The amount of customer spending on research, development, production, and marketing, as well as the outcomes of such research, development, and marketing activities, have a large impact on our sales and**

profitability, particularly the amount our customers choose to spend on our offerings. Available resources, including funding for our biotechnology and other customers, the need to develop new products, and consolidation in the industries in which our customers operate may have an impact on such spending. Our customers and potential customers finance their research and development spending from private and public sources. A reduction in available financing for and spending by our customers, for these reasons or because of the direct or indirect effects of the COVID- 19 pandemic, inflation, and the Ukrainian- Russian war or other regional or global conflicts, could have a material adverse effect on our business, financial condition, and results of operations. If our customers are not successful in attaining or retaining product sales due to market conditions, reimbursement issues, or other factors, our results of operations may be materially adversely affected. We participate in a highly competitive market, and increased competition may adversely affect our business. We operate in a market that is highly competitive. We compete with multiple companies as to each of our offerings and in every region of the globe in which we operate, including competing with other companies that offer advanced delivery technologies, outsourced dose form or biologics manufacturing, clinical trials support services, or development services to pharmaceutical, biotechnology, and consumer health companies globally. We also compete in some cases with the internal operations of those pharmaceutical, biotechnology, and consumer health customers that also have manufacturing capabilities and choose to source these services internally. We face substantial competition in each of our markets. Competition is driven by proprietary technologies and know- how, capabilities, consistency of operational performance, quality, price, value, responsiveness, and speed. Some competitors have greater financial, research and development, operational, and marketing resources than we do. Competition may also increase as additional companies enter our markets or use their existing resources to compete directly with ours. Expanded competition from companies in low- cost jurisdictions, such as India and China, may in the future adversely affect our results of operations or limit our growth. Greater financial, research and development, operational, and marketing resources may allow our competitors to respond more quickly with strategic acquisitions, or with new, alternative, or emerging technologies. Changes in the nature or extent of our customers' requirements may render our offerings obsolete or non- competitive and could adversely affect our results of operations and financial condition. We are subject to product and other liability risks that could exceed our anticipated costs or adversely affect our results of operations, financial condition, liquidity, and cash flows. We are subject to potentially significant product liability and other liability risks that are inherent in the design, development, manufacture, and marketing of our offerings. We may be named as a defendant in product liability lawsuits, which may allege that our offerings have resulted or could result in an unsafe condition or injury to consumers. Such lawsuits, even those without merit, could be costly to defend and could result in reduced sales, significant liabilities, adverse publicity, and diversion of management' s time, attention, and resources. Furthermore, product liability claims and lawsuits, regardless of their ultimate outcome, could have a material adverse effect on our business operations, financial condition, and reputation and on our ability to attract and retain customers. The availability of product liability insurance for companies in the pharmaceutical industry is generally more limited than insurance available to companies in other industries. We maintain product liability insurance with annual aggregate limits in excess of $ 25 million. There can be no assurance that a successful product liability or other claim would be adequately covered by our applicable insurance policies or by any applicable contractual indemnity or liability limitations. Failure to comply with existing and future regulatory requirements, including changing regulatory standards or changing interpretations of existing standards, could adversely affect our results of operations and financial condition or result in claims from customers. In addition, changes to our procedures or additional procedures, implemented to comply with public health orders or best practice guidelines as a result of the COVID- 19 pandemic, may increase our costs or reduce our productivity and thereby affect our business, financial condition, or results of operations. The healthcare industry is highly regulated. We, and our customers, are subject to various local, state, federal, national, and transnational laws and regulations, which include the operating, quality, and security standards of the FDA, the DEA, various state boards of pharmacy, state health departments, the DHHS, similar bodies of the U. K., the E. U. and its member states, and other comparable agencies around the world, and, in the future, any change to such laws and regulations or the interpretation or application thereof could adversely affect us. Among other rules affecting us, we are subject to laws and regulations concerning cGMP and drug safety. As a result of the COVID- 19 pandemic or other public health activity, new public health orders or best practice guidelines may increase our costs to operate or reduce our productivity, thereby affecting our business, financial condition, or results of operations. Failure by us or by our customers to comply with the requirements of applicable laws and regulations or requests from regulatory authorities could result in warning letters, product recalls or seizures, monetary sanctions, injunctions to halt manufacture or distribution, restrictions on our operations, civil or criminal sanctions, or withdrawal of existing or denial of pending approvals, permits, or registrations, including those relating to products or facilities. In addition, any such failure relating to the products or services we provide could expose us to contractual or product liability claims as well as claims from our customers, including claims for reimbursement for lost or damaged active pharmaceutical ingredients, which cost could be significant. In addition, any new offering or product classified as a pharmaceutical or medical device must undergo lengthy and rigorous clinical testing and other extensive, costly, and time- consuming procedures mandated by the FDA, the EMA, and other equivalent local, state, federal, national, and transnational regulatory authorities in the jurisdictions that regulate our offerings and products. Although we believe that we comply in all material respects with applicable laws and regulations, there can be no assurance that a regulatory agency or tribunal would not reach a different conclusion concerning the compliance of our operations with applicable laws and regulations. In addition, there can be no assurance that we will be able to maintain or renew existing permits, licenses, or other regulatory approvals or obtain, without significant delay, future permits, licenses, or other approvals needed for the operation of our businesses. Any noncompliance by us or our customers with applicable law or regulation or the failure to maintain, renew, or obtain necessary permits and licenses could have an adverse effect on our results of operations and financial condition. Furthermore, loss of a permit, license, or other approval in any one portion of our business may have indirect consequences in another portion of our business if regulators or customers adjust their reviews of such other portion as a result or customers cease business with such

~~other portion due to fears that such loss is a sign of broader concerns about our ability to deliver products or services of sufficient quality. Failure to provide quality offerings to our customers could have an adverse effect on our business, and the market price of our Common Stock and may subject us to regulatory action or costly litigation. Our results depend on our ability to execute and improve when necessary our quality management strategy and systems, and effectively train and maintain our workforce with respect to quality management. Quality management plays an essential role in determining and meeting customer requirements, preventing defects, and improving our offerings, and, despite our network of quality systems, a quality or safety issue, including with respect to a high- revenue product such as a COVID- 19 vaccine or therapy, could have an adverse effect on our business, financial condition, stock price, or results of operations and may subject us to regulatory action, including a product recall, product seizure, injunction to halt manufacture or distribution, or restriction on our operations; monetary fines; or other civil or criminal sanctions. In addition, such an issue could subject us to adverse publicity and costly litigation, including claims from our customers for reimbursement for the cost of lost or damaged active pharmaceutical ingredients or other related losses, the cost of which could be significant.~~ The services and offerings we provide are highly exacting and complex, and, if we encounter problems providing the services or support required, our business could suffer. The offerings we provide are highly exacting and complex, due in part to complex and exacting manufacturing processes and strict regulatory requirements. From time to time, problems may arise in connection with facility operations or during preparation or provision of an offering, in both cases for a variety of reasons including, but not limited to, equipment malfunction, sterility variances or failures, failure to follow specific protocols and procedures, problems with raw materials, environmental factors, and damage to, or loss of, manufacturing operations due to fire, flood, or similar causes. Such problems could affect production of a particular batch or series of batches, require the destruction of or otherwise result in the loss of product or materials used in the production of product, or could halt facility production altogether. This could, among other things, lead to increased costs, lost revenue, damage to customer relations, reimbursement to customers for lost active pharmaceutical ingredients or other related losses, time and expense spent investigating the cause, lost production time, and, depending on the cause, similar losses with respect to other batches or products. Production problems in our biologic manufacturing operations could be particularly significant because the cost of raw materials is often appreciably higher than in our other businesses. If problems are not discovered before the product is released to the market, recall and product liability costs may also be incurred. In addition, such risks may be greater at facilities that are new or going through significant expansion or renovation. The risks associated with running a highly complex facility doing exacting work with substantial regulatory oversight are enhanced for our larger sites, like our Bloomington, Indiana, Harmans, Maryland, St. Petersburg, Florida, or Swindon **,** U. K. sites, which generally generate much more revenue. If we cannot keep pace with rapid technological advances, our services may become uncompetitive or obsolete, and our revenue and profitability may