Risk Factors Comparison 2024-03-05 to 2023-03-15 Form: 10-K

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

Investing in our common stock involves a high degree of risk. You should carefully consider the following factors, as well as other information contained in this Annual Report on Form 10- K, in evaluating our Company and business. If any of the following risks occur, our business, results of operations, and financial condition may be materially adversely affected. Risks Relating to Our Industry and Macroeconomic Conditions **.** General economic conditions may have an adverse impact on the industry sectors in which our trade shows,conferences and other events operate and therefore may negatively affect demand for exhibition space and attendance at our trade shows,conferences and other events. **In** ~~Our business depends upon the ability and willingness of companies to attend our shows,and such attendance is sensitive to general economic conditions and corporate spending patterns.Consequently,in~~ addition to general domestic and global economic conditions affecting our business,certain industry- specific conditions could affect our trade shows,conferences and other events.The longer a recession or economic downturn continues,or the longer a particular industry sector is impacted by macroeconomic headwinds,the more likely it becomes that our customers reduce their marketing and advertising or procurement budgets.Any material decrease in marketing or procurement budgets could reduce the demand for exhibition space or reduce attendance at our trade shows,conferences and other events,which could have a material adverse effect on our business,financial condition,cash flows and results of operations. ~~Inflationary pressures and increased interest rates could negatively impact demand for exhibition space,attendance at our tradeshows,conferences,events,and profitability~~ We and our customers may also be adversely affected by the impact of the rise of interest rates and sustained inflationary conditions. ~~Throughout~~ **Interest rates remained at relatively low levels on a historical basis for much of 2021,as the Federal Reserve maintained the federal funds target range at 0.0 % to 0.25 %.However,in March** 2022 ~~and the first half of 2023~~ ,the Federal Reserve approved ~~almost~~ a ~~dozen interest~~ **0.25 % rate** ~~increases~~ - **increase,and in each of June,July and September of 2022,it approved a further 0.75 % rate increase** to as high as ~~5~~ **4** . ~~50~~ **75** % in ~~July~~ **February** 2023.Additionally,inflation influences interest rates,which in turn impact the fair value of our investments and yields on new investments ~~as well as increasing our financing costs~~ .While inflation has not historically had a material effect on our business,results of operations,or financial condition,if our costs were to become subject to significant inflationary pressures,we may not be able to fully offset such higher costs.Our inability or failure to do so could harm our business,results of operations and financial condition.Operating expenses,including cost of labor,are impacted to a certain degree by the inflation **rate as well** Our operations, business and financial results have been, and may in the future be, materially impacted by COVID- 19 or future public health emergencies, including outbreaks of communicable disease **or other public health emergency** . The **Company' s operations and operating results were materially impacted by the** COVID- 19 pandemic **,** and the actions taken by governments around the world to combat the virus ~~have~~ **had a significant** ~~negatively~~ -- **negative** ~~impacted and may in the future negatively~~ impact **on** ~~our revenues from~~ our live events, which depend on our ability to hold such in- person events and the willingness of exhibitors and attendees to attend. These governmental actions ~~have~~ included limitations and bans on travel or transportation; limitations on the size of gatherings; closures of work facilities, public buildings and businesses; cancellation of events, including trade shows, conferences and meetings; and quarantines and lockdowns. The pandemic and its consequences forced us to cancel or postpone a substantial portion of our event calendar for 2020 and 2021. ~~These cancellations and postponements have had, and any~~ **If similar actions were to be taken in response to** future **public health emergencies** ~~such cancellations and postponements could have~~ , ~~a material negative impact on~~ our business, operations, and financial results **could be negatively impacted** . While we operated a full slate of events in **both** 2022 **and 2023** , exhibitor participation and attendance at some **of** our trade shows was still below pre- pandemic levels. The extent to which COVID- 19 continues to impact our business, operations, and financial results, including the duration and magnitude of such effects, will depend on numerous evolving factors that we may not be able to accurately predict or assess, including the advent of new variants; government, social and business restrictions on in- person events; the availability, adoption and efficacy of vaccines and treatments; and the effect of the pandemic on short and long term general economic conditions. The impact of COVID- 19 could also cause a long- term reduction in the willingness of exhibitors and attendees to travel to our events, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Attendance at our shows ~~has~~ **could** ~~declined~~ - **decline** as a result of ~~the COVID- 19 pandemic, and may continue to decline due to~~ disruptions in global or local travel conditions, such as congestion at airports, ~~the risk of or an actual terrorist action,~~ adverse weather or ~~outbreaks or~~ fear of communicable diseases ~~. Our business depends largely on the ability and willingness of people, whether exhibitors or attendees, to travel to our events. As a result, factors that depress the ability or desire of attendees and exhibitors to travel, including, but not limited to: outbreaks of contagious disease,~~ such as COVID- 19 ~~;~~ **. The number of attendees and exhibitors at our trade shows may be affected by a variety of factors that are outside our control. Because many attendees and exhibitors travel to our trade shows via airplane, factors that depress the ability or desire of attendees and exhibitors to travel to our trade shows, including, but not limited to, an increased frequency of flight delays or accidents, outbreaks of contagious disease or the potential for infection (including COVID- 19 and any new variants),** increased costs associated with air travel **,** ~~; an increased frequency of flight delays or accidents; actual or threatened terrorist attacks;~~ the imposition of heightened security standards ~~;~~ **or** bans ~~or travel restrictions~~ on visitors from ~~foreign~~ **particular** countries ~~;~~ **outside the United States,** delays in acquiring visas for travel to the United States ~~;~~ **,** or acts of nature, such as earthquakes, storms and other natural disasters **,** ~~. These factors~~ could have a material adverse effect on our business, financial condition, cash flows and results of operations ~~. In addition to the impact of COVID- 19, in the past we have experienced disruptions to several events due to~~

