Risk Factors Comparison 2024-03-08 to 2023-03-16 Form: 10-K

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The following are certain risk factors that could affect the Company' s business, financial condition, operating results and cash flows. These risk factors should be considered in connection with evaluating the forward- looking statements contained in this annual report on Form 10- K because they could cause actual results to differ materially from those expressed in any forward- looking statement. The risk factors highlighted below are not the only ones the Company faces. Although the risks are organized by headings, and each risk is discussed separately, many are interrelated. Readers should not interpret the disclosure of any risk factor to imply that the risk has not already materialized. If any of these events actually occur, the Company' s business, financial condition, operating results or cash flows could be negatively affected. The Company cautions the reader to keep these risk factors in mind and refrain from attributing undue certainty to any forward- looking statements, which speak only as of the date of this annual report on Form 10- K. Strategic and Operational Risks. ~~The Company~~ **Cost savings from our initiatives** may not be ~~able to generate sufficient cash from operations or have access to other sources of liquidity to sustain~~ **sustainable** ~~its operating needs or to meet its obligations as they become due over the next twelve- month period, raising substantial doubt as to the Company' s ability to continue as a going concern. The Company may not be able to generate sufficient cash from operations or have access to other sources of liquidity to sustain its operating needs or to meet its obligations as they become due over the next twelve- month period, raising substantial doubt as to the Company' s ability to continue as a going concern. As discussed below under " — Risks Related to Our Indebtedness, " the Company has substantial indebtedness and requires sufficient cash flows and capital resources to fund its debt service obligations and other liquidity needs. Although the Refinancing Transactions completed in December 2022 were intended to provide the Company with the necessary liquidity to meet, along with cash from operations, its near- term and long- term liquidity needs, the available borrowing capacity under the ABL Facility has been substantially limited due to a lower than expected borrowing base. In addition, slower- than- expected conversion of inventory into revenue has further suppressed liquidity. As a result, without modifications to the ABL Facility and access to additional capital, the Company currently projects that it will have insufficient liquidity to satisfy its obligations as they become due over the next twelve- month period. The Company has been in discussions with certain of its lenders regarding various liquidity solutions, including a short- term " first- in- last- out " facility to be provided under its ABL Facility, which a lender has provided a" highly confident letter" for, subject to customary conditions. The Company expects the first- in- last- out facility to provide $ 55. 0 of additional liquidity and to close by March 20, 2023, however, there can be no assurance that such a facility will be entered into by such date or at all. In addition, the Company is in discussions with its lenders about other strategic initiatives and liquidity solutions for its business. There can be no assurance that the Company' s efforts to improve its operating performance and financial position will be successful, that it will be able to modify the terms of the ABL Facility on commercially reasonable terms or at all, or that it will be able to obtain additional financing on commercially reasonable terms or at all. See " Management' s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources " and " — Risks Related to Our Indebtedness. " Impacts of the COVID- 19 pandemic continue to create uncertainty and could continue to have a material adverse impact on our business. The COVID- 19 pandemic has adversely affected our operations and financial results and may continue to do so. Although, our business has demonstrated a certain degree of resiliency in the COVID- 19 pandemic given our work as an essential service provider to banks and essential retailers. Nonetheless, the Company' s financial performance continues to be impacted by longer lead times – both inbound and outbound – as well as delayed- billable inflationary pressures associated with pandemic- related headwinds. These impacts and other known or unexpected risks or developments related to the pandemic could continue to have a material and adverse impact on our business, financial position and results of operations. If conditions worsen, resulting in additional or unexpected challenges, the impacts of the COVID- 19 pandemic could materially and negatively impact one or more of the following aspects of our business: our global supply chain, including our ability to maintain adequate component supply; transportation and shipping; our manufacturing facilities; our service technicians in the field; our employees working remotely or in our offices; and the businesses of our customers. Additionally, future public health crises, such as the COVID- 19 pandemic, could cause additional and material delays in installations, certifications or other time- sensitive aspects of our business. As we cannot predict the duration or scope of the COVID- 19 pandemic or any future public health crises, the continuing negative impact to our financial position, results of operations and cash flows cannot be reasonably estimated, but could be material~~ . While the Company achieved significant savings from its DN Now initiatives that concluded in 2021, as well as from the incremental $ 150 ~~million~~ **. 0** plus cost savings plan which commenced in 2022, these savings may not be sustainable, which may adversely affect its operating results and cash flow. The Company' s initiatives consisted of a number of work streams designed to improve operational efficiency and sustainably increase profits and cash flows. Although the Company ~~has~~ achieved a substantial amount of annual cost savings through 2022, it may be unable to sustain the annual cost savings from the work streams that it has previously implemented. and its results of operations and cash flows may be adversely affected. New service and product developments may be unsuccessful. The Company is constantly looking to develop new services and products that complement or leverage its core competencies and expand its business potential. For example, the Company launched its DN Series banking solutions portfolio in 2019, its DN Series EASY family of retail checkout solutions in 2020, ~~and~~ **its** EV charging stations services in 2021 **and its DN Series ™ EASY ONE checkout platform in 2023** . The Company makes significant investments in service and product technologies **and** ~~andanticipates~~ --- **anticipates** expending significant resources for new cloud software, digitally enabled services and product development over the next several years. There can be no assurance that the Company' s service and product development efforts will be successful, that the roll out of any new services and products will be timely, that the customer certification process for any new products will be completed on the anticipated timeline, that it will be able to successfully market these services and products, or that margins generated from sales of these services and products will recover costs of development efforts. The Company may not be successful executing on its digitally enabled hardware, services and software strategy. As part of its broader business strategy, the Company is delivering digitally enabled hardware, services and software to its customers to address their evolving demand for greater flexibility and optionality to meet the demands of the market, drive improvement to performance levels and provide a more scalable cost structure. The Company' s digital strategy extends to its own internal capabilities, as well, to ensure the Company becomes more efficient and delivers better capabilities to its employees. Across its internal finance, information technology, human resources and sales departments, the Company is deploying digital tools to enhance its operating efficiency through the use of cloud- based applications, self- service portals and automation. Executing on a digitally enabled strategy presents risks and challenges to both the Company and its customers, and there can be no assurances that the Company will be successful in its endeavors. The Company may not be able to generate sufficient cash flows to fund its operations and make adequate capital investments. The Company' s cash flows from operations depend primarily on sales and service margins. To develop new service and product technologies, support future growth, achieve operating efficiencies and maintain service and product quality, the Company must make significant capital investments in manufacturing technology, facilities and capital equipment, R & D, and service and product technology. In addition to cash provided from operations, the Company has from time to time utilized external sources of financing. Depending upon general market conditions or other factors, the Company may not be able to generate sufficient cash flows to fund its operations and make adequate capital investments, either in whole or in part. In addition, any tightening of the credit markets may limit the Company' s ability to obtain alternative sources of cash to fund its operations. **Risks Related to Our Multi- National Business Operations.Because the Company' s operations are conducted worldwide,they are affected by risks of doing business abroad.The Company generates a significant percentage of revenue from operations conducted outside the U.S.Revenue from international operations amounted to approximately 73.4 percent of total revenue in the Successor Period of August 12,2023 through December 31,2023 and 74.0 percent of total revenue in the Predecessor Period of January 1,2023 through August 11,2023.Predecessor revenue from international operations amounted to approximately 75.1 percent in 2022 and 77.1 percent in 2021 of total Predecessor revenue during these respective years.Accordingly,international operations are subject to the risks of doing business abroad,including,among other things,the following:• fluctuations in currency exchange rates,particularly in EMEA (primarily the euro),Great Britain (pound sterling),Mexico (peso),Thailand (baht) and Brazil (real);• transportation and supply chain delays and interruptions;• political and economic instability and disruptions,including the impact of trade agreements;• the failure of foreign governments to abide by international agreements and treaties;• restrictions on the transfer of funds and capital controls;• the imposition of duties,tariffs and other taxes;• import and export controls;• changes in governmental policies and regulatory environments;• ensuring the Company' s compliance with U.S.laws and regulations and applicable laws and regulations in other jurisdictions,including the Foreign Corrupt Practices Act (FCPA),the U.K.Bribery Act,and applicable laws and regulations in other jurisdictions;• ensuring compliance with anti- trust laws and regulations;• increasingly complex laws and regulations concerning privacy and data security,including the GDPR;• labor unrest and current and changing regulatory environments;• the uncertainty of product acceptance by different cultures;• the risks of divergent business expectations or cultural incompatibility inherent in establishing strategic partnerships with foreign partners;• difficulties in staffing and managing multi- national operations;• limitations on the ability to enforce legal rights and remedies;• reduced protection for intellectual property rights in some countries;• potentially adverse tax consequences,including repatriation of profits;and • disruptions in our business,or the businesses of our suppliers or customers,due to cybersecurity incidents,terrorist activity,armed conflict,war,public health concerns,fires or other natural disasters.Any of these events could have an adverse effect on the Company' s international operations by reducing the demand for its services and products or decreasing the prices at which it can sell its services and products,thereby adversely affecting its financial condition or operating results.The Company may not be able to continue to operate in compliance with applicable customs,currency exchange control regulations,transfer pricing regulations or any other laws or regulations to which it may be subject.In addition,these laws or regulations may be modified in the future,and the Company may not be able to operate in compliance with those modifications.Significant developments from recent and potential changes in U.S.trade policies,trade policies of other countries,or the issuance of sanctions forbidding or restricting trade where the Company has operations could have a material adverse effect on the Company and its financial condition and results of operations.Tariffs,and other governmental action relating to international trade agreements or policies,the adoption and expansion of trade restrictions,the requirement for licenses or the occurrence of a trade war,may adversely impact demand for the Company' s products,costs,customers,suppliers and / or the U.S.economy or certain sectors thereof or may adversely impact the Company' s ability to select a preferred supplier and,as a result,adversely impact its business.The U.S.government may renegotiate,or potentially terminate,existing bilateral or multi- lateral trade agreements and treaties with foreign countries,including countries such as China.The Company manufactures a substantial amount of its products in China and has joint ventures with Chinese entities.On March 2,2023,the U.S.Department of Commerce updated the Export Administration Regulation (EAR) list to include a Chinese entity that is part of one of the Company' s joint ventures.In the future,if the EAR list is updated and any joint ventures to which the Company is a partner becomes subject to the export regulations,the Company' s ability to ship U.S.- origin goods may adversely affect the Company' s ability to manufacture products.Additional tariffs may cause the Company to increase prices to its customers,which may reduce demand,or,if it is unable to increase prices,result in lowering its margin on products sold.Furthermore,the Company' s global**