decline. The healthcare industry is characterized by rapid technological change. Demand for our offerings may change in ways we may not anticipate because of evolving industry standards as well as a result of evolving customer needs that are increasingly sophisticated and varied and the introduction by others of new offerings and technologies that provide alternatives to our offerings. Several of our higher margin offerings are based on proprietary technologies. To the extent that such technologies are protected by patents, their related offerings may become subject to competition as the patents expire. Without the timely introduction of enhanced or new offerings and technologies, our offerings may become obsolete or uncompetitive over time, in which case our revenue and operating results would suffer. For example, if we are unable to respond to changes in the nature or extent of the technological or other needs of our pharmaceutical customers through enhancing our offerings, our competition may develop offerings that are more competitive than ours and we could find it more difficult to renew or expand existing agreements or obtain new agreements. Potential innovations intended to facilitate enhanced or new offerings generally will require a substantial investment before we can determine their commercial viability, and we may not obtain access to the innovations or have financial resources sufficient to fund all desired innovations. Even if we succeed in creating or acquiring enhanced or new offerings from these innovations, they may still fail to result in commercially successful offerings or may not produce revenue in excess of the costs of development, and they may be rendered obsolete by changing customer preferences or the introduction by our competitors of offerings embodying new technologies or features. Finally, innovations may not be accepted quickly in the marketplace because of, among other things, entrenched patterns of clinical practice, the need for regulatory clearance, and uncertainty over market access or government or third- party reimbursement. ~~We and~~ **Any failure to protect** ~~our~~ **or maintain our** ~~customers depend on patents, copyrights, trademarks, know- how, trade secrets, and other forms of~~ intellectual property ~~protections, but these protections~~ may ~~not be adequate~~ **adversely affect our competitive edge that we hold and result in loss of revenue or reputation** . We rely on a combination of know- how, trade secrets, patents, copyrights, trademarks, and other intellectual property laws, nondisclosure and other contractual provisions, and technical measures to protect many of our offerings and intangible assets. These proprietary rights are important to our ongoing operations. There can be no assurance that these protections will provide uniqueness or meaningful competitive differentiation in our offerings or otherwise be commercially valuable or that we will be successful in obtaining additional intellectual property or enforcing our intellectual property rights against unauthorized users. ~~Our~~ **The** exclusive rights ~~under~~ **underlying** certain of our offerings are protected by patents, some of which will expire in the near term. When patents covering an offering expire, loss of exclusivity may occur, which may force us to compete with third parties, thereby negatively affecting our revenue and profitability. ~~Our~~ **The** proprietary rights **that we or our customers may hold in these offerings** may be invalidated, circumvented, or challenged. We may in the future be subject to proceedings seeking to oppose or limit the scope of our patent applications or issued patents. In addition, in the future, we may need to take legal actions to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity or scope of the proprietary rights of others. Legal proceedings are inherently uncertain, and the outcome of such proceedings may be unfavorable to us. Any legal action regardless of outcome might result in substantial costs and diversion of resources and management attention. There can be no assurance that our confidentiality agreements will not be breached, our trade secrets will not otherwise become known by

competitors, or that we will have adequate remedies in the event of unauthorized use or disclosure of proprietary information. Even if the validity and enforceability of our intellectual property is upheld, an adjudicator might construe our intellectual property not to cover the alleged infringement. In addition, intellectual property enforcement may be unavailable or practically ineffective in some countries. There can be no assurance that our competitors will not independently develop technologies that are substantially equivalent or superior to our **proprietary** technology or that third parties will not design around our intellectual property claims to produce competitive offerings. The use of our technology or similar technology by others could reduce or eliminate any competitive advantage we have developed, cause us to lose sales, or otherwise harm our business. While we continue to apply in the U. S. and certain other countries for registration of a number of trademarks, service marks, and patents, and also claim common law rights in various trademarks and service marks, there can be no assurance that third parties will not oppose our applications in the future. In addition, it is possible that in some cases we may be unable to obtain the registrations for trademarks, service marks, and patents for which we have applied, and a failure to obtain trademark and patent registrations in the U. S. or other countries could limit our ability to protect our trademarks and proprietary technologies and impede our marketing efforts in those jurisdictions. License agreements with third parties control our rights to use certain patents, software, and information technology systems and proprietary technologies owned by third parties, some of which are important to our business. Termination of these license agreements for any reason could result in the loss of our rights to this intellectual property, causing an adverse change in our operations or the inability to commercialize certain offerings. In addition, many of our branded pharmaceutical customers rely on patents to protect their products from generic competition. Because incentives exist in some countries, including the U. S., for generic pharmaceutical companies to challenge these patents, pharmaceutical and biotechnology companies are under the ongoing threat of challenges to their patents. If the patents on which our customers rely were successfully challenged and, as a result, the affected products become subject to generic competition, the market for our customers' products could be significantly adversely affected, which could have an adverse effect on our results of operations and financial condition. We attempt to mitigate these risks by making our offerings available to generic as well as branded manufacturers and distributors, but there can be no assurance that we will be successful in marketing these offerings. Our offerings or our customers' products may infringe on the intellectual property rights of third parties. From time to time, third parties have asserted intellectual property infringement claims against us and our customers, and there can be no assurance that third parties will not assert infringement claims against either us or our customers in the future. While we believe that our offerings do not infringe in any material respect upon proprietary rights of other parties, and that meritorious defenses would exist with respect to any assertion to the contrary, there can be no assurance that we could successfully avoid being found to infringe on the proprietary rights of others. Patent applications in the United States and certain other countries are generally not publicly disclosed until the patent is issued or published, and we and our customers may not be aware of currently filed patent applications that relate to our or their products, offerings, or processes. If patents later issue on these applications, we or they may be found liable for subsequent infringement. There has been substantial litigation in the pharmaceutical and biotechnology industries with respect to the manufacture, use, and sale of products that are the subject of conflicting patent rights. Any claim that our offerings or processes infringe third- party intellectual property rights (including claims arising through our contractual indemnification of our customers), regardless of the claim' s merit or resolution, could be costly and may divert the efforts and attention of our management and technical personnel. We may not prevail against any such claim given the complex technical issues and inherent uncertainties in intellectual property matters. If any such claim results in an adverse outcome, we could, among other things, be required to: pay substantial damages (potentially including treble damages in the U. S.); cease the manufacture, use, or sale of the infringing offerings or processes; discontinue the use of the infringing technology; expend significant resources to develop non- infringing technology; license technology from the third party claiming infringement, which license may not be available on commercially reasonable terms or at all; and lose the opportunity to license our technology to others or to collect royalty payments based upon successful protection and assertion of our intellectual property against others. In addition, our customers' products may be subject to claims of intellectual property infringement and such claims could materially affect our business if their products cease to be manufactured or they have to discontinue the use of the infringing technology. Any of the foregoing could affect our ability to compete or have a material adverse effect on our business, financial condition, and results of operations. Events that diminish, tarnish, or otherwise damage our brand may have an adverse effect on our future financial condition and results of operations. We have built a strong brand in " Catalent, " with high overall and generally favorable awareness of the brand in our established markets and with target customers. Our brand identity is a competitive advantage for us in sales and marketing, which is evidenced by our customer mix among top branded drug, generics, biologics, and consumer health marketers. We have spent and continue to spend substantial time, money, and other resources to establish both our brand awareness and a favorable perception of our brand in relevant markets. Among other strategies, we participate in major international trade shows in our established markets and ensure visibility into our offerings through a comprehensive print and on- line advertising and publicity program. It is possible that a single event, or aggregation of several events, may diminish, tarnish, or otherwise damage our brand and adversely affect our future financial condition and results of operations. For example, meaningful interruptions to our ability to reliably supply one or more customers with products on time, whether as a result of supply chain disruptions ~~or~~ **,** manufacturing delays or defects **, or the need to address regulatory requirements at our facilities** , may diminish our customers' confidence in our ability to timely meet our commitments, thereby damaging our brand. In addition, we are subject to various local, state, federal, national, and transnational laws and regulations, including the operating, quality, and security standards of the FDA, the DEA, and similar bodies of the U. K., the E. U., and other comparable agencies around the world. Highly public or significant negative reports or findings from a regulatory agency with respect to one or more manufacturing or quality defects in our operations, inspections of our facilities, or other routine reviews could cause negative public perception of our operations, negatively impacting our brand, and adversely affecting our financial condition and results of operations. In addition, many of the other risks we face, including those