operations,including in China,subject it to sanctions laws in the countries where it trades and to U.S.sanctions.The Company' s operations in Russia have been affected by sanctions by a number of governments on the Russian financial sector,including the United States,the European Union,and the United Kingdom.These sanctions have the effect of disrupting the Company' s collection of outstanding accounts receivable and ability to generate revenue in Russia.Based on the effect of these sanctions or the imposition of additional sanctions,the Company is no longer doing business in Russia.It remains unclear what the U.S.or foreign governments will or will not do with respect to sanctions,tariffs,international trade agreements and policies on a short- term or long- term basis.The Company cannot predict future trade policy or the terms of any renegotiated trade agreements and their impacts on its business. Economic Risks and Market Contingencies.The proliferation of payment options other than cash,including credit cards,debit cards,store-valued cards and mobile payment options could result in a reduced need for cash in the marketplace and a resulting decline in the usage of ATMs.The U.S.,Europe and other developed markets have seen a shift in consumer payment trends since the late 1990' s,with more customers now opting for electronic forms of payment,such as credit cards and debit cards,for their in- store purchases over traditional paper- based forms of payment,such as cash and checks.The ~~recent~~ COVID- 19 pandemic ~~has~~ accelerated consumer transition towards non- cash payment alternatives driving an increase in digital,mobile and contactless payment methods.Additionally,some merchants offer free cash back at the POS for customers that utilize debit cards for their purchases,thus providing an additional incentive for consumers to use these cards.The continued growth in electronic payment methods could result in a reduced need for cash in the marketplace and ultimately,a decline in the usage of ATMs.New payment technology and adoption of mobile payment technology,digital currencies such as Bitcoin,or other new payment method preferences by consumers could further reduce the general population' s need or demand for cash and negatively impact sales of ATMs and selected products,services and software.The Company' s business may be affected by general economic conditions,cyclicality and uncertainty and could be adversely affected during economic downturns.Demand for the Company' s services and products is affected by general economic conditions and the business conditions of the industries in which it sells its services and products.The business of most of the Company' s customers,particularly its financial institution and retail customers,is,to varying degrees,cyclical and has historically experienced periodic downturns.Under difficult economic conditions,customers may seek to reduce discretionary spending by forgoing purchases of the Company' s services and products.This risk is magnified for capital goods purchases such as ATMs,retail systems and physical security products.In addition,downturns in the Company' s customers' industries,even during periods of strong general economic conditions,could adversely affect the demand for the Company' s services and products,and its sales and operating results.In particular, ~~continuing~~ economic difficulties in ~~the~~ **certain** global markets have led to an economic recession in certain markets in which the Company operates.As a result of these difficulties and other factors,including new or increased regulatory burdens,financial institutions and retail customers have failed and may continue to fail,resulting in a loss of current or potential customers,or deferred or canceled orders,including orders previously placed.Any customer deferrals or cancellations could materially affect the Company' s sales and operating results.Increased energy,raw material and labor costs could reduce the Company' s operating results.Energy prices,particularly petroleum prices,and raw materials (e.g.,steel) are cost drivers for the Company' s business.In recent years,the price of petroleum has been highly volatile,particularly due to the unstable political conditions in the Middle East and increasing international demand from emerging markets ~~.The current high inflation environment may have also led to increased energy and oil prices.During his campaign,President Biden stated his intent to reverse U.S.climate change policy and in one of his first actions after taking office,signed an executive order recommitting the United States to the Paris Agreement.New legislation and regulations designed to implement this shift in U.S.climate change strategy,such as President Biden' s proposed ban of new oil and gas production activities on public lands and properties,could cause fuel and electricity prices to increase~~ .Price increases in fuel and electricity costs,such as those increases that may occur from climate change legislation or other environmental mandates,may continue to increase cost of operations and affect the Company' s ability to operate in specific markets.Any increase in the costs of energy would also increase the Company' s transportation costs.The primary raw materials in the Company' s services,software and systems solutions are steel,plastics,and electronic parts and components.The majority of raw materials are purchased from various local,regional and global suppliers pursuant to supply contracts.These suppliers,particularly those of electric components serve many large customers across several industries.The price of these materials can fluctuate under the supply contracts in tandem with the pricing of raw materials,which are increasing due to inflationary pressures.Current price increases in steel and resin are being mitigated by long- term contracts and joint work with suppliers on general productivity improvement and supply chain optimization.Most supplier agreements include long- term productivity improvements that serve as the basis for absorbing the potential raw materials increases.The Company cannot assure that its labor costs going forward will remain competitive or will not increase,including as a result of the current high inflation environment and the competitive environment for labor.In the future,the Company' s labor agreements may be amended,or become amendable,and new agreements could have terms with higher labor costs.In addition,labor costs may increase in connection with the Company' s growth.The Company may also become subject to collective bargaining agreements in the future in the event that non- unionized workers may unionize.Risks Related to Competition.The Company faces competition in global markets that could adversely affect its sales and financial condition.All phases of the Company' s business are highly competitive.Some of its services and products are in direct competition with similar or alternative services or products provided by its competitors.The Company encounters competition in price,delivery,service,performance,product innovation,product recognition and quality.In a number of international markets in each region where the Company operates,it faces substantial competition from local service providers that offer competing services and products.Local providers of competing services and products may also have a substantial advantage in attracting customers in their countries due to more established branding in that country,greater knowledge with respect to the tastes and preferences of customers residing in that country and / or their focus on a single market.In addition,some of these companies may have a dominant market share in their territories and may be owned by local stakeholders.Because of the potential for consolidation in any market,the Company' s competitors may become larger,which could make them more efficient and permit them to be more price- competitive.Increased size could also permit them to operate in wider geographic areas and enhance their abilities in other areas such as R & D and customer service.The Company expects that its competitors will continue to develop and introduce new and enhanced services and products.This could cause a decline in market acceptance of the Company' s services and products or result in the loss of major customers.In addition,the Company' s competitors could cause a reduction in the prices for some of its services and products as a result of intensified price competition.Also,the Company may be unable to effectively anticipate and react to new entrants in the marketplace competing with its services and products.As a U.S.- based multi- national corporation,the Company must ensure its compliance with both U.S.and foreign regulatory requirements,while local competitors only need to observe applicable regional,national or local laws that may be less onerous.An inability to compete successfully could have an adverse effect on the Company' s operating results,financial condition and cash flows in any given period. ~~Risks Related to Our Multi- National Business Operations.Because the Company' s operations are conducted worldwide,they are affected by risks of doing business abroad.The Company generates a significant percentage of revenue from operations conducted outside the U.S.Revenue from international operations amounted to approximately 75.1 percent in 2022,77.1 percent in 2021,and 75.0 percent in 2020 of total revenue during these respective years.Accordingly,international operations are subject to the risks of doing business abroad,including,among other things,the following:• fluctuations in currency exchange rates,particularly in EMEA (primarily the euro),Great Britain (pound sterling),Mexico (peso),Thailand (baht) and Brazil (real);• transportation and supply chain delays and interruptions;• political and economic instability and disruptions,including the impact of trade agreements;• the failure of foreign governments to abide by international agreements and treaties;• restrictions on the transfer of funds and capital controls;• the imposition of duties,tariffs and other taxes;• import and export controls;• changes in governmental policies and regulatory environments;• ensuring the Company' s compliance with U.S.laws and regulations and applicable laws and regulations in other jurisdictions,including the Foreign Corrupt Practices Act (FCPA),the U.K.Bribery Act,and applicable laws and regulations in other jurisdictions;• increasingly complex laws and regulations concerning privacy and data security,including the GDPR;• labor unrest and current and changing regulatory environments;• the uncertainty of product acceptance by different cultures;• the risks of divergent business expectations or cultural incompatibility inherent in establishing strategic alliances with foreign partners;• difficulties in staffing and managing multi- national operations;• limitations on the ability to enforce legal rights and remedies;• reduced protection for intellectual property rights in some countries;• potentially adverse tax consequences,including repatriation of profits;and • disruptions in our business,or the businesses of our suppliers or customers,due to cybersecurity incidents,terrorist activity,armed conflict,war,public health concerns (including viral outbreaks,such as COVID- 19),fires or other natural disasters.Any of these events could have an adverse effect on the Company' s international operations by reducing the demand for its services and products or decreasing the prices at which it can sell its services and products,thereby adversely affecting its financial condition or operating results.The Company may not be able to continue to operate in compliance with applicable customs,currency exchange control regulations,transfer pricing regulations or any other laws or regulations to which it may be subject.In addition,these laws or regulations may be modified in the future,and the Company may not be able to operate in compliance with those modifications.Significant developments from recent and potential changes in U.S.trade policies,trade policies of other countries,or the issuance of sanctions forbidding or restricting trade where the Company has operations could have a material adverse effect on the Company and its financial condition and results of operations.Tariffs,and other governmental action relating to international trade agreements or policies,the adoption and expansion of trade restrictions,the requirement for licenses or the occurrence of a trade war,may adversely impact demand for the Company' s products,costs,customers,suppliers and / or the U.S.economy or certain sectors thereof or may adversely impact the Company' s ability to select a preferred supplier and,as a result,adversely impact its business.The U.S.government may renegotiate,or potentially terminate,existing bilateral or multi- lateral trade agreements and treaties with foreign countries,including countries such as China.The Company manufactures a substantial amount of its products in China and has joint ventures with Chinese entities.On March 2,2023 the U.S.Department of Commerce updated the Export Administration Regulation (EAR) list to include a Chinese entity that is part of one of the Company' s joint ventures.In the future,if the EAR list is updated and any joint ventures to which the Company is a partner becomes subject to the export regulations,the Company' s ability to ship U.S.- origin goods ma adversely affect the Company' s ability to manufacture products.Additional tariffs may cause the Company to increase prices to its customers,which may reduce demand,or,if it is unable to increase prices,result in lowering its margin on products sold.Furthermore,the Company' s global operations,including in China and Russia,subject it to sanctions laws in the countries where it trades and to U.S.sanctions.The Company' s operations in Russia have been affected by sanctions by a number of governments on the Russian financial sector,including the United States,the European Union,and the United Kingdom.These sanctions may have the effect of disrupting the Company' s collection of outstanding accounts receivable and ability to generate revenue in Russia.Based on the projected effect of these sanctions or the imposition of additional sanctions,this impact on operations may~~ Data Privacy ~~and~~ **,** Cybersecurity **and Artificial Intelligence** Risks. Cybersecurity incidents or vulnerabilities could disrupt the Company' s internal operations or services provided to customers, which could adversely affect revenue, increase costs, and harm its reputation, customer relationships, and stock price. To reduce these risks, the Company has programs and measures in place designed to detect and help safeguard against cybersecurity attacks. Although we have implemented cybersecurity measures designed to detect and limit the risk of unauthorized access to our systems and acquisition of, loss, modification of, use, access to, or disclosure of our data, threat actors are using evolving, sophisticated, and ever- changing techniques to obtain unauthorized access to systems and data. The types and motivations of threat actors that may attempt to access our systems also are evolving and expanding, and include sophisticated nation- state sponsored and organized cyber- criminals, who are targeting the financial services **and manufacturing industries. Our position as a product and solution provider to the financial**