described elsewhere in " " Risk Factors " " could diminish, tarnish, or otherwise damage our brand. Our future results of operations are subject to fluctuations in the costs, availability, and suitability of the components of the products we manufacture, including active pharmaceutical ingredients, excipients, purchased components, and raw materials . In addition , and the other COVID- 19 pandemic and the ongoing supply- chain disruptions triggered by a combination of the pandemic and the Ukrainian- Russian war may interfere with the operations of certain of our direct or indirect suppliers or with international trade for these supplies , which may either raise our or costs equipment we need to run or our business reduce the productivity or slow the timing of our operations . We depend on various active pharmaceutical ingredients, components, compounds, raw materials, and energy supplied primarily by third parties for our offerings. Our customers also frequently provide to us with their active pharmaceutical or biologic ingredient for formulation or incorporation in the finished product and may supply other raw materials as well. It is possible that any of our or our customers' supplier relationships could be interrupted due to changing regulatory requirements, import or export restrictions, natural disasters, international supply disruptions, including those caused by public health emergencies such as the COVID- 19 pandemic , and the ongoing Ukrainian- Russian war wars , geopolitical issues, operational or quality issues at the suppliers' facilities, and other events, or could be terminated in the future. For example, gelatin, a critical component for manufacturing many of our softgel formats is only available from a limited number of sources. In addition, much of the gelatin we use is bovine- derived. Past concerns of contamination from bovine spongiform encephalopathy , or BSE, have narrowed the number of possible sources of particular types of gelatin. If there were a future disruption in the supply of gelatin or any other key raw material used to manufacture our products , we may not be able to obtain an adequate alternative supply. If future restrictions or were to emerge on the other use of bovine- derived gelatin developments limit our ability to obtain a key material , any such restriction or development could hinder our ability to timely supply our customers with products , and the use of alternative material could be subject to lengthy and uncertain formulation, testing, and regulatory approval. In addition, certain of our inputs are currently sole- sourced, so any disruption related to such a supplier is more likely to have an impact on our operations. Replacing a sole- source supplier of a production input to a medicine requiring marketing approval may be impossible or time- consuming, due to the rigorous standards we are obliged to apply to any new supplier. Any sustained interruption in our receipt of adequate supplies could have an adverse effect on our business and results of operations. In addition, while we have processes intended to reduce volatility in component and material pricing, we may not be able to successfully manage price fluctuations, and future price fluctuations or shortages may have an adverse effect on our results of operations. **Our goodwill has been subject to impairment and may be subject to further impairment in the future, which could have a material adverse effect on our results of operations, financial condition, or future operating results. We perform an annual goodwill impairment test for each reporting unit on April 1, 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, or a significant decline in our stock price and / or market capitalization for a sustained period of time. In addition, we assess the current and future economic outlook for our reporting units in our Pharma and Consumer Health and Biologics segments during the fiscal year. While we believe the assumptions used in determining whether there was impairment and the amount of any resulting impairment were reasonable and commensurate with the views of a market participant, changes in key assumptions in the future, including increasing the discount rate, lowering forecasts for revenue and operating margin, or lowering the long- term growth rate, could result in additional charges; similarly, one or more changes in these assumptions in future periods due to changes in circumstances could result in future impairments in this reporting unit or other reporting units. We have incurred impairment charges in the past, and we cannot predict if or when additional future goodwill impairments may occur. For example, for the three months ended March 31, 2023, we recorded a goodwill impairment charge of $ 210 million in the Consumer Health reporting units within our Pharma and Consumer Health segment. In addition, for the three months ended September 30, 2023, we recorded goodwill impairment charges of $ 689 million associated with the Consumer Health and Biomodalities reporting units in our Pharma and Consumer Health and Biologics segments, respectively. Any goodwill impairments could have material adverse effects on our operating income, net assets, or our cost of, or access to, capital, which could harm our business. See Note 4, Goodwill and Note 20, Subsequent Events, " Impairment of Goodwill " to our consolidated financial statements as of and for the fiscal year ended June 30, 2023 (our " Consolidated Financial Statements ") for more details.** Changes in market access or healthcare reimbursement for, or public sentiment towards our customers' products in the United States **U. S.** or internationally, or other changes in applicable policies regarding the healthcare industry, could adversely affect our results of operations and financial condition by affecting demand for our offerings. The healthcare industry has changed significantly over time, and we expect the industry to continue to evolve. Some of these changes, such as ongoing healthcare reform, including with respect to reforming drug pricing, adverse changes in governmental or private funding of healthcare products and services, legislation or regulations governing patient access to care and privacy, or the delivery, pricing, or reimbursement approval of pharmaceuticals and healthcare services or mandated benefits, may cause healthcare industry participants to change the amount of our offerings that they purchase or the price they are willing to pay for these offerings. In particular, it is possible that future legislation in the U. S. may affect or put a cap on future pricing of pharmaceutical and biotechnology products. While we are unable to predict the likelihood of changes to U. S. and other international laws affecting pharmaceutical and biotechnology products, any substantial revision of applicable healthcare legislation could have a material adverse effect on the demand for our customers' products, which in turn could have a negative impact on our results of operations, financial condition, or business. Changes in the healthcare industry' s pricing, selling, inventory, distribution, or supply policies or practices, or in public or government sentiment for the industry as a whole, could also significantly reduce our revenue and results of operations. In particular, volatility in individual product demand may result from changes in public or private payer reimbursement or coverage. Our ability to use our net operating loss carryforwards and certain other tax attributes

may be limited. We **have** generated net operating losses (" NOLs ") ~~in~~ **(and acquired affiliates with pre- existing NOLs) or certain** ~~the~~ **other** ~~past~~ **tax attributes** that have been, and continue to be, used to reduce taxable income. ~~Utilization~~ **In the case** of our NOL carryforwards **(and new NOLs that may arise), they** may be subject to a substantial limitation under Section 382 of the Internal Revenue Code of 1986, as amended (the " Internal Revenue Code "), and comparable provisions of state, local, and foreign tax laws due to changes in ownership of our company that may occur in the future. Under Section 382 of the Internal Revenue Code and comparable provisions of state, local, and foreign tax laws, if a corporation undergoes an " ownership change, " generally defined as a greater than 50 % change by value in its equity ownership over a three- year period, the corporation' s ability to carry forward its pre- change NOLs to reduce its post- change income may be limited. In addition, we acquired companies that generated pre- acquisition NOLs for tax purposes that will also be subject to limitation under Section 382 and comparable provisions of state, local, and foreign tax laws. We may experience ownership changes in the future **because** ~~as a result~~ of future changes in our stock ownership. As a result, our ability to use ~~our pre- change~~ NOL carryforwards to reduce U. S. federal, state, local, and foreign taxable income we produce in the future years may be subject to limitations, which could result in increased future tax liability to us. Changes to the estimated future profitability of the business may require that we establish an additional valuation allowance against all or some portion of our net deferred tax assets. We have deferred tax assets for NOL carryforwards **, certain other tax attributes,** and other temporary differences. We currently maintain a valuation allowance for a portion of our U. S. net deferred tax assets and certain foreign net deferred tax assets. It is possible we may experience a decline in U. S. **and foreign** taxable income resulting from a decline in profitability of our **relevant** ~~U. S.~~ operations, an increased level of debt in the U. S., or other factors. In assessing our ability to realize our deferred tax assets, we may conclude that it is more likely than not that some additional portion or all our deferred tax assets will not be realized. As a result, we may be required to record an additional valuation allowance against our deferred tax assets, which could adversely affect our effective income tax rate and therefore our financial results. We depend on key personnel **, and, if we are unable to attract, retain and motivate well- qualified employees, our business could be harmed** . We depend on our executive officers and other key personnel, including our technical personnel, to operate and grow our business and to develop new and enhanced offerings and technologies. The loss of any of these officers or other key personnel or a failure to attract and retain suitably skilled technical personnel could adversely affect our operations. In addition to our executive officers, we rely on ~~190~~ **approximately 170** senior employees to lead and direct our business. Our senior leadership team is comprised of our subsidiaries' executive officers and other vice presidents and directors who hold critical positions and possess specialized talents and capabilities that give us a competitive advantage in the market. ~~We~~ **Any change in our senior leadership team in particular, even in the ordinary course of business, may be disruptive to our business. While we seek to manage these transitions carefully, such changes may result in a loss of institutional knowledge and cause disruptions to our business and new executive hires may fail to achieve any anticipated benefits. If our senior leadership team fails to work together effectively or execute our plans and strategies on a timely basis as a result of management turnover or otherwise, our business could be harmed. In addition, we** employ more than 3, 000 scientists and technicians whose areas of expertise and specialization cover subjects such as advanced delivery, biologics and gene and cell therapy formulation and manufacturing. Many of our sites and laboratories are located in competitive labor markets; therefore, global and regional competitors and, in some cases, customers and suppliers compete for the same skills and talent as we do **. If we are unable to hire and retain sufficient qualified employees, our ability to conduct and expand our business could be meaningfully reduced** . We may acquire businesses and offerings that complement or expand our business or divest non- strategic businesses or assets. We may not be able to complete desired transactions, and such transactions, if executed, pose significant risks, including risks relating to our ability to successfully and efficiently integrate acquisitions or execute on dispositions and realize anticipated benefits therefrom. The failure to execute or realize the full benefits from any such transaction could have a negative effect on our operations and profitability. Our future success may depend in part on opportunities to buy or otherwise acquire rights to other businesses or technologies, enter into joint ventures or otherwise enter into strategic arrangements with business partners that could complement, enhance, or expand our current business or offerings and services or that might otherwise offer us growth opportunities, or divest assets or an ongoing business. We face competition from other companies in pursuing acquisitions and similar transactions in the pharmaceutical and biotechnology industry. Our ability to complete transactions may also be limited by applicable antitrust and trade laws and regulations in the U. S. and other jurisdictions in which we or the operations or assets we seek to acquire carry on business. To the extent that we are successful in making acquisitions, we expend substantial amounts of cash, incur debt, or assume loss- making divisions as consideration. We or the purchaser of a divested asset or business may not be able to complete a desired transaction for any number of reasons, including a failure to secure financing. Any acquisition that we are able to identify and complete may involve a number of risks, including, but not limited to, the diversion of management' s attention to integrate the acquired businesses or joint ventures, the possible adverse effects on our operating results during the integration process, the potential loss of customers or employees in connection with the acquisition, delays or reduction in realizing expected synergies, unexpected liabilities, and our potential inability to achieve our intended objectives for the transaction. In addition, we may be unable to maintain uniform standards, controls, procedures, and policies, which may lead to operational inefficiencies. To the extent that we are not successful in completing desired divestitures, we may have to expend cash, incur debt, or continue to absorb the costs of loss- making or under- performing divisions. Any divestiture, whether we complete it or not, may involve numerous risks, including diversion of management' s attention, a negative impact on our customer relationships, costs associated with maintaining its business during the disposition process, and the costs of closing and disposing of the affected business or transferring remaining portions of the operations of the business to other facilities. We provide services incorporating various advanced modalities, including protein and plasmid production and cell and gene therapies, and these modalities relate to relatively new modes of treatment that may be subject to changing public opinion, continuing research, and increased regulatory scrutiny, each of which may affect our customers' abilities to conduct

their businesses or obtain regulatory approvals for their therapies, and thereby adversely affect these offerings. Cell and gene therapy, with or without the use of iPSCs or plasmids, remain relatively new means for treating disease and other medical conditions, with only a few cell and gene therapies approved to date in the U. S., the E. U., or elsewhere. Public perception may be influenced by claims that cell or gene therapies are unsafe, and cell or gene therapy may not gain the acceptance of the public or the medical community. In addition, ethical, social, legal, and cost- benefit concerns about cell or gene therapy, genetic testing, genetic research, and the use of stem cells or materials derived from viruses could result in additional regulations or limitations or even outright prohibitions on certain cell or gene therapies or related products. Various regulatory and legislative bodies have expressed an interest in, or have taken steps towards, further regulation of various biotechnologies, including cell and gene therapies. More restrictive regulations or claims that certain cell or gene therapies are unsafe or pose a hazard could reduce our customers' use of our services. We can provide no assurance whether legislative changes will be enacted, regulations, policies, or guidance changed, or interpretations of existing strictures by agencies or courts changed, or what the impact of such changes, if any, may be. We **may become subject to litigation, other proceedings, and government investigations relating to us or our operations, and the ultimate outcome of any such matter may have an impact on our business, prospects, financial condition, and results of operations. We may become subject to litigation or government investigations in the U. S and foreign jurisdictions that may arise from the conduct of our business. We generally intend to defend ourselves vigorously against any litigation proceeding or government investigation; however, we cannot be certain of the ultimate outcomes of any legal proceedings or investigations that may arise in the future. Resolution of these types of matters against us may result in, among other things, the payment of significant fines, judgments, penalties or settlements, the imposition of administrative remedies, changes and additional costs to our business operations to avoid risks associated with such litigation or investigations, reputational damage and decreased demand for our products, and the expenditure of significant time and resources that would otherwise be available for operating our business, all of which may have an impact on our business, prospects, financial condition, or results of operations. We** are subject to environmental, health, and safety laws and regulations, which could increase our costs or restrict our operations in the future. Our operations are subject to a variety of environmental, health, and safety laws and regulations, including those of the EPA, OSHA, and equivalent local, state, and national regulatory agencies in the jurisdictions in which we operate. Any failure by us to comply with environmental, health, and safety requirements could result in the limitation or suspension of production or subject us to monetary fines, civil or criminal sanctions, or other future liabilities in excess of our reserves. In particular, we are subject to laws and regulations governing the destruction and disposal of raw materials, byproducts of our manufacturing operations, and non- compliant products, the handling of regulated material included in our offerings, and the disposal of our products or their components at the end of their useful lives. In addition, compliance with environmental, health, and safety requirements could restrict our ability to expand our facilities or require us to acquire costly environmental or safety control equipment, incur other significant expenses, or modify our manufacturing processes. Our manufacturing facilities may use, in varying degrees, hazardous substances in their processes. These substances include, among others, chlorinated solvents, and in the past chlorinated solvents were used at one or more of our facilities, including a number we no longer own or operate. As at our current facilities, contamination at such formerly owned or operated properties can result and has resulted in liability to us. In the event of the discovery of new or previously unknown contamination either at our facilities, facilities we acquire in the future, or at third- party locations, including facilities we formerly owned or operated, the issuance of additional requirements with respect to existing contamination, or the imposition of other cleanup obligations for which we are responsible, we may be required to take additional, unplanned remedial measures for which we have not recorded reserves. We are conducting monitoring and cleanup of contamination at certain facilities currently or formerly owned or operated by us, and such activities may result in unanticipated costs or management distraction. We are subject to labor and employment laws and regulations, which could increase our costs and restrict our operations in the future. We have nearly ~~19~~ **17** , ~~000~~ **800** individuals providing services for us worldwide, including approximately ~~11~~ **10** , ~~700~~ **500** service providers in North America, 5, 700 in Europe, 1, 000 in South America, and 600 in the Asia- Pacific region. Certain employees at one of our North American facilities are represented by a labor organization, and national works councils or labor organizations are active at our European facilities and certain of our other facilities consistent with local labor environments and laws. Our management believes that our employee relations are satisfactory. However, further organizing activities, collective bargaining, or changes in the regulatory framework for employment may increase our employment- related costs or may result in work stoppages or other labor disruptions. Moreover, as employers are subject to various employment- related claims, such as individual and class actions relating to alleged employment discrimination and wage- hour and labor standards issues, such actions, if brought against us and successful in whole or in part, may affect our ability to compete or have a material adverse effect on our business, financial condition, and results of operations. **We have partnered with, and may continue to partner with, companies that focus on the development of cannabis- based prescription medicines and cannabinoid drug therapies solely to the extent such companies' programs comply with all U. S. and non- U. S. equivalent laws, which is a business that attracts a high- level of public and media interest and an industry in which laws and regulations are constantly evolving. We have partnered with, and may continue to partner with, companies that focus on the development of cannabis- based prescription medicines and high- value cannabinoid drug therapies, which may attract a high- level of public and media interest, and in the event of any resultant adverse publicity, our reputation may be harmed. In addition, the constant evolution of laws and regulations affecting the research and development of cannabinoid- based pharmaceutical products and treatments could detrimentally affect our business. Laws and regulations related to the therapeutic uses of cannabinoids are subject to changing interpretations. These changes may require us to incur costs associated with legal and compliance fees and ultimately require us to alter our business plan. Furthermore, violations or alleged violation of these laws could disrupt our business and result in a material adverse effect on our operations. We cannot predict the nature of any future laws,**