services industry may cause an attacker to attempt to infiltrate our systems in order to carry out supply chain attacks against the industry. As a result, the risk of cyberattack is increasing. An attack, disruption, intrusion, denial of service, theft or other data or cybersecurity incident (such as phishing attack, virus, ransomware, or other malware installation), or an inadvertent act by an employee or contractor, could result in unauthorized access to, acquisition of, loss, disclosure, or modification of, our systems, products, and data (or our third- party service provider' s systems, products, and data), which may result in operational disruption, loss of business, claims (including by customers, financial institutions, cardholders, and consumers), costs and reputational harm that could negatively affect our operating results. The Company could incur significant expenses in investigating and addressing cybersecurity incidents, including the expenses of deploying additional personnel, enhancing or implementing additional protection measures, training employees or hiring consultants, and such incidents could divert the attention of our management and key personnel from our business operations. Further, remedial measures may later prove inadequate to prevent or reduce the impact of new or emerging threats. The Company may face regulatory investigations or litigation relating to cybersecurity incidents, which may be costly to defend and which, if successful, may require the Company to pay damages and fines, incur expenses to comply with consent orders or injunctions, and / or change its business practices. The Company also is subject to risks associated with cyberattacks involving our **own** supply chain. We may also detect, or may receive notice from third parties (including governmental agencies and those in our supply chain) of potential vulnerabilities in our information technology systems, our products, or third- party products used in conjunction with our products. Even if these potential vulnerabilities do not affect our products, services, data, or systems, their existence or claimed existence could adversely affect customer confidence and our reputation in the marketplace, causing us to lose existing or potential customers. To the extent such vulnerabilities require remediation, such remedial measures could require significant resources, may not be implemented before such vulnerabilities are exploited, and may not prevent or reduce the risk. As the cybersecurity landscape evolves, we may also find it necessary to make significant further investments to protect data and infrastructure. We maintain cybersecurity insurance intended to cover some of these risks, but this insurance may not be sufficient to cover all of our losses from future cybersecurity incidents the Company may experience. We have experienced cybersecurity incidents in the past, but none of these incidents, individually or in the aggregate, has had a material adverse effect on our business, reputation, operations or products. The Company ~~has~~ **routinely investigates security events that may or may not turn into a cybersecurity incident. We have** in place various information technology protections designed to detect and reduce cybersecurity incidents, although there can be no assurance that our protections will be successful. The Company also regularly evaluates its protections against cybersecurity incidents, including through self- assessments and third- party assessments, and takes steps to enhance those protections in response to specific threats and as part of the Company' s information security program. There can be no assurance, however, that the Company will be able to prevent, reduce the risk of, or remediate all future cybersecurity incidents or that the cost associated with responding to any such incident or impact of such incident will not be significant or material. Portions of the Company' s IT infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. The Company may not be successful in implementing new systems, and transitioning data and other aspects of the process could be expensive, time consuming, disruptive and resource- intensive. Such disruptions could adversely impact the ability to fulfill orders, service customers and interrupt other processes and, in addition, could adversely impact the Company' s ability to maintain effective internal control over financial reporting. Delayed sales, lower margins, lost customers or diminished investor confidence resulting from these disruptions could adversely affect the Company' s financial results, stock price and reputation. The Company' s actual or perceived failure to comply with increasing and increasingly stringent laws, regulations and contractual obligations relating to privacy, data protection and information security could harm ~~its~~ **the Company' s** reputation, subject the Company to significant fines and liability or loss of business, and decrease demand for the Company' s services. The Company and its customers are subject to privacy, data protection, and information security laws and regulations (~~"~~Data Protection Laws ~~"~~) in the United States and in jurisdictions around the globe that restrict the collection, use, disclosure, transfer and processing of personal data, including financial data. For example, the Company and its customers are subject, without limitation, to the European Union General Data Protection Regulation (~~"~~GDPR ~~"~~), the U. K. General Data Protection Regulation, the California Consumer Privacy Act (~~"~~CCPA ~~"~~) **and its amendments** , and the Brazilian Lei Geral de Proteção de Dados ~~. Costs to comply with these Data Protection Laws are significant~~ . Failure to comply with these laws could result in material legal exposure and business impact, including the loss of customers and decreased demand for our products and services. The GDPR, for example, imposes onerous accountability obligations on companies, with penalties for non- compliance of up to the greater of € 20 and four percent of annual global revenue. The GDPR, and other Data Protection Laws, also grant corrective powers to supervisory authorities, including the ability to impose a limit on processing personal data or ability to order companies to cease operations. The Data Protection Laws are part of an evolving global data protection landscape in which the number, complexity, requirements, and consequences of non- compliance with these laws are increasing. This landscape includes legislative proposals recently adopted or currently pending in the United States, at both the federal and state levels (including by banking agencies), as well as in other jurisdictions, implementing new or additional requirements for data protection that could increase compliance costs, the cost and complexity of delivering our services, and significantly affect our business. Additionally, the interpretation and application of new data protection laws and regulations in many cases is uncertain, and our legal and regulatory obligations in such jurisdictions are subject to frequent and unexpected changes, including the potential for various regulatory or other governmental bodies to enact new or additional laws or regulations, to issue rulings that invalidate prior laws or regulations, or to increase penalties significantly. Complying with these evolving and varying standards, and implementing the required operational changes as a result of such standards, could require significant expense and effort and may require us to change our business practices or the functionality of our products and services in a manner adverse to our customers and our business. In addition, violations of these laws can result in governmental investigations, significant fines, penalties, claims by regulators or other third parties, imposition of limits on the processing of data, and damage to our brand and business. Like other global companies, to conduct its operations, the Company transfers data across international borders. Transferring personal data across international borders is complex and subject to legal and regulatory requirements. In many cases, the laws and regulations governing such transfers apply not only to transfers between unrelated third parties but also to transfers between the Company and its subsidiaries. ~~There is also~~ **Other companies have been subject to** active litigation and enforcement with respect to data transfers in a number of jurisdictions around the world, ~~each of which~~ **the decisions resulting form these actions** could have an adverse impact on our ability to process and transfer personal data as part of our business operations. Some countries have also enacted or are enacting data localization laws that prohibit or significantly restrict the transfer of data out of the country. **If** ~~Developments related to cross- border transfers~~ , ~~including the Court of Justice July 2020 ruling in the " Schrems II " case~~ as **a** ~~well as related guidance from the European Data Protection Board, have resulted~~ -- **result of changing laws** ~~in some changes to the way we provide our~~ - **or regulatory decisions** ~~services in the European Union and conduct our business~~ , ~~and could expose us to potential sanctions and fines for non- compliance. If~~ we cannot transfer data from some jurisdictions or implement valid mechanisms for cross- border data transfers, we may face increased exposure to regulatory actions, substantial fines, injunctions against processing or transferring personal data from Europe or elsewhere, and **we may be** ~~require~~ **required** ~~us~~ to increase our personal data or other data processing capabilities in the Europe Union and / or elsewhere at significant expense. In addition to our legal obligations, our contractual obligations relating to privacy, data protection and information security have become increasingly prevalent and stringent due to changes in laws and regulations, ~~including the development related to cross- border transfers, as well as the heightened regulatory~~ requirements in the financial services industry. Certain Data Protection Laws, such as the GDPR and the CCPA, require our customers to impose specific contractual restrictions on their service providers. If we are unable to comply with our contractual obligations, this could impact our reputation and result in liabilities and loss of business. ~~The Company' s current~~ **We may use artificial intelligence in our business,** and ~~future~~ **challenges with properly managing its use could result in reputational harm, competitive harm, legal liability, or adversely affect our results of** operations ~~, particularly the Company' s ability to respond to changes or pursue its business strategies, are restricted by the documentation governing its indebtedness~~ . **We may incorporate artificial intelligence** ~~The agreements that govern the terms of the Company' s indebtedness, including the ABL Facility, the Superpriority Facility, the New Term Loans, the New 2025 Notes and the 2L Notes~~ (~~each as defined under~~ " **AI** ~~Management' s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Refinancing Transactions~~ ") ~~contain a number~~ **solutions into some** of ~~restrictive covenants~~ **our platforms, offerings, services, and features, and these applications may become more important in our operations over time. Our competitors or other third parties may incorporate AI into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, if our AI applications are based on data, algorithms or other inputs** that ~~impose~~ **are flawed, or if they assist in producing content, analyses or recommendations that are or are alleged to be deficient, inaccurate or biased, our business, financial condition and results of operations may be adversely affected. The use of AI applications may in the future result in cybersecurity incidents. Any such cybersecurity incidents related to our use of AI applications could adversely affect our reputation and results of operations. AI also presents emerging ethical issues, and if our use of AI becomes controversial we may experience brand, reputational or competitive harm, or legal liability. The rapid evolution of AI, including the potential regulation of AI by government or other regulatory agencies, may require the Company to incur** significant ~~operating~~ **resources to develop, test,** and ~~financial restrictions~~ **maintain our platforms, offerings, services, and features in order to implement AI ethically and minimize any unintended, harmful impacts. Risks Related to Reliance** on **Performance** ~~the Company and may limit its ability to engage in acts that may be in its long- term best interest, including limitations or restrictions on its ability to: • incur, assume or guarantee additional indebtedness; • declare or pay dividends or make other distributions or repurchase or redeem capital stock; • prepay, redeem or repurchase certain debt; • issue certain preferred stock or similar equity securities; • make loans, advances and other investments; • sell or otherwise dispose~~ of **Third Parties** ~~assets, including capital stock of subsidiaries; • incur liens; • enter into transactions with affiliates; • alter the businesses the Company conducts; • enter into agreements restricting the Company' s subsidiaries' ability to pay dividends; and • consolidate, merge or sell all or substantially all of the Company' s assets~~ . ~~In addition, the restrictive covenants under the ABL Facility require the Company to comply with a financial maintenance covenant under certain circumstances,~~ The Company' s ability to **deliver products that** satisfy **customer requirements is dependent on the performance of** ~~this financial maintenance covenant can be affected by events beyond~~ its **subcontractors** ~~control, and therefore, there can be no assurance that the Company will be able to comply. If the Company is unable to meet such financial maintenance covenant, the Company would be required to seek an~~ **and** ~~amendment or waiver from its lenders. There can be no assurance that the Company' s lenders would consent to any such amendment or waiver on commercially reasonable terms or at all. For a discussion of the Company' s indebtedness and the related agreements and instruments, see Item 6 – Management' s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources. A breach of the covenants or restrictions under the agreements that govern the Company' s indebtedness could result in an event of default under the applicable indebtedness. Such a default may allow the applicable creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross- acceleration or cross- default provision applies~~ **suppliers** . ~~In addition, an event of default under the ABL Facility would permit the lenders thereunder to terminate all commitments to extend further credit thereunder. Furthermore, if the Company is unable to repay the amounts due and payable under any of its indebtedness, those lenders or investors will be able to proceed against the collateral granted to them to secure that indebtedness. If the holders of any of the Company' s debt accelerate the repayment of its indebtedness, the Company may not have sufficient assets to repay that indebtedness. As a result of these restrictions, the Company may be: • limited in how it conducts its business; • unable to raise additional debt or equity financing to operate during general economic or business downturns; and • unable to compete~~

~~effectively or to take advantage of new business opportunities. Accordingly, these restrictions may affect the Company' s ability to operate in accordance with its strategy. In addition, the Company' s financial results, its substantial indebtedness and its credit ratings could adversely affect the availability and terms of its financing. The Company will be required to raise equity capital to pay any outstanding principal amount of 8. 50 % Senior Notes due 2024 (the 2024 Senior Notes) in excess of $ 20 (such 2024 Senior Notes in excess of $ 20, the Excess Stub Notes) at maturity if there is insufficient participation in the Public Exchange Offer (as defined under" Management' s Discussion and Analysis of Financial Condition and Results of Operations- Overview- Public 2024 Exchange Offer"). Such equity financing may not be available on favorable or acceptable terms or at all, and failure to raise such equity capital as required will constitute an event of default under the Superpriority Facility, the New Term Loans and the New 2025 Notes. Substantial doubt will continue to exist regarding the Company' s ability to continue as a going concern. As of the date of this annual report on Form 10- K, $ 72. 1 aggregate principal amount of 2024 Senior Notes are outstanding. Therefore, under the terms of the agreements governing the Superpriority Facility, the New Term Loans and the New 2025 Notes, if less than $ 52. 1 aggregate principal amount of 2024 Senior Notes are not validly tendered and accepted in the Public Exchange Offer, the Company will be required to issue equity to repurchase, redeem, prepay or pay in full the Excess Stub Notes (and any other accrued and unpaid fees or expenses that remain unpaid at the time of repurchase, redemption, prepayment or payment in full) prior to their maturity date. The Company may be unable to obtain such equity capital on terms that are favorable or acceptable to the Company or at all. Failure to raise sufficient equity capital as required will constitute an event of default under the Superpriority Facility, the New Term Loans and the New 2025 Notes, which would permit the creditors thereunder to accelerate the related debt and may result in the acceleration of any other debt to which a cross- acceleration or cross- default provision applies. Even if no Excess Stub Notes exist after the completion of the Public 2024 Exchange Offer because $ 52. 1 or more of the 2024 Senior Notes are validly tendered and accepted in the Exchange Offer, the Company may not have the liquidity to repay the remaining 2024 Senior Notes at maturity, which would also constitute an event of default under the Superpriority Facility, the New term Loans and the New 2025 Notes~~ , as well as ~~certain~~ **on the availability of raw materials and other components. The Company relies on other companies, including subcontractors and suppliers, to provide and produce raw materials, integrated components and sub- assemblies and production commodities included in, or used in the production of, its products. If one or more** of the Company' s **subcontractors or suppliers experiences delivery delays or** other ~~indebtedness~~ **performance problems** , **it** ~~which would permit the creditors thereunder to accelerate the related debt and~~ may ~~result in the acceleration of any~~ **be unable to meet commitments to its customers or incur additional costs. In some instances,** ~~other~~ -- **the** ~~debt to which~~ **Company depends upon** a **single source of supply** ~~cross- acceleration or cross- default provision applies~~ . ~~Furthermore, if~~ **Any service disruption from one of** ~~the~~ **these suppliers, either** ~~obligors under such debt are unable to repay the amounts~~ due **to circumstances beyond** ~~and payable thereunder, those lenders and noteholders could proceed against the collateral granted them~~ - **the supplier** ~~to secure that indebtedness. In the event the Company~~ ' s **control** ~~lenders or noteholders accelerate the repayment of its indebtedness~~ , **such as geo- political developments or public health concerns** ~~the Company and its subsidiaries may not have sufficient assets to repay that indebtedness. Accordingly~~ , **or as a result of performance problems or financial difficulties** ~~if the Company fails to obtain the equity capital on favorable terms~~ , ~~it may be unable to meet its liquidity needs, which~~ could have a material adverse effect on the Company **' s ability** to meet commitments to its customers or increase its operating costs ~~.At present,the overall impact of the COVID- 19 pandemic is difficult to predict,but it may have a material adverse impact on the Company' s overall business,financial condition and results of operations,in particular if COVID- 19 infection rates resurge in other countries and regions,including as a result of new variants~~ .The Company manufactures a substantial amount of its products in Paderborn,Germany,and Manaus,Brazil.In addition,certain of our products are manufactured in China **and India** .Any damage suffered by these critical locations and manufacturing plants could negatively impact our business and results of operations.While the Company maintains insurance policies that provide coverage up to certain limits for some of the potential risks and liabilities associated with its business,it does not maintain insurance policies for all risks and liabilities.The Company relies on third parties to provide security systems and systems integration.Sophisticated hardware and operating system software and applications that the Company procures from third parties may contain defects in design or manufacture,including " bugs " and other problems that could unexpectedly interfere with the operation of the system.The costs to eliminate or alleviate security problems,viruses and bugs could be significant,and the efforts to address these problems could result in interruptions,delays or cessation of service that could impede sales,manufacturing, **distribution or other critical functions.The Company relies on third parties to provide outsourced business processes and other financial services.The Company engages other companies to provide certain business process outsourcing services and other financial services to the Company.Any service disruption from one of these suppliers,either due to circumstances beyond the supplier** ' s **control** ~~competitive position~~ , ~~business prospects, financial condition, results of operations, cash flow and ability to continue~~ as a ~~going concern. The Company' s~~ **result of performance or financial problems by those companies, or due to a** failure **of the Company** to ~~meet its debt~~ **properly utilize or scope those** ~~service~~ **services** ~~obligations~~ **,** could have a material adverse ~~effect~~ **impact** on **the Company' s business process operations, increase** the Company' s ~~business, financial condition and results of operations~~ - **operating costs or cause** ~~. The Company' s high level of indebtedness could adversely affect the Company' s operations and liquidity. The Company' s level of indebtedness could, among~~ other ~~things: • make it more difficult for the Company to pay or refinance its debts as they become due during adverse economic and industry conditions because the Company may not have sufficient cash flows to make its scheduled debt payments; • cause the Company to use a larger portion of its cash flow to fund interest and principal payments, reducing the availability of cash to fund working capital, capital expenditures, R & D and other business activities; • limit the Company' s ability to take advantage of significant business opportunities, such as acquisition opportunities, and to react to changes in market or industry conditions; • cause the Company to be more vulnerable to general adverse economic and industry conditions; • cause the Company' s suppliers to limit trade credit, require pre- payments or other~~

~~collateral; • cause the Company to be disadvantaged compared to competitors with less leverage; • result in a downgrade in the credit rating of the Company or indebtedness of the Company or its subsidiaries, which could increase the cost of borrowings; and • limit the Company' s ability to borrow additional monies in the future to fund working capital, capital expenditures, R & D and other business activities. The Company may not be able to generate sufficient cash to service or may not be able to refinance its indebtedness and may be forced to take other actions to satisfy its obligations under its indebtedness, which may not be successful. The Company' s ability to make scheduled payments or refinance its debt obligations depends on its financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond its control. The Company may be unable to maintain a level of cash flows from operating activities sufficient to permit the payment of principal, premium, if any, and interest, on its indebtedness. If the Company' s cash flows and capital resources are insufficient to fund its debt service obligations, the Company could face substantial liquidity issues and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance its indebtedness. The Company' s liquidity needs fluctuate during the course of the year and, as a result, these liquidity issues may be more acute during certain times. The liquidity issues that the Company faces could force the Company to reduce or delay investments and capital expenditures or to strategically divest material assets or operations, extend payments to vendors, seek additional debt or equity capital or restructure or refinance its indebtedness. The Company has in the past and may in the future take such actions, and these actions could materially impact the Company' s business. The Company may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow the Company to meet its scheduled payment obligations. In addition, the terms of the Company' s existing or future debt arrangements may restrict it from effecting any of these alternatives. Upcoming debt maturities could create significant financial and operational challenges for the Company. Following the consummation of the Refinancing Transactions (as defined in " Management' s Discussion and Analysis of Financial Condition and Results of Operation — Overview — Refinancing Transactions "), a significant portion of the Company' s indebtedness matures in 2025. In addition, the ABL Facility will mature on July 20, 2026, subject to a springing maturity to a date that is 91 days prior to the maturity date of any indebtedness for borrowed money, with certain exceptions, in an aggregate principal amount of more than $ 25 incurred by the Company or any of its subsidiaries. The Company' s ability to refinance its indebtedness ahead of upcoming maturities on commercially reasonable terms or at all depends on numerous factors, including the general condition of global financial markets and the Company' s recent operating performance and liquidity, which are each subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond the Company' s control. Any disruption to the capital markets or change in the financial condition of the Company, could make it more difficult and expensive to refinance on commercially reasonable terms or at all. Despite current and anticipated indebtedness levels, the Company may still be able to incur substantially more debt. This could further exacerbate the risks described above. The Company may also incur additional long- term debt and working capital lines of credit to meet future financing needs, which would increase its total indebtedness. Although documents governing the Company' s indebtedness contain restrictions on the Company' s ability to incur additional debt, including secured debt, these restrictions are subject to a number of important exceptions and the Company is permitted to incur debt in compliance with these restrictions. If the Company and its subsidiaries incur significant additional debt, the related risks that the Company faces could intensify. The Company' s variable- rate indebtedness exposes~~ **exposures** ~~the Company to interest rate risk, which could cause its debt service obligations to increase significantly. Certain of the Company' s indebtedness, including borrowings under the ABL Facility and the Superpriority Facility, as well as the New Term Loans, is subject to variable rates of interest and expose the Company to interest rate risk. If interest rates increased, the Company' s debt service obligations on the variable- rate indebtedness would increase and the Company' s net income would decrease, even though the amount borrowed under the facilities remained the same. As of December 31, 2022, the Company had approximately $ 1, 240. 