regulations, interpretations or applications of laws and regulations and it is possible that new laws and regulations may be enacted in the future that will be directly applicable to our business. In addition, regulatory approval of product candidates that contain controlled substances may generate public controversy or scrutiny. Adverse publicity from misuse or adverse side effects of cannabis- based prescription medicines may adversely affect the commercial success or market penetration achievable by such product candidates which could result in an adverse effect on our operations. Certain of our pension plans are underfunded, and additional cash contributions we may make to increase the funding level will reduce the cash available for our business, such as the payment of our interest expense. Certain of our current and former employees in the U. S., the U. K., Germany, France, Japan, Belgium, and Switzerland are participants in defined benefit pension plans that we sponsor. As of June 30, ~~2022~~ **2023** , the underfunded amount of our pension plans on a worldwide basis was $ ~~28~~ **44** million, primarily related to our pension plans in the U. K. and Germany. In addition, we have an estimated obligation of $ 38 million, as of June 30, ~~2022~~ **2023** , related to our withdrawal from a multiemployer pension plan in which we formerly participated. In general, the amount of future contributions to the underfunded plans will depend upon asset returns, applicable actuarial assumptions, prevailing and expected interest rates, and other factors, and, as a result, the amount we may be required to contribute in the future to fund the obligations associated with such plans may vary. Such cash contributions to the plans will reduce the cash available for our business, including the funds available to pursue strategic growth initiatives or the payment of interest expense on our indebtedness. Our global operations are subject to economic and political risks, ~~that~~ **including risks resulting from continuing inflation, disruptions to global supply chains, destabilization of a regional or national banking system, from the Ukrainian- Russian war, or the effect of the evolving nature of the recent war in Gaza between Israel and Hamas, which** could affect the profitability of our operations or require costly changes to our procedures. We conduct our operations in various regions of the world, including North America, South America, Europe, and the Asia- Pacific region. Global and regional economic and political developments affect businesses such as ours in many ways. Our operations are subject to the effects of global and regional competition. Our global operations are also affected by local economic environments, including inflation ~~and~~ **,** recession **, and changes to the availability of capital our customers may need to continue or expand their business with us** . Political changes, some of which may be disruptive, and related hostilities can interfere with our supply chain, our customers, and some or all of our activities in a particular location. While some of these risks can be hedged using derivatives or other financial instruments and some are insurable, such mitigating measures may be unavailable, costly, or unsuccessful. Beginning in fiscal 2022, much of the world, including the U. S. and the E. U., began to experience inflation levels not seen in more than 30 years. As a result, prices for many of our inputs have risen, in some cases dramatically. If inflation stays at elevated levels or increases, we may not be able to mitigate the impact of the increased costs we will bear through corresponding price increases to our customers, which could have an impact on our results of operations and financial condition **. The outbreak of hostilities between Israel and Hamas has the potential for further disruption of economic markets, particularly if the war expands to include other state actors. The Company has no operations in the Middle East at the current time. However, events there could result in political turmoil in Europe, which could directly affect our operations there, and could also adversely affect the business that we conduct with customers in the Middle East and other parts of the world. Also, the turmoil in the Middle East could have global economic effects that are the same as or more severe than those of the war in the Ukraine, with similar consequences for our business** . As a global enterprise, fluctuations in the exchange rates of the U. S. dollar, our reporting currency, against other currencies could have a material adverse effect on our financial performance and results of operations. As a company with significant operations outside of the U. S., certain revenues, costs, assets, and liabilities, including our euro- denominated 2. 375 % Senior Notes due 2028 (the " 2028 Notes "), are denominated in currencies other than the U. S. dollar, which is the currency that we use to report our financial results. As a result, changes in the exchange rates of these or any other applicable currency to the U. S. dollar will affect our revenues, earnings, and cash flows. There has been, and may continue to be, volatility in currency exchange rates affecting the various currencies in which we do business. Such volatility and other changes in exchange rates could result in unrealized and realized exchange losses, despite any effort we may undertake to manage or mitigate our exposure to fluctuations in the values of various currencies. Tax legislative or regulatory initiatives, new interpretations or developments concerning existing tax laws, or challenges to our tax positions could adversely affect our results of operations and financial condition. We are a large multinational enterprise with operations in the U. S. and more than a dozen other countries across North and South America, Europe, and the Asia- Pacific region, and we do business with suppliers and customers in many additional regions. As such, we are subject to the tax laws and regulations of the U. S. federal, state, and local governments and of many jurisdictions outside of the U. S. From time to time, various legislative initiatives may be proposed that could adversely affect our tax positions, and existing legislation may be subject to additional regulatory changes or new interpretations. There can be no assurance that our effective tax rate or tax payments will not be adversely affected by these initiatives. In addition, U. S. federal, state, local, and foreign tax laws and regulations are extremely complex and subject to varying interpretations. We are subject to regular examination of our income tax returns by various tax authorities. Examinations or changes in laws, rules, regulations, or interpretations by taxing authorities could result in adverse impacts to tax years open under statute or to our operating structures currently in place. It is possible that the outcomes from these examinations or changes in laws, rules, regulations, or interpretations by taxing authorities will have a material adverse effect on our financial condition or results of operations. We use advanced information and communication systems to run our operations, compile and analyze financial and operational data, and communicate among our employees, customers, and **counterparties** ~~counter- parties~~ , and the risks generally associated with information and communications systems could adversely affect our results of operations. We continuously work to install new, and upgrade existing, systems and provide employee awareness training around phishing, malware, and other cyber security risks to enhance the protections available to us, but such protections may be inadequate to address malicious attacks or inadvertent compromises affecting data security or the operability of such systems. We rely on information systems in

our business to obtain, process, analyze, and manage data to: • facilitate the manufacture and distribution of thousands of inventory items in, to, and from our facilities; • receive, process, and ship orders on a timely basis; • manage the accurate billing and collections for more than one thousand customers; • create, compile, and retain testing and other product-, manufacturing-, or facility- related data necessary for meeting our and our customers' regulatory obligations. • manage the accurate accounting and payment for thousands of vendors and our employees; • schedule and operate our global network of development, manufacturing, and packaging facilities; • document various aspects of our activities, including the agreements we make with suppliers and customers; • compile financial and other operational data into reports necessary to manage our business and comply with various regulatory or contractual obligations, including obligations under our bank loans and other indebtedness, the federal securities laws, the Internal Revenue Code, and other applicable state, local, and ex- U. S. tax laws; and communicate among our nearly 19, 000 workers spread across dozens of facilities over four continents. We face various security threats on a regular basis, including ongoing cyber security threats to and attacks on our information technology infrastructure. We deploy defenses against such threats and attacks and work to secure the integrity of our data systems using techniques, hardware, and software typical of companies of our size and scope. Despite our security measures, however, our information technology and infrastructure may be vulnerable to attacks by increasingly sophisticated intruders or others who try to cause harm to or interfere with our normal use of our systems. They are also susceptible to breach due to employee error, malfeasance, or other disruptions. Our suppliers, contractors, service providers, and other third parties with whom we do business also experience cyber threats and attacks that are similar in frequency and sophistication. In many cases, we have to rely on the controls and safeguards put in place by our suppliers, contractors, service providers, and other third parties to defend against, respond to, and report these attacks. We cannot know the potential impact of future cyber incidents, which vary widely in severity and scale. There can be no assurance that the various procedures and controls we utilize to mitigate these threats will be sufficient to prevent disruptions to our systems, in part because (i) cyber- attack techniques change frequently and, at times, new techniques are not recognized until launched, and (ii) cyber- attacks can originate from a wide variety of sources. Our results of operations could be adversely affected if these systems are interrupted or damaged or fail for any extended period. **Efforts by governments around the world or our customers to secure or promote the benefits of locally produced supplies, as well as other risks associated with foreign operations, may render the locations of certain of our facilities less desirable, affecting their utilization rates and therefore our profitability, financial condition, or results of operations. We serve more than 1, 200 customers in more than 80 countries, with 35 % of our fiscal 2023 net revenue coming from outside the U. S., and we operate facilities in more than a dozen U. S. states and more than a dozen countries outside the U. S. The global nature of our sales and operations subjects us to risks, including risks arising from efforts by governments around the world or our customers to secure or promote the benefits of locally produced supplies, higher import duties in some countries that may favor locally produced supplies, the differing impacts of varying economic conditions in different jurisdictions, changes in tariffs and trade relations, unexpected changes in regulatory requirements, certification requirements, environmental regulations, reduced protection for intellectual property rights in some countries, potentially adverse tax consequences, and political and economic instability. If one or more of these risks is realized, it could have a material adverse impact on our utilization rates for certain of our facilities, and therefore our profitability, financial condition, or results of operations. Artificial intelligence- based platforms present new risks and challenges to our business. Artificial intelligence, or AI, based platforms are increasingly being used in the biopharmaceutical, pharmaceutical, and consumer health industries. We are committed to providing a safe and secure environment for our personnel, our business partners, and our customers, including the responsible use of AI chatbots and generative AI data processor products (" AI Systems "). We have developed policies governing the use of AI Systems to help reasonably ensure that such AI Systems are used in a trustworthy manner by our employees, contractors, and authorized agents and that our assets, including intellectual property, competitive information, personal information we may collect or process, and customer information, are protected. Any failure by our personnel, contractors, or other agents to adhere to our established policies could violate confidentiality obligations or applicable laws and regulations, jeopardize our intellectual property rights, cause or contribute to unlawful discrimination, or result in the misuse of personally identifiable information or the injection of malware into our systems, any of which could have a material adverse effect on our business, results of operations, and financial condition. The use of AI Systems by our business partners with access to our confidential information, including trade secrets, may continue to increase and could lead to the release of such information, which could negatively impact us, including our ability to realize the benefits of our intellectual property. The use of AI Systems by our business partners may lead to novel and urgent cybersecurity risks, which could have a material adverse effect on our operations and reputation as well as the operations of any of our business partners. We may also face increased competition from other companies that are using AI Systems, some of whom may develop more effective methods than we and any of our business partners have, which could have a material adverse effect on our business, results of operations, or financial condition. In addition, uncertainties regarding developing legal and regulatory requirements and standards may require significant resources to modify and maintain business practices to comply with U. S. and non- U. S. laws concerning the use of AI and AI Systems, the nature of which cannot be determined at this time. Our cash, cash equivalents, and financial investments could be adversely affected if the financial institutions in which we hold our cash, cash equivalents, and financial investments fail. We regularly maintain cash balances at third- party financial institutions in excess of the insurance limit of the Federal Deposit Insurance Corporation (the " FDIC ") and other countries' deposit insurance systems. The FDIC took control and was appointed receiver of Silicon Valley Bank and New York Signature Bank (collectively, the " Failed Banks ") on March 10, 2023 and March 12, 2023, respectively. We do not have any direct exposure to either of the Failed Banks. However, if banks and financial institutions where we maintain large cash balances, cash equivalents, or financial investments enter**

receivership or become insolvent in the future in response to financial conditions affecting the banking system and financial markets, our ability to access our existing cash, cash equivalents, and financial investments could be threatened and may have a material adverse impact on our business, prospects, financial condition, or results of operations. Moreover, events such as the closure of large regional or national banks like the Failed Banks, in addition to other global macroeconomic conditions, may cause further turbulence and uncertainty in the capital markets. Risks Relating to Our Indebtedness The size of our indebtedness and the obligations associated with it could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or in our industry or to deploy capital to grow our business, expose us to interest- rate risk to the extent of our variable- rate debt, or prevent us from meeting our obligations under our indebtedness. These risks may be increased in a recessionary environment, particularly as sources of capital may become less available or more expensive. As of June 30, ~~2022~~ **2023 , on a consolidated basis** , we had $ 4. ~~20~~ **85** billion (U. S. dollar equivalent) of total indebtedness outstanding, consisting of $ 1. ~~43~~ **92** billion of secured indebtedness under our senior secured credit facilities and $ 2. ~~77~~ **93** billion of senior unsecured indebtedness, including $ 500 million aggregate principal amount of 5. 000 % U. S. dollar- denominated Senior Notes due 2027 (the " 2027 Notes "), € 825 million aggregate principal amount of the 2028 Notes, $ 550 million aggregate principal amount of U. S. dollar- denominated 3. 125 % Senior Notes due 2029 (the " 2029 Notes "), and $ 650 million aggregate principal amount of U. S. dollar- denominated 3. 500 % Senior Notes due 2030 (the " 2030 Notes " and, together with the 2027 Notes, the 2028 Notes, and the 2029 Notes, the " Senior Notes "). As of June 30, ~~2022~~ **2023** , we also held $ ~~234~~ **341** million in finance lease obligations. **We also** ~~In addition, we~~ had **the ability to incur significant additional indebtedness, including via** $ ~~721~~ **594** million of unutilized capacity under our $ ~~725~~ **1. 10** ~~million~~ **billion** secured revolving credit **facility** ~~commitments due to $ 4 million of outstanding letters of credit~~ , which ~~is~~ part of our senior secured credit facilities (the " Revolving Credit Facility ") **following borrowings of $ 500 million and $ 6 million of outstanding letters of credit** . The multi- billion- dollar size of our indebtedness could have important consequences for us, including: • increasing our vulnerability to adverse economic, industry, or competitive developments; • exposing us to the risk of increased interest rates because certain of our borrowings, including borrowings under our senior secured credit facilities, are at variable rates of interest; • exposing us to the risk of fluctuations in exchange rates because of our euro- denominated notes; • making it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants and borrowing conditions, could result in one or more events of default under the agreements governing such indebtedness or, through cross- defaults, in agreements governing other indebtedness; • restricting us from making strategic acquisitions or capital investments or causing us to make non- strategic divestitures; • limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions, and general corporate or other purposes; ~~and~~ • limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who have less indebtedness relative to their size and who, therefore, may be able to take advantage of opportunities that our higher level of indebtedness prevents us from exploiting **; and • limiting the types of investors who are willing to invest in our Common Stock, as certain investors prefer to invest in companies with lower levels of indebtedness relative to other financial metrics** . Our total interest expense, net was $ **186 million, $** 123 million, **and** $ 110 million ~~, and $ 126 million~~ for fiscal **2023,** 2022, **and** 2021 ~~, and 2020~~ , respectively. After taking into consideration our ratio of fixed- to- floating- rate debt, including as a result of our ~~February~~ **June** ~~2021~~ **2023 amendment to our** interest- rate swap agreement with Bank of America N. A., and assuming that ~~our Revolving Credit Facility is undrawn and LIBOR~~ **the Secured Overnight Financing Rate (" SOFR ")** is above any applicable minimum floor, each change of ~~100~~ **50** basis points in interest rates would result in a change of ~~approximately~~ $ ~~9~~ **7** million in annual interest expense on the indebtedness under our senior secured credit facilities. Our interest expense may continue to increase as policymakers combat the inflation that has taken hold since fiscal 2022 through interest- rate increases on benchmark financial products that can affect the interest rates on our variable- rate debt. **The size of our indebtedness, alone or combined with volatility in our reported financial results, may cause suppliers or customers to opt not to do business with us or to do so under less attractive terms, or render it more costly or time-consuming to secure supplies or attract customers, which could affect our financial condition and results of operations. There can be no assurance as to the effect that the size of our indebtedness, alone or combined with volatility in our reported financial results, will have on our relationships with our suppliers or customers. To the extent that the size of our indebtedness, alone or combined with volatility in our reported financial results, results in the tightening of payment or credit terms, increases in the price of supplied goods, or the loss of one or more major suppliers or customers, it could have a material adverse effect on our business, financial condition, liquidity, or results of operations.** Despite our high indebtedness level, we and our subsidiaries are still capable of incurring significant additional debt, which could further exacerbate the risks associated with our substantial indebtedness. We and our subsidiaries may be able to incur substantial additional indebtedness in the future. Although the agreements governing our indebtedness contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and, under certain circumstances, the amount of indebtedness that we may incur while remaining in compliance with these restrictions could be substantial. In addition, as of June 30, ~~2022~~ **2023** , we had approximately $ ~~721~~ **594** million available to us for borrowing, subject to certain conditions, under our Revolving Credit Facility. If new debt is added to **the current** ~~our subsidiaries' existing~~ debt levels **for which we or our subsidiaries are responsible** , the risks associated with debt we currently face would increase **. Our interest expense on our variable- rate debt may continue to increase if and to the extent that policymakers combat inflation through interest- rate increases on benchmark financial products. Borrowings under our variable- rate debt are at variable rates of interest and are based upon benchmarks that are subject to potential change or elimination, and therefore expose us to interest- rate risk. If interest rates increase, our debt service obligations on our variable- rate debt will increase even though the amount borrowed remains the same, and our net**