5 aggregate principal amount of outstanding variable- rate debt. An unfavorable movement in interest rates, primarily the Secured Overnight Financing Rate (SOFR), could result in higher interest expense and cash payments for the Company. Although the Company may enter into interest rate swaps, involving the exchange of floating for fixed- rate interest payments, to reduce interest rate volatility, the Company cannot provide assurance that it will enter into such arrangements or that they will successfully mitigate such interest rate volatility. The Company' s debt levels and liquidity as well as challenges in the commercial and credit environment may materially adversely affect the Company' s ability to issue debt on acceptable terms and the Company' s future access to capital. The Company' s ability to issue debt or enter into other financing arrangements on acceptable terms or at all could be materially adversely affected by the Company' s debt levels and liquidity or if there is a material decline in the demand for its products or in the solvency of its customers or suppliers or other significantly unfavorable changes in economic conditions occur. In addition, volatility in the world financial markets could increase borrowing costs or affect the Company' s ability to access the capital markets, which could have a material adverse effect on its competitive position, business prospects, financial condition, results of operations and cash flows. The Company may need additional financing in the future to meet the Company' s capital needs, and such financing may not be available on favorable or acceptable terms or at all. The Company may need to seek additional financing for general corporate purposes, including to meet liquidity needs. The Company may be unable to obtain any desired additional financing on terms that are favorable or acceptable to the Company or at all. Depending on market conditions, adequate funds may not be available to the Company on acceptable terms or at all and the Company may be unable to meet its liquidity needs, which could have a material adverse effect on its competitive position, business prospects, financial condition, results of operations and cash flows. Unless we have access to additional capital, we currently project that we will not generate sufficient cash from operations or have access to other sources of liquidity to sustain our operating needs or to meet our obligations as they become due over the next twelve months. As discussed under " Management' s Discussion and Analysis of Financial Condition and Results of~~

~~Operations — Overview — Refinancing Transactions ", on December 29, 2022, the Company completed the Refinancing Transactions (as defined under such section), which were a series of transactions with certain key financial stakeholders to refinance certain debt with near- term maturities and provide the Company with new capital. As planned, at the closing of the Refinancing Transactions, the Company drew down the entire available capacity of the ABL Facility and made payments to suppliers and vendors. As of December 31, 2022, therefore, the Company had no additional availability under the ABL Facility and $ 344 of cash, cash equivalents, restricted cash and short- term investments. As designed, the ABL Facility availability resets each month. Initially, the Company believed that the Refinancing Transactions, along with cash from operations, would be sufficient to meet the Company' s near- term and long- term liquidity needs for at least the next 12 months. Over the course of the first quarter of 2023, based on the Company' s revenue cycle and the composition of the borrowing base under the ABL Facility, the availability under the ABL Facility as of March 2023 has been substantially limited. In addition, slower- than- expected conversion of inventory into revenue has further suppressed liquidity. Accordingly, without modifications to the ABL Facility and access to additional capital, the Company currently projects that it will not generate sufficient cash from operations or have access to other sources of liquidity to sustain its operating needs or to meet its obligations as they become due over the twelve- month period subsequent to the filing of this annual report on Form 10- K. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 11 of the consolidated financial statements, the Company is required to raise equity capital to repay any amount exceeding $ 20 of the remaining principal balance of the 2024 Senior Notes. Failure to raise sufficient equity capital as required will constitute an event of default whereby under the Superpriority Facility, the New Term Loans and the 2025 Senior Notes (each as defined under " Management' s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Refinancing Transactions "), which would permit the creditors thereunder to accelerate the related debt and may result in the acceleration of any other debt to which a cross- acceleration or cross- default provision applies, which the Company would not have sufficient liquidity to repay. Because of this uncertainty, and because of the uncertainty regarding the Company' s ability to sustain its operating needs or to meet its obligations as they become due over the twelve- month period, the accompanying consolidated financial statements contain a " going concern " uncertainty paragraph. The inclusion of the " going concern " uncertainty paragraph would have constituted a default under the agreements governing the ABL Facility, the Superpriority Facility and the New Term Loans; however, the requisite lenders under each of these facilities have waived such default. The Company is currently working to improve its operating performance and its cash, liquidity and financial position. In addition, the Company is in discussions with the lenders under the ABL Facility regarding modifications to the borrowing base under the ABL Facility to provide the Company with access to additional borrowings. The Company is also engaged in discussions with certain of its lenders regarding additional short- term liquidity, including potentially providing additional liquidity in the form of a" first- in- first- out" facility to be provided under the ABL Facility, which a lender has provided a" highly confident letter" for, subject to customary conditions. The Company expects the first- in- last- out facility to provide $ 55 of additional liquidity and to close by March 20, 2023, however, there can be no assurance that such a facility will be entered into by such date or at all. In addition, the Company is in discussions with its lenders about other strategic initiatives and liquidity solutions for its business. However, there can be no assurance that the Company' s efforts to improve its operating performance and financial position will be successful, that it will be able to modify the terms of the ABL Facility, or that it will be able to obtain additional financing on commercially reasonable terms or at all. As a result, the Company' s liquidity and ability to timely pay its obligations when due could be adversely affected. Accordingly, and because the success of the Public Exchange Offer and the ability to raise necessary equity capital is not fully within the Company' s control under the provisions of Accounting Standards Codification 205- 40, substantial doubt will continue to exist regarding the Company' s ability to continue as a going concern~~ . Workforce Operations Risks. An inability to attract, retain and motivate key employees could harm current and future operations. In order to be successful, the Company must attract, retain and motivate executives and other key employees, including those in managerial, professional, administrative, technical, sales, marketing and IT support positions. It also must keep employees focused on its strategies and goals. Hiring and retaining qualified executives, engineers and qualified sales representatives are critical to its future, and competition for experienced employees in these areas can be intense. In addition, we have seen a decline in the qualified labor applicant pool since the start of the COVID- 19 pandemic and increased competition for qualified labor. The failure to hire or loss of key employees could have a significant impact on the Company' s operations . Risks Related to Reliance on Performance...... manufacturing, distribution or other critical functions . Tax Liability Risks. Additional tax expense or additional tax exposures could affect the Company' s future profitability. The Company is subject to income taxes in both the U. S. and various non- U. S. jurisdictions, and its domestic and international tax liabilities are dependent upon the distribution of income among these different jurisdictions. If the Company decides to repatriate cash, cash equivalents and short- term investments residing in international tax jurisdictions, there could be further negative impact on foreign and domestic taxes. The Company' s tax expense includes estimates of additional tax that may be incurred for tax exposures and reflects various estimates and assumptions, including assessments of future earnings of the Company that could affect the valuation of its net deferred tax assets. The Company' s future results could be adversely affected by changes in the effective tax rate as a result of a change in the mix of earnings in countries with differing statutory tax rates, changes in the overall profitability of the Company, changes in the valuation of deferred tax assets and liabilities, the results of audits and examinations of previously filed tax returns continuing assessments of its income tax exposures and changes in tax legislation ~~. For example, President Biden has proposed the reversal or modification of some portions of the Tax Cuts and Jobs Act of 2017, which, if enacted, could result in a higher U. S. corporate income tax rate than is currently in effect~~ . Additionally, the Company' s future results could be adversely affected by the results of indirect tax audits and examinations, and continuing assessments of its indirect tax exposures. A loss contingency is reasonably possible if it has a more than remote but less than probable chance of occurring. Although management believes the Company has valid defenses with respect to its indirect tax positions, it is reasonably possible that a loss could occur in excess of the estimated accrual. The aggregate risk related to indirect taxes is adjusted as the applicable statutes of limitations expire. It is reasonably possible that the Company could be required to pay taxes, penalties and interest related to this matter or other open years, which could be material to its financial condition and results of operations. **In October 2021** ~~Risks Related to Acquisitions~~ , **the Organization** ~~Divestitures and Alliances. The Company may not be successful executing potential acquisitions, investments or~~ **for Economic Co- operation** ~~partnerships, or divestitures. As the Company' s financial performance improves, it may evaluate~~ and ~~consider acquisitions, investments or partnerships in companies, products, services~~ **Development (the" OECD") announced the OECD / G20 Inclusive Framework on Base Erosion** and ~~technologies~~ **Profit Shifting (the" Framework")** , which ~~could support~~ **agreed to a two- pillar solution to address tax challenges arising from digitalization of** the **economy** ~~Company' s strategy and growth~~ . ~~Acquisitions~~ **In December 2021** , ~~investments and partnerships inherently involve risks~~ **the OECD released Pillar Two Model Rules defining the global minimum tax rules** , which ~~may include: the risk~~ **contemplate a minimum tax rate** of ~~integrating business operations~~ **15 %. To date** , **various jurisdictions have enacted** ~~cultures, retaining key personnel and maintaining appropriate systems and controls; the potential for~~ - **or are in** ~~unknown liabilities; the possibility that acquisitions, investments or partnerships may not yield the targeted financial or strategic benefits to the Company. Furthermore, the Company has, from time- to- time, been divesting certain non- core and / or non- accretive businesses to, among other~~ -- **the** ~~things, simplify its business and reduce its debt. However, there can be no assurance that it will be successful in selling all or further such any assets. It may incur substantial expenses associated with identifying and evaluating potential sales. The~~ process of **enacting legislation on these rules** ~~exploring any sales may be time consuming and disruptive to its business operations~~ , and ~~if~~ **the OECD continues to release additional guidance. While** it is ~~unable~~ **uncertain whether the U. S. will enact legislation** to ~~effectively manage~~ **adopt the minimum tax directive, certain countries in which we operate have adopted legislation and other countries are in** the process ~~, its business, financial condition and results~~ of **introducing legislation** ~~operations could be adversely affected. It also cannot assure that any potential sale, if consummated, will prove~~ to **implement** ~~be beneficial to its shareholders. Any potential sale would be dependent upon a number of factors that may be beyond the Company' s control, including, among other~~ -- **the minimum tax directive** ~~factors, market conditions, industry trends, the interest of third parties in the assets and the availability of financing to potential buyers on reasonable terms~~ . **Further** ~~In addition~~ , ~~while it evaluates asset sales, the Company is exposed to risks and uncertainties, including potential difficulties in retaining and attracting key employees, distraction of its management from other~~ -- **the OECD has issued administrative guidance providing** ~~important business activities, and potential difficulties in establishing and maintaining relationships with customers, suppliers, lenders, sureties and other third parties, all of which could harm its business. The Company may be unable to successfully and effectively manage acquisitions, divestitures, alliances, and other significant transactions~~ - **transition** ~~, which could harm its operating results, business~~ and ~~prospects~~ **safe harbor rules** . **We** ~~As the Company improves its financial performance and promotes its business strategy, it~~ will continue to **monitor** ~~engage in discussions and potentially enter into agreements with third parties regarding possible investments, acquisitions, strategic alliances, joint ventures, partnerships, divestitures and outsourcing arrangements. Such transactions present significant risks and challenges and there~~ -- **the** ~~can be~~ **implementation of the Framework by the countries in which we operate. We currently do** ~~no~~ **not expect** ~~assurances that~~ the **Framework** ~~Company will manage such transactions successfully or that strategic opportunities will be available~~ to ~~the Company~~ **have a material impact** on ~~acceptable terms or~~ **our effective tax rate or** ~~at all. Acquisitions and partnerships inherently involve risks. The Company may specifically evaluate and consider investments or~~ **our consolidated results** ~~partnerships in companies, products, services and technologies. Related risks include the Company failing to achieve strategic objectives, anticipated benefits or timing~~ of ~~a transaction or contractual obligations. Such transactions may require the Company to manage post- closing transitions services or integration issues with business operations~~ - **operation** , ~~support systems, workplace cultures and the retention of personnel. There is also the potential for unknown liabilities and the possibility that the acquisitions or partnerships may not yield~~ financial **position** ~~strategic benefits to the Company. Risks of these transactions can be more pronounced in larger and more complicated transactions~~ , **and cash flows** ~~or if multiple transactions are pursued simultaneously~~ . Risks Related to Our Pension Plan Obligations. Low investment performance by the Company' s pension plan assets may result in an increase to its net pension liability and expense, which may require it to fund a portion of its pension obligations and divert funds from other potential uses. The Company sponsors several defined benefit pension plans that cover certain eligible employees across the globe. The Company' s pension expense and required contributions to its pension plans funded with assets are directly affected by the value of plan assets, the projected rate of return on plan assets, the actual rate of return on plan assets and the actuarial assumptions it uses to measure the defined benefit pension plan obligations. A significant market downturn could occur in future periods resulting in a decline in the funded status of the Company' s pension plans and causing actual asset returns to be below the assumed rate of return used to determine pension expense. If return on plan assets in future periods perform below expectations, future pension expense will increase. Risks Related to **Our Indebtedness. We have substantial indebtedness following our emergence from the Restructuring Proceedings and may be unable to generate sufficient cash flows from operations to meet our debt service and other obligations. We have substantial consolidated indebtedness. On the Effective Date, we entered into a new credit agreement (the Exit Credit Agreement) governing a $ 1, 250. 0 senior secured loan credit facility (the Exit Facility) with certain financial institutions party thereto, as lenders, GLAS USA LLC, as administrative agent, and GLAS Americas LLC, as collateral agent. On February 13, 2024, we entered into a new credit agreement (the Revolving Credit Agreement) with certain financial institutions party thereto, as lenders, and PNC Bank, National Association, as administrative agent and collateral agent, governing a superior- priority senior secured revolving credit facility (the Revolving Credit Facility) in an aggregate principal amount of $ 200 million, which includes a $ 50 million letter of credit sub- limit and a $ 20 million swing loan sub- limit. Our obligations under the Exit Facility and Revolving Credit Facility are guaranteed by certain of our subsidiaries that are organized in the United States and secured by perfected security**

interests and liens on substantially all of our assets and the assets of the guarantors. Our ability to generate sufficient cash flows from operations to make payments for scheduled debt service and other obligations depends on a range of economic, competitive and business factors, many of which are outside of our control. Weakness in economic conditions and our performance beyond our expectations would exacerbate these risks. Our business may generate insufficient cash flows from operations to meet our debt service and other obligations, and currently anticipated cost savings, working capital reductions and operating improvements may not be realized on schedule, or at all. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to sell assets, seek additional capital or seek to restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the absence of sufficient operating results and resources, we could face substantial liquidity problems and might be required to sell material assets or operations to attempt to meet our debt service and other obligations. Our indebtedness restricts our ability to sell assets outside of the ordinary course of business and restricts the use of the proceeds from any such sales. We may not be able to complete those sales or obtain the proceeds which we could realize from them, and these proceeds may not be adequate to meet any debt service obligations then due. In addition, the terms of our indebtedness provide that if we cannot meet our debt service obligations, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation. Despite our and our subsidiaries' indebtedness, we may still be able to incur substantially more debt, including secured debt. This could further increase or intensify the other risks associated with our substantial indebtedness. We and our subsidiaries may be able to incur substantial additional indebtedness in the future, including additional secured debt. Although covenants in the Exit Credit Agreement and Revolving Credit Agreement limit our ability to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions can be substantial. In addition, the Exit Credit Agreement and Revolving Credit Agreement do not limit us from incurring obligations that do not constitute indebtedness as defined therein. The terms of the Exit Credit Agreement and Revolving Credit Agreement impose restrictions that may limit our operating and financial flexibility. The Exit Credit Agreement and Revolving Credit Agreement contain certain restrictions and covenants which restrict our ability to incur liens and / or debt or provide guarantees in respect of obligations of any other person, which could adversely affect our ability to operate our business, as well as significantly affect our liquidity, and therefore could adversely affect our results of operations. The Exit Credit Agreement and Revolving Credit Agreement also contain mandatory prepayment provisions providing that certain amounts of Net Cash Proceeds (as defined in the respective credit agreements) must be utilized to make payments on the outstanding balance under the facilities. The covenants restrict, among other things, our ability to: • incur, assume or guarantee additional indebtedness; • pay dividends on or make distributions in respect of stock or make certain other restricted payments or investments; • enter into agreements that restrict distributions from certain subsidiaries; • sell or otherwise dispose of assets; • make investments beyond a specified amount; • enter into transactions with affiliates; • create or incur liens; • merge, consolidate or sell all or substantially all of our assets; and • place restrictions on the ability of subsidiaries to pay dividends or make other payments to us. Our ability to comply with these covenants may be affected by events beyond our control and we may need to refinance our existing indebtedness in the future. A breach of any of these covenants together with the expiration of any cure period, if applicable, could result in a default under the facilities. If any such default occurs, subject to any applicable grace periods, the lenders may terminate or suspend their obligations under the facilities and may declare all unpaid principal and interest, together with any other amounts due under the facilities, immediately due and payable. If the obligations under the facilities were to be accelerated, our financial resources may be insufficient to repay the amounts due in full and we may not be able to borrow sufficient funds to refinance it. Even if we are able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to us. If our indebtedness is in default for any reason, our business, financial condition and results of operations could be materially and adversely affected. In addition, complying with these covenants may make it more difficult for us to successfully execute our business strategy and compete against companies who are not subject to such restrictions. Risks Related to Our Common Stock. Anti- takeover provisions in our charter and bylaws could make it more difficult for a third party to acquire us. Certain provisions of our charter and bylaws may make it make it more difficult for a third party to gain control of our Board of Directors and may have the effect of delaying or preventing changes in our management. These provisions provide for, among other things: • the ability of our Board of Directors to issue, and determine the rights, powers and preferences of, one or more series of preferred stock in order to implement a shareholders' rights plan; • advance notice for nominations of directors by shareholders and for shareholders to include matters to be considered at our annual meetings; and • certain limitations on convening special shareholder meetings. These anti- takeover provisions could discourage, delay or prevent a transaction involving a change in control, including actions that our shareholders may deem advantageous, or negatively affect the trading price of our common stock. These provisions could also discourage proxy contests and make it more difficult for our shareholders to elect directors of their choosing and to cause us to take other corporate actions. The price of our common stock may be volatile. The price of our common stock may fluctuate due to a variety of market and industry factors that may materially reduce the market price of our common stock regardless of our operating performance, including, among others: • actual or anticipated fluctuations in our quarterly and annual results and those of other public companies in our industry; • industry cycles and trends; • mergers and strategic alliances in our industry; • changes in government regulation; • potential or actual military conflicts or acts of terrorism; • the failure of securities analysts to publish research about us following our emergence from the Restructuring Proceedings, or shortfalls in our operating results from levels forecast by securities analysts; • the limited trading history of our common stock; • changes

in accounting principles; • announcements concerning us or our competitors; and • the general state of the securities market. In addition, the price of our common stock may fluctuate due to the following factors, among others: • our results of operation and financial condition; • quarterly variations in the rate of growth of certain financial indicators; • the public reaction to our press releases, our other public announcements and our filings with the SEC; • strategic decisions by us, our clients or competitors, such as acquisitions, divestitures, spin- offs, joint ventures, investments or changes in business strategy; • claims against us by third- parties; • future sales of our common stock by us, significant shareholders or our directors or executive officers; and • the realization of any risk described under this " Risk Factors " section or those incorporated by reference. In addition, the stock market in general has experienced significant volatility that often has been unrelated to the operating performance of companies whose shares are traded. These market fluctuations could adversely affect the trading price of our common stock, regardless of our actual operating performance. As a result of all of these factors, investors in our Common Stock may not be able to resell their stock at or above the price they paid or at all. Further, we could be the subject of securities class action litigation due to any such stock price volatility, which could divert management' s attention and have a material adverse effect on our results of operation. There may be circumstances in which the interests of our significant shareholders could be in conflict with your interests as a shareholder. Funds associated with Capital World Investors, Millstreet Capital Management LLC, Hein Park Capital Management LP and Beach Point Capital Management LP beneficially own approximately 33. 4 %, 18. 5 %, 9. 2 % and 8. 