income and cash flows, including cash available for servicing our indebtedness, will correspondingly decrease . Our debt agreements contain restrictions that limit our flexibility in operating our business. The agreements governing our outstanding indebtedness contain various covenants that limit our ability to engage in specified types of transactions. These covenants limit the ability of Operating Company and those of its subsidiaries to which these covenants apply (which Operating Company' s Amended and Restated Credit Agreement, dated as of May 20, 2014 (as amended, the " Credit Agreement ") calls " restricted subsidiaries ") to, among other things: • incur additional indebtedness and issue certain preferred stock; • pay certain dividends on, repurchase, or make distributions in respect of capital stock or make other restricted payments; • pay distributions from restricted subsidiaries; • issue or sell capital stock of restricted subsidiaries; • guarantee certain indebtedness; • make certain investments; • sell or exchange certain assets; • enter into transactions with affiliates; • create certain liens; and • consolidate, merge, or transfer all or substantially all of our assets and the assets of our subsidiaries on a consolidated basis. A breach of any of these covenants could result in a default under one or more of these agreements, including as a result of cross- default provisions, and, in the case of our Revolving Credit Facility, permit the lenders to cease making loans to us. Despite the limitations in our debt agreements, we retain the ability to take certain actions that may interfere with our ability to timely pay our substantial indebtedness. The covenants in the Credit Agreement and in the several indentures governing our Senior Notes (collectively, the **"** " Indentures **"** ") contain various exceptions to the limitations they otherwise impose on our ability and the ability of our restricted subsidiaries to take the various actions described in the prior risk factor. For example, if the Senior Notes have investment- grade ratings and we are not in default under these agreements, certain of these covenants will not apply, including the covenants restricting certain dividends and other payments, the covenants concerning the incurrence of indebtedness, and the covenants limiting guarantees of indebtedness by our restricted subsidiaries. In addition, the covenants restricting dividends and other distributions by us, purchases or redemption of certain equity securities, and prepayment, redemption, or repurchase of any subordinated indebtedness are subject to various exceptions **. We may not be able to pay our indebtedness when it becomes due. Our ability to pay principal and interest on our variable- rate debt and to satisfy our other debt obligations will depend upon, among other things: • our future financial and operating performance, which will be affected by prevailing economic, industry, and competitive conditions and financial, business, legislative, regulatory, and other factors, many of which are beyond our control; and • our future ability to borrow under the Revolving Credit Facility, the availability of which depends on, among other things, our complying with applicable covenants in our Credit Agreement. We cannot assure you that our business will generate cash flow from operations, or that we will be able to draw under the Revolving Credit Facility or otherwise, in an amount sufficient to fund our liquidity needs, including the payment of principal and interest on the Senior Notes, our term loans, our existing borrowings under our Revolving Credit Facility, and our other debt obligations. If our cash flows and other capital resources are insufficient to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital, or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements may restrict us from adopting some of these alternatives. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions for fair market value, on a timely basis to meet our needs, or at all. Furthermore, any proceeds that we could realize from any or all such dispositions may not be adequate to meet our debt service obligations then due. Our inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, could result in a material adverse effect on our business, results of operations, or financial condition. If we cannot make scheduled payments on our indebtedness, we will be in default, and, as a result of existing " cross- default " terms in our indebtedness or otherwise, all outstanding principal and interest may be declared to be due and payable, the lenders under our variable- rate debt could terminate their commitments to loan money, our secured lenders (including the lenders under our senior secured credit facilities or the holders of the Senior Notes) could foreclose against the assets securing their loans and the Senior Notes, and we could be forced into bankruptcy or liquidation** . We are currently using and may in the future use derivative financial instruments to reduce our exposure to market risks from changes in interest rates on our variable- rate indebtedness or changes in currency exchange rates, and any such instrument may expose us to risks related to counterparty credit worthiness or non- performance of these instruments. We have executed and may enter into additional or new interest- rate swap agreements, currency swap agreements, or other hedging transactions in an attempt to limit our exposure to adverse changes in variable interest rates and currency exchange rates. Such instruments may result in economic losses if, for example, prevailing interest rates decline to a point lower than any applicable fixed- rate commitment. Any such swap will expose us to credit- related risks that, if realized, could adversely affect our results of operations or financial condition. Risks Relating to Ownership of Our Common Stock **We do not presently maintain effective disclosure controls and procedures due to material weaknesses we have identified in our internal control over financial reporting. Failure to remediate these material weaknesses or any other material weakness or significant deficiencies has resulted in a revision of our financial statements, in the future could result in material misstatements in our financial statements and has caused, and in the future could cause, us to fail to timely meet our periodic reporting obligations. Pursuant to Section 404 of the Sarbanes- Oxley Act of 2002, our management is required to report on, and our independent registered public accounting firm is required to attest to, the effectiveness of our internal control over financial reporting. The rules governing the standards that must be met for management to determine the adequacy of our internal control over financial reporting are**

complex and require significant documentation, testing, and possible remediation if a weakness or deficiency is identified. Annually, we perform activities that include reviewing, documenting, and testing our internal control over financial reporting. Our failure to achieve and maintain effective disclosure controls and procedures and internal control has resulted in, and in the future could result in, misstated consolidated financial statements and restatements of previously issued financial statements related to prior periods and delays or a failure to meet our reporting obligations, which could cause investors to lose confidence in our reported financial information and could lead to a decline in our stock price. Additionally, ineffective or inadequate disclosures and internal control could expose us to increased risk of misuse of corporate assets or fraud, or subject us to litigation, regulatory investigations, or civil or criminal sanctions, including by the SEC or other regulatory authorities, or potential delisting from the NYSE or any other stock exchange on which we may list our Common Stock in the future. As discussed below in " Item 9A. – Controls and Procedures, " due to certain inadequacies of our internal control over financial reporting, we have not been able to conclude on an ongoing basis that we have effective disclosure controls and procedures and internal control over financial reporting in accordance with legal requirements. For example, in the third quarter of fiscal 2023, management identified a material weakness in internal control related to revenue recognition at our Bloomington, Indiana facility during fiscal 2022. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company' s annual or interim financial statements will not be prevented or detected on a timely basis. Due to this material weakness in internal control over financial reporting, we concluded that, as of June 30, 2022, our disclosure controls and procedures were not effective and that we did not maintain effective internal control over financial reporting. In addition, in preparing our consolidated financial statements for the three and nine months ended March 31, 2023, management identified a separate material weakness in internal control over financial reporting resulting from ineffective information technology general controls in the areas of user access management, application change management, operating system and database logical access controls, and segregation of duties for key information technology systems that support our financial reporting process. As a result, we identified this ineffectiveness as an additional material weakness in our internal control over financial reporting as of March 31, 2023, and concluded that our disclosure control and procedures were not effective as of March 31, 2023. During the fourth quarter of fiscal 2023, we successfully completed the testing necessary to conclude that this material weakness has been remedied. In preparing our audited financial statements for the fiscal year ended June 30, 2023, management identified (i) a material weakness in internal control over financial reporting related to the consolidated financial statement close process, and (ii) a material weakness in internal control over financial reporting related to inventory reconciliation at our Baltimore, Maryland facility. Due to these material weaknesses in internal control over financial reporting, we concluded that, as of June 30, 2023, our disclosure controls and procedures were not effective and that we did not maintain effective internal control over financial reporting. The failure to maintain effective disclosure control and procedures and internal control as a result of the material weaknesses described above has resulted in significant expenses to remediate the disclosure and internal control deficiencies. In addition, as a result of the material weaknesses described above, we failed to timely file our Quarterly Report on Form 10- Q for the quarter ended March 31, 2023, our Quarterly Report on Form 10- Q for the quarter ended September 30, 2023, and this Annual Report, and filed an Amendment to our Annual Report on Form 10- K for the fiscal year ended June 30, 2022 to revise our consolidated financial statements as a result of the error in the periods impacted. Management is actively engaged in the implementation of remediation efforts to address our remaining material weaknesses and control deficiencies. However, we may not be successful in promptly remediating these material weaknesses or be able to identify and remediate any additional control deficiency, including any material weakness, that may arise in the future. Management is currently unable to conclude, and may not be able to conclude in future periods, that our disclosure controls and procedures are effective due to the effects of various factors, which may, in part, include unremediated material weaknesses in internal control over financial reporting. If not remediated, any failure to establish and maintain effective disclosure control and procedures and internal control over financial reporting could result in material misstatements in our consolidated financial statements or cause us to fail to meet our reporting and financial obligations, each of which could have a material adverse effect on the confidence that stockholders, customers, or suppliers have in our financial reporting, which could materially harm our business, our financial condition, or the trading price of our Common Stock. For further discussion of our material weaknesses, see " Item 9A. – Controls and Procedures. " Our stock price has historically been and may continue to be volatile, and a holder of shares of our Common Stock may not be able to resell such shares at or above the price such stockholder paid, or at all, and could lose all or part of such investment as a result. The trading price of our Common Stock has been and continues to be volatile. For the three years ended June 30, ~~2022~~ **2023** , our Common Stock price as quoted on the NYSE **traded at a high of** ~~ranged from $ 36. 95 to~~ $ 142. ~~35~~ **64 on September 9, 2021 and a low of $ 31. 45 on May 15, 2023** . The trading price of our Common Stock may be adversely affected by any one or more of several factors, such as those listed above in " — Risks Relating to Our Business and Industry in Which We Operate " and the following: • results of operations that vary from the expectations of securities analysts or investors; • results of operations that vary from those of our competitors; • changes in expectations as to our future financial performance, including financial estimates and investment recommendations by securities analysts or investors; • declines in the market prices of stocks generally, or those of pharmaceutical or other healthcare companies; • strategic actions by us or our competitors; • announcements by us or our competitors of significant contracts, new products, acquisitions, joint marketing relationships, joint ventures, other strategic relationships, or capital commitments; • changes in general economic or market conditions or trends in our industry or markets, such as increased inflation; • changes in business or regulatory conditions or regulatory actions taken with respect to our business or the business of any of our competitors or customers; • future sales of our Common Stock or other securities we may

issue in the future; • investor perceptions of the investment opportunity associated with our Common Stock relative to other investment alternatives; • any decision by securities analysts to not publish research or reports about our business or to downgrade our stock or our sector; • **additions or departures of key personnel; •** the public response to press releases or other public announcements by us or third parties, including our filings with or information furnished to the SEC; • announcements relating to or developments in litigation **, including shareholder lawsuits** ; • guidance, if any, that we provide to the public, any change in this guidance, or any failure to meet this guidance; • the availability of an active trading market for our Common Stock; • public response to changes in the COVID- 19 pandemic and public perceptions as to the need for manufacture of certain COVID- 19- related products and our role in the successful manufacture of such products; • changes in the accounting principles we use to record our results or our application of these principles to our business; and • other events or factors, including those resulting from natural disasters, hostilities **, the war in Ukraine** , acts of terrorism, geopolitical activity, public health crises, including pandemics, or responses to these events. Broad market and industry fluctuations may adversely affect the market price of our Common Stock, regardless of our actual operating performance. In addition, price volatility may be greater if the public float or trading volume of our Common Stock is low, and the amount of public float on any given day can vary depending on the individual actions of our stockholders. Following periods of market volatility, stockholders have been known to institute securities class action litigation in ~~order~~ **an attempt** to recover ~~their~~ **any** resulting ~~losses~~ -- **loss** . ~~If we become involved~~ **In February 2023, a complaint styled City of Warwick Retirement System v. Catalent, Inc., et al., No. 23- cv- 01108, was filed** in **New Jersey federal court against us and three of our then- officers purportedly on behalf of a putative " class " consisting of persons who purchased or otherwise acquired our securities between August 30, 2021 and October 31, 2022, inclusive, and on September 15, 2023, the Warwick complaint was amended (together with the original complaint, the " Warwick Complaint "), which expanded the class period to between August 30, 2021 and May 7, 2023, inclusive. The complaint purports to assert claims under Sections 10 (b) and 20 (a) of the Exchange Act, alleging that, unbeknownst to investors, the defendants purportedly engaged in accounting and channel stuffing schemes to pad our revenue and failed to disclose adverse facts that purportedly were known to or recklessly disregarded by defendants. Further, in August 2023, an alleged shareholder filed a derivative complaint styled Husty, et al. v. Carroll, et al., No. 23- cv- 00891, in Delaware federal court against the current members of our board of directors, two former members of our board, and nominally against Catalent, Inc. The complaint mimics the allegations set out in the original complaint filed in the City of Warwick Retirement System action and claims that the alleged activities described there led to, and will continue to expose us to, costs and damages. Finally, in September 2023, an alleged shareholder filed a derivative complaint styled Brown, et al. v. Chiminski, et al., Case 3: 23- cv- 15722, in New Jersey federal court against certain current members of our board of directors, two former members of our board, and nominally against Catalent, Inc. The complaint also mimics the allegations set out in the original complaint filed in the City of Warwick Retirement System action and claims that the alleged activities described there led to, and will continue to expose us to, costs and damages. See " Item 3- Legal Proceedings " and Note 17, Commitments and Contingencies to the Consolidated Financial Statements for additional information. These litigations, and any additional** securities litigation, ~~it~~ could have a substantial cost and divert resources and the attention of senior management from our business regardless of the ~~outcome~~ **outcomes** of such ~~litigation~~ **litigations** . Because we have no plan to pay cash dividends on our Common Stock for the foreseeable future, receiving a return on an investment in our Common Stock may require a sale for a net price greater than what was paid for it. We currently intend to retain future earnings, if any, for future operations, expansion, and debt repayment and have no current plan to pay any cash dividend on our Common Stock for the foreseeable future. Any future decision to pay a dividend in respect of our Common Stock, and the amount and timing of any such dividend, will be at the sole discretion of our board of directors. Our board of directors may take into account, when deciding whether or how to pay a dividend, such factors as they may deem relevant, including general economic conditions, our financial condition and results of operations, our available cash and current and anticipated cash needs, possible future alternative deployments of our cash, our future capital requirements, and contractual, legal, tax, and regulatory restrictions and implications on the payment of dividends by us to our holders of shares of our Common Stock or by our subsidiaries to us. In addition, our ability to pay dividends is limited by covenants in the agreements governing our outstanding indebtedness and may be limited by covenants of any future indebtedness we or our subsidiaries incur. As a result, a holder of a share of our Common Stock may not receive any return on such investment unless it is sold for a price greater than that which was paid for it, taking into account any applicable commission or other costs of acquisition or sale. Future sales, or the perception of future sales, of our Common Stock, by us or our existing stockholders could cause the market price for our Common Stock to decline. The sale of shares of our Common Stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of shares of our Common Stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. The market price of shares of our Common Stock could drop significantly if the holders of our Common Stock sell their shares or are perceived by the market as intending to sell them. These factors could also make it more difficult for us to raise additional funds through future offerings of shares of our equity securities that we wish to issue. In the future, we may also issue our securities in connection with investments or acquisitions **or to pay down debt** . The number of shares of our Common Stock issued or issuable **as a result** ~~in connection with an investment or acquisition~~ could constitute a material portion of then- outstanding shares of our Common Stock, subject to limitations on issuance of new shares ~~without~~ **imposed by the NYSE (including any applicable requirement for** stockholder approval **)** ~~imposed by the NYSE~~ or ~~to~~ restrictions set forth in the agreements governing our indebtedness ~~, or the Stockholders' Agreement between the Company and holders of our formerly outstanding Series A convertible preferred stock, par value $ 0. 01 (the " Series A Preferred Stock ")~~ . Any issuance of additional securities in connection with investments, acquisitions, or otherwise may result in dilution to the holders of shares of our Common Stock. ~~Anti~~ **We are no longer eligible to use the Form S** - ~~takeover~~ **3 registration**

statement, which could impair our capital- raising activities. As a result of our failure to timely file our periodic reports with the SEC, we are no longer eligible to use a Form S- 3 registration statement. As a result of our late 10- Q filing, we are also no longer a " well- known seasoned issuer, " as such term is used in the SEC' s regulations, which otherwise would allow us to, among other things, file automatically effective shelf registration statements. Our eligibility to use a Form S- 3 registration statement may not be restored until December 1, 2024, and then only if we have not had any other filing delinquency that would preclude Form S- 3 eligibility and satisfy all other requirements for Form S- 3 eligibility. During any period when we are not eligible to use Form S- 3 or qualify as a " well- known seasoned issuer, " our capital raising ability may be impaired. Under these circumstances, we will be required to use a registration statement on Form S- 1 to register securities with the SEC, which could hinder our ability to act quickly in raising capital to take advantage of market conditions in our capital- raising activities and may increase our cost of raising capital. Further, the expenses associated with raising capital using Form S- 1 are generally greater than those associated with using Form S- 3.

~~provisions~~ **Provisions** in our organizational documents could delay or prevent a change of control. Certain provisions of our current certificate of incorporation and bylaws may have an anti- takeover effect and may delay, defer, or prevent a merger, acquisition, tender offer, takeover attempt, or other change of control transaction that may otherwise be in the best interests of our stockholders, including transactions that might otherwise result in the payment of a premium over the market price for the shares held by our stockholders. These provisions provide for, among other things: • the ability of our board of directors to issue one or more series of preferred stock; • advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at our annual meetings (though our board of directors has implemented shareholder proxy access); and • certain limitations on convening special stockholder meetings. Provisions such as those just described, to the extent that they remain in effect, could make it more difficult for a third party to acquire us, even if the third ~~-~~party' s offer may be considered beneficial by many of our stockholders. As a result, our stockholders may be limited in their ability to obtain a premium for their shares. **43**