9 % of our outstanding common stock, respectively. Circumstances may arise in which these shareholders may have an interest in exerting influence to pursue or prevent acquisitions, divestitures or other transactions, including the issuance of additional shares of common stock or incurrence of debt, that, in their judgment, could enhance their investment in us or another company in which they invest. Such transactions might adversely affect us or other holders of our common stock. Furthermore, our significant concentration of share ownership may adversely affect the trading price of our common stock because investors may perceive disadvantages in owning shares in companies with significant shareholders. The potential payment of dividends on our common stock or repurchases of our common stock is dependent on a number of factors, and future payments and repurchases cannot be assured. Although we have paid dividends on our previously outstanding common stock in the past, it is uncertain whether or when we will pay cash dividends or other distributions with respect to our common stock in the foreseeable future. Restrictive covenants in our credit facilities limit our ability to pay cash dividends and repurchase shares. Other debt instruments to which we or our subsidiaries may be a party may also contain restrictive covenants that limit our ability to pay dividends or for us to receive dividends from our subsidiaries, any of which may negatively impact the trading price of our common stock. In addition, holders of common stock will only be entitled to receive such cash dividends as our Board of Directors may declare out of funds legally available for such payments, and our Board of Directors may only authorize us to repurchase shares of our common stock with funds legally available for such repurchases. The payment of future cash dividends and future repurchases will depend upon our earnings, economic conditions, liquidity and capital requirements, and other factors, including our debt leverage. Accordingly, we cannot make any assurance that future dividends will be paid or future repurchases will be made. Reports published by analysts, including projections in those reports that exceed our actual results, could adversely affect the price and trading volume of our common stock. We currently expect that securities research analysts will establish and publish their own periodic projections for our business. These projections may vary widely and may not accurately predict the results we actually achieve. Our stock prices may decline if our actual results do not match the projections of these securities research analysts. Similarly, if one or more of the analysts who write reports on us downgrades our common stock or publishes inaccurate or unfavorable research about our business, our stock prices could decline. If one or more of the analysts ceases coverage of us or fails to publish reports on us regularly, our stock prices or trading volumes could decline. While we expect research analyst coverage, if no analysts commence coverage of us, the trading prices and volumes for our common stock could be adversely affected. Risks Related to Acquisitions, Divestitures and Partnerships. The Company may not be successful executing potential acquisitions, investments or partnerships, or divestitures. As the Company' s financial performance improves, it may evaluate and consider acquisitions, investments or partnerships in companies, products, services and technologies, which could support the Company' s strategy and growth. Acquisitions, investments and partnerships inherently involve risks, which may include: the risk of integrating business operations, cultures, retaining key personnel and maintaining appropriate systems and controls; the potential for unknown liabilities; the possibility that acquisitions, investments or partnerships may not yield the targeted financial or strategic benefits to the Company. Furthermore, the Company has, from time- to- time, been divesting certain non- core and / or non- accretive businesses to, among other things, simplify its business and reduce its debt. However, there can be no assurance that it will be successful in selling all or further such any assets. It may incur substantial expenses associated with identifying and evaluating potential sales. The process of exploring any sales may be time consuming and disruptive to its business operations, and if it is unable to effectively manage the process, its business, financial condition and results of operations could be adversely affected. It also cannot assure that any potential sale, if consummated, will prove to be beneficial to its shareholders. Any potential sale would be dependent upon a number of factors that may be beyond the Company' s control, including, among other factors, market conditions, industry trends, the interest of third parties in the assets and the availability of financing to potential buyers on reasonable terms. In addition, while it evaluates asset sales, the Company is exposed to risks and uncertainties, including potential difficulties in retaining and attracting key employees, distraction of its management from other important business activities, and potential difficulties in establishing and maintaining relationships with customers, suppliers, lenders, sureties and other third parties, all of which could harm its business. The Company may be unable to successfully and effectively manage acquisitions, divestitures, partnerships,

and other significant transactions, which could harm its operating results, business and prospects. As the Company improves its financial performance and promotes its business strategy, it will continue to engage in discussions and potentially enter into agreements with third parties regarding possible investments, acquisitions, strategic partnerships, joint ventures, divestitures and outsourcing arrangements. Such transactions present significant risks and challenges and there can be no assurances that the Company will manage such transactions successfully or that strategic opportunities will be available to the Company on acceptable terms or at all. Acquisitions and partnerships inherently involve risks. The Company may specifically evaluate and consider investments or partnerships in companies, products, services and technologies. Related risks include the Company failing to achieve strategic objectives, anticipated benefits or timing of a transaction or contractual obligations. Such transactions may require the Company to manage post-closing transitions services or integration issues with business operations, support systems, workplace cultures and the retention of personnel. There is also the potential for unknown liabilities and the possibility that the acquisitions or partnerships may not yield financial strategic benefits to the Company. Risks of these transactions can be more pronounced in larger and more complicated transactions, or if multiple transactions are pursued simultaneously. Risks Related to Shareholder Appraisal Proceedings. The Company is exposed to additional litigation risk and uncertainty with respect to the former minority shareholders of Diebold Nixdorf AG. ~~As a result of the 2016 acquisition of~~ Diebold Nixdorf ~~AG~~ **Holding Germany GmbH, formerly Diebold Nixdorf Holding Germany Inc. & Co. KGaA** (~~the Acquisition~~ **Diebold KGaA**), **is a party** ~~the Company continues to be exposed~~ to two separate appraisal proceedings (Spruchverfahren) **in connection with the purchase of all shares in its former listed subsidiary, Diebold Nixdorf AG** . ~~Both~~ **The first appraisal** ~~proceedings~~ **proceeding, which relates to the Domination and Profit / Loss Transfer Agreement (DPLTA) entered into by Diebold KGaA and former Diebold Nixdorf AG, which became effective on February 17, 2017, is pending at the Higher Regional Court (Oberlandesgericht) of Düsseldorf (Germany) as the court of appeal. The DPLTA appraisal proceeding was filed by minority shareholders of Diebold Nixdorf AG challenging the adequacy of both the cash exit compensation of € 55. 02 per Diebold Nixdorf AG** ~~are~~ **share (of which 6. 9 million shares were then outstanding) and the annual recurring compensation of € 2. 82 per Diebold Nixdorf AG share offered in connection with the DPLTA. The second appraisal proceeding relates to the cash merger squeeze- out of minority shareholders of Diebold Nixdorf AG in 2019 and is currently** pending at the same Chamber for Commercial Matters (Kammer für Handelssachen) at the District Court (Landgericht) of Dortmund (Germany) **that** ~~. The first appraisal proceeding relates to the Domination and Profit Loss Transfer Agreement (DPLTA) entered into by Diebold Holding Germany Inc. & Co. KGaA (now doing business as~~ **was originally competent for the** ~~Diebold Nixdorf Holding Germany GmbH), a wholly- owned subsidiary of Diebold Nixdorf, Incorporated, and Diebold Nixdorf AG, which became effective on February 17, 2017. The~~ DPLTA appraisal ~~proceeding~~ **proceedings** ~~was filed by minority shareholders of Diebold Nixdorf AG challenging the adequacy of both the cash exit compensation of € 55. 02 per Diebold Nixdorf AG share (of which 6. 9 million shares were then outstanding) and the annual recurring compensation of € 2. 82 per Diebold Nixdorf AG share offered in connection with the DPLTA. The second appraisal proceeding relates to the cash merger squeeze- out of minority shareholders of Diebold Nixdorf AG in 2019~~ . The squeeze- out appraisal proceeding was filed by former minority shareholders of Diebold Nixdorf AG challenging the adequacy of the cash exit compensation of € 54. 80 per Diebold Nixdorf AG share (of which 1. 4 million shares were then outstanding) in connection with the merger squeeze- out. In **both appraisal proceedings** ~~the second quarter of 2022~~ , **a court ruling would apply to all Diebold Nixdorf AG shares outstanding at** the **time when the DPLTA or the merger squeeze- out, respectively, became effective. Any cash compensation received by former Diebold Nixdorf AG shareholders in connection with the merger squeeze- out would be netted with any higher cash compensation such shareholder may still claim in connection with the DPLTA appraisal proceeding. The** District Court of Dortmund dismissed **in 2022** all claims to increase the cash compensation **and the annual recurring compensation** in the DPLTA appraisal ~~proceedings~~ **proceeding and rejected in 2023 all claims to increase the cash compensation in the merger squeeze- out appraisal proceeding** . ~~This~~ **These** first instance ~~decision~~ **decisions** , however, ~~is~~ **are** not final as some of the plaintiffs filed appeals **in both the DPLTA appraisal proceeding and the squeeze- out appraisal proceeding** . The Company believes that the compensation offered in connection with the DPLTA and the merger squeeze- out was in both cases fair and that the ~~decision~~ **decisions** of the District Court of Dortmund in the DPLTA **and merger squeeze- out** appraisal proceedings ~~validates~~ **validate** its position. German courts often adjudicate increases of the cash compensation to plaintiffs in varying amounts in connection with German appraisal proceedings. Therefore, the Company cannot rule out that a court may increase the cash compensation in these appraisal proceedings. The Company, however, is convinced that its defense in both appraisal proceedings is supported by strong sets of facts and the Company will continue to vigorously defend itself in these matters **. Risks Related to Our Restructuring Proceedings. We recently emerged from Restructuring Proceedings, which could adversely affect our business and relationships. It is possible that our having filed for bankruptcy and our recent emergence from the Restructuring Proceedings could adversely affect our business and relationships with customers, employees and suppliers. Due to uncertainties, many risks exist, including the following: • our suppliers could terminate their relationship or require financial assurances or enhanced performance ; • our ability to renew existing contracts and compete for new business may be adversely affected ; • our ability to attract, motivate and / or retain key executives and employees may be adversely affected ; • employees may be distracted from performance of their duties or more easily attracted to other employment opportunities; • competitors may take business away from us, and our ability to attract and retain customers may be negatively impacted; and • we have four new directors on our Board of Directors that have limited experience with the Company or our management team, and as a result go- forward operations plans and strategy may differ materially from past practice. The occurrence of one or more of these events could have a material and adverse effect on our operations, financial condition and reputation. We cannot assure you that having been subject to the Restructuring Proceedings will not adversely affect our**

operations in the future. Our actual financial results may vary significantly from the projections that were filed with the U. S. Bankruptcy Court. In connection with our Disclosure Statement relating to the Plans (the Disclosure Statement), we prepared projected financial information to demonstrate to the U. S. Bankruptcy Court and the Dutch Court the feasibility of the Plans and our ability to continue operations upon our emergence from the Restructuring Proceedings. This projected financial information was prepared by, and is the responsibility of, our management. Our independent registered public accounting firm, KPMG LLP, neither examined, compiled nor performed any procedures with respect to the projected financial information and, accordingly, KPMG LLP has expressed no opinion or any other form of assurance with respect thereto. Those projections were prepared solely for the purpose of the Restructuring Proceedings and have not been, and will not be, updated on an ongoing basis. Those projections should not be relied upon in connection with the purchase or sale of our common stock. At the time they were prepared, the projections reflected numerous assumptions concerning our anticipated future performance and with respect to prevailing and anticipated market and economic conditions that were and remain beyond our control and that may not materialize. Projections are inherently subject to substantial and numerous uncertainties and to a wide variety of significant business, economic and competitive risks and the assumptions underlying the projections and / or valuation estimates may prove to be wrong in material respects. Actual results may vary significantly from those contemplated by the projections that were prepared in connection with the Disclosure Statement and the hearing to consider confirmation or sanctioning of the Plans. We are subject to claims that were not discharged in the Chapter 11 Cases and the Dutch Scheme Proceedings. The U. S. Bankruptcy Code provides that the effectiveness of a plan of reorganization discharges a debtor from substantially all debts arising prior to petition date, other than as provided in the plan of reorganization or the confirmation order. For example, the U. S. Plan provides that holders of allowed general unsecured claims were reinstated and paid in the ordinary course of business in accordance with the terms and conditions of the particular transaction or agreement giving rise to such allowed general unsecured claim. These claims, and any other claims not ultimately discharged through the Plans, could be asserted against us and may have an adverse effect on our financial condition and results of operations on a post- reorganization basis. As a result of our emergence from the Restructuring Proceedings, our historical financial information will not be indicative of our future financial performance and realization of assets and liquidation of liabilities are subject to uncertainty. Our capital structure has been significantly altered through the implementation of the Restructuring Proceedings. As a result, we are subject to the Fresh Start Accounting reporting rules required under the Financial Accounting Standards Board Accounting Standards Codification Topic 852, Reorganizations. Under applicable Fresh Start Accounting reporting rules, our assets and liabilities have been adjusted to fair values and our accumulated deficit has been restated to zero. Accordingly, our consolidated financial condition and results of operations from and after the Fresh Start Reporting Date will not be comparable to the financial condition or results of operations reflected in our consolidated historical financial statements. The allocation of fair value is dependent upon a number of estimates and assumptions. Whether actual future results and developments will be consistent with our estimates and assumptions depends on a number of factors, including but not limited to: (i) prices received for our products; (ii) our ability to maintain customers' confidence in our viability as a continuing entity and to attract and retain sufficient business from them; and (iii) the overall strength and stability of general economic conditions of our industry, both in the U. S. and in the global markets in which we operate. To the extent that our estimates, assumptions, valuations, appraisals and the financial projections used to develop the allocation of fair value are not realized, we may be required to record impairment charges in the future. It is also possible that additional restructuring and related charges may be identified and recorded in future periods. Such sales, disposals, liquidations, settlements, or charges could be material to our consolidated financial position and the results of operations in any given period. Upon our emergence from the Restructuring Proceedings, the composition of our Board of Directors changed significantly. Pursuant to the Plans, the composition of our Board of Directors changed significantly. Our current Board of Directors is made up of eight directors, four of which had not previously served on the Board of Directors. The new directors have different backgrounds, experiences and perspectives from those individuals who previously served on the Board of Directors and, thus, may have different views on the issues that will determine our future strategies and plans. As a result, our future strategy and plans may differ materially from those of the past . Non- Cash Impairment Loss Risks. The Company has a significant amount of long- term assets, including goodwill and other intangible assets, and any future impairment charges could adversely impact its results of operations. The Company reviews long- lived assets, including property, plant and equipment and identifiable amortizing intangible assets, for impairment whenever changes in circumstances or events may indicate that the carrying amounts are not recoverable. If the fair value is less than the carrying amount of the asset, a loss is recognized for the difference. Factors which may cause an impairment of long- lived assets include significant changes in the manner of use of these assets, negative industry or market trends, a significant under- performance relative to historical or projected future operating results, or a likely sale or disposal of the asset before the end of its estimated useful life. As of December 31, ~~2022~~ **2023** , the Company had $ ~~702~~ **616** . ~~3~~ **7** of goodwill. The techniques used in its qualitative and quantitative assessment and goodwill impairment tests incorporate a number of estimates and assumptions that are subject to change. Although the Company believes these estimates and assumptions are reasonable and reflect market conditions forecast at the assessment date, any changes to these assumptions and estimates due to market conditions or otherwise may lead to an outcome where impairment charges would be required in future periods. Economic Risks and Market Contingencies. The...... financial condition and results of operations. General Risks. The Company' s ability to maintain effective internal control over financial reporting may be insufficient to allow it to accurately report its financial results or prevent fraud, and this could cause its financial statements to become materially misleading and adversely affect the trading price of its common ~~shares~~ **stock** . The Company requires effective internal control over financial reporting in order to provide reasonable assurance with respect to its financial reports and to effectively prevent fraud. Internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If the Company cannot provide reasonable assurance with respect to its financial statements and effectively prevent fraud, its financial statements could become materially misleading, which could adversely affect the trading price of its common ~~shares~~ **stock** . If the Company is not able to maintain the adequacy of its internal control over financial reporting, including any failure to implement required new or improved controls, its business, financial condition and operating results could be harmed. Any material weakness could affect investor confidence in the accuracy and completeness of its financial statements. As a result, the Company' s ability to obtain any additional financing, or additional financing on favorable terms, could be materially and adversely affected. This, in turn, could materially and adversely affect its business, financial condition and the market value of its securities and require it to incur additional costs to improve its internal control systems and procedures. In addition, perceptions of the Company among customers, lenders, investors, securities analysts and others could also be adversely affected. We may be exposed to certain regulatory and financial risks related to climate change. Growing concerns about climate change may result in the imposition of additional regulations or restrictions to which we may become subject. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to climate change, including regulating greenhouse gas emissions. The outcome of new legislation or regulation in the U. S. and other jurisdictions in which we operate may result in new or additional requirements, additional charges to fund energy efficiency activities, and fees or restrictions on certain activities. Compliance with these climate change initiatives may also result in additional costs to us, including, among other things, increased production costs, additional taxes, reduced emission allowances or additional restrictions on production or operations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Even without such regulation, increased public awareness and adverse publicity about potential impacts on climate change emanating from us or our industry could harm us. We may not be able to recover the cost of compliance with new or more stringent laws and regulations, which could adversely affect our results of operations, financial position or cash flows. An adverse determination that the Company' s services, products or manufacturing processes infringe the intellectual property rights of others, or its failure to enforce its intellectual property rights could have a materially adverse effect on its business, operating results or financial condition. As is common in any high technology industry, others have asserted from time to time, and may assert in the future, that the Company' s services, products or manufacturing processes infringe their intellectual property rights. A court determination that its services, products or manufacturing processes infringe the intellectual property rights of others could result in significant liability and / or require it to make material changes to its services, products and / or manufacturing processes. The Company also seeks to enforce its intellectual property rights against infringement. The Company cannot predict the outcome of actions to enforce its intellectual property rights, and, although it seeks to enforce its intellectual property rights, it cannot guarantee that it will be successful in doing so. Any of the foregoing could have a materially adverse effect on the Company' s business, operating results or financial condition. The Company may be exposed to liabilities under the FCPA or other worldwide anti- bribery laws, which could harm its reputation and have a material adverse effect on its business. The Company is subject to compliance with various laws and regulations, including worldwide anti-bribery laws. Anti- bribery laws generally prohibit companies, and third parties acting on their behalf, from engaging in bribery or making or receiving other improper payments to another person or entity, including government officials for the purpose of obtaining or retaining business or gaining an unfair business advantage or inducing a person to act improperly or rewarding them for doing so. The FCPA also requires proper record keeping and characterization of such payments in the Company' s reports filed with the SEC. The Company' s employees and agents are required to comply with these laws. The Company operates in many parts of the world that have experienced governmental and commercial corruption to some degree, and strict compliance with anti- bribery laws may conflict with local customs and practices. Non- US companies, including some that may compete with the Company, may not be subject to the FCPA or other anti- bribery laws and may follow local customs and practices. Accordingly, such companies may be more likely to engage in activities prohibited by the anti- bribery laws which apply to the Company, which could have a significant adverse impact on the Company' s ability to compete for business in such countries. Despite the Company' s commitment to legal compliance and corporate ethics, it cannot ensure that its policies and procedures will always protect it from intentional, reckless or negligent acts committed by its employees or agents. Violations of these laws, or allegations of such violations, could disrupt the Company' s business and result in financial penalties, debarment from government contracts and other consequences that may have a material adverse effect on its reputation, business, financial condition or results of operations. Future changes in anti- bribery or economic sanctions laws and enforcement could also result in increased compliance requirements and related expenses that may also have a material adverse effect on its business, financial condition or results of operations. ~~Economic conditions and regulatory changes leading up to and following the United Kingdom' s (U. K.) exit from the EU could have a material adverse effect on the Company' s business and results of operations. The U. K.' s exit from the EU (Brexit) and the resulting significant change to the U. K.' s relationship with the EU and with countries outside the EU (and the laws, regulations and trade deals impacting business conducted between them) could disrupt the overall economic growth or stability of the U. K. and the EU and negatively impact the Company' s European operations. The U. K. and the EU have entered into a free trade agreement that now governs the U. K.' s relationship with the EU. While the U. K. and the EU can generally continue to trade with each other without the imposition of tariffs for imports and exports, there are new customs requirements that require additional documentation and data, and there are also new controls on the movement and reporting of goods. Although we have not experienced any material disruption in our business as a result of Brexit, we do not know the extent to which Brexit and the free trade agreement will ultimately impact the business and regulatory environment in the U. K., the rest of the EU or other countries, although it is possible there will be tighter controls~~

~~and administrative requirements for imports and exports between the U. K. and the EU or other countries, as well as increased regulatory complexities. Any of these factors could adversely impact customer demand, our relationships with customers and suppliers and our results of operations.~~ Changes in laws or regulations or the manner of their interpretation or enforcement could adversely impact the Company' s financial performance and restrict its ability to operate its business or execute its strategies. New laws or regulations, or changes in existing laws or regulations or the manner of their interpretation or enforcement, could increase the Company' s cost of doing business and restrict its ability to operate its business or execute its strategies. This includes, among other things, the possible increase in U. S. corporate income tax rates, legislation and regulatory initiatives relating to climate change and environmental policy and other changes relating to the Biden Administration transition, compliance costs and enforcement under applicable securities laws, including the Dodd- Frank Wall Street Reform and Consumer Protection Act (Dodd- Frank Act), the German Securities Trading Act (Wertpapierhandelsgesetz) and Regulation (EU) No. 596 / 2014 of the European Parliament and of the Council of April 16, 2014, as well as costs associated with complying with the Patient Protection and Affordable Care Act of 2010 and the regulations promulgated thereunder. The Company' s actual operating results may differ significantly from its guidance. From time to time, the Company releases guidance, including any guidance that it may include in the reports that it files with the SEC regarding its future performance. This guidance, which consists of forward- looking statements, is prepared by its management and is qualified by, and subject to, the assumptions and the other information included in this annual report on Form 10- K, as well as the factors described under " Management' s Discussion and Analysis of Financial Condition and Results of Operation — Forward- Looking Statement Disclosure. " The Company' s guidance is not prepared with a view toward compliance with published guidelines of the American Institute of Certified Public Accountants, and neither its independent registered public accounting firm nor any other independent or outside party compiles or examines the guidance and, accordingly, no such person expresses any opinion or any other form of assurance with respect thereto. Guidance is based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the Company' s control and are based upon specific assumptions with respect to future business decisions, some of which will change. The principal reason that the Company releases such data is to provide a basis for its management to discuss its business outlook with analysts and investors. The Company does not accept any responsibility for any projections or reports published by any such persons. Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions of the guidance furnished by the Company will not materialize or will vary significantly from actual results. Accordingly, the Company' s guidance is only an estimate of what management believes is realizable as of the date of release. Actual results will vary from the guidance. Investors should also recognize that the reliability of any forecasted financial data diminishes the farther in the future that the data are forecast. In light of the foregoing, investors are urged to put the guidance in context and not to place undue reliance on it.