~~hurricanes in Florida, and may be forced to cancel or re- locate future trade shows in the event of other natural or man- made disasters~~ . While we are generally insured against direct losses resulting from event cancellations due to circumstances outside of our reasonable control, our event cancellation insurance policies for **policy years beginning in** 2022 **do** ~~and future years did~~ not include coverage for losses due to the outbreak of communicable disease, including COVID- 19 ~~. Furthermore, the occurrence of one or more of the factors described above, including a prolonged recovery from COVID- 19 or a spike or resurgence in cases of COVID- 19, could cause a long- term reduction in the willingness of exhibitors and attendees to travel to attend our trade shows~~ , which could have a material adverse effect on our business, financial condition, cash flows and results of operations . General economic conditions may have an...... degree by the inflation rate as well . Increased spending on digital marketing and advertising, or other marketing channels, could reduce the amount spent on in- person trade shows. The success of our trade shows depends on the willingness of companies to continue committing marketing budget allocations towards in- person shows and live events. Alternative channels for marketing spend such as digital, social media and telemarketing could draw marketing budgets away from in- person trade shows and live events. Moreover, digital marketing and social media have experienced meaningful growth over the last several years and, although we have not observed a material decline in demand for our trade shows as a result of the increasing use of the internet and social media for advertising and marketing, the increasing influence of online marketing and any resulting reductions or eliminations of the budgets our participants allocate to our trade shows could have a material adverse effect on our business, financial condition, cash flows and results of operations. Risks Relating to Our Business and Operations Our inability to secure or retain desirable dates and locations for our trade shows could have a material effect on our business, financial condition, cash flows and results of operations. The date and location of a trade show can impact its profitability, prospects and the demand and competition for desirable dates and locations for trade shows is high. Consistent with industry practice, we typically maintain multi- year non- binding reservations for dates at our trade show venues. Aside from a nominal deposit in some cases, we do not pay for these reservations. However, these reservations are not binding on the facility owners until we execute a definitive contract with the owners and we are not always provided notice before the venue is rented to a third party during the reservation period. We typically sign contracts that guarantee the right to specific dates at venues only one or two years in advance. Therefore, our multi- year reservations may not lead to binding contracts with facility owners. Consistency in location and all other aspects of our trade shows is important to maintaining a high retention rate from year to year, and we rely on our highly loyal customer base for the success of our shows. Moving major shows to new cities, such as the move of OR from Denver, Colorado to Salt Lake City, Utah in January 2023, can adversely affect customer behavior. Similarly, significant timing and frequency changes, such as the move of OR Winter Market from **January 2024 to** November ~~2019 to January 2020~~ **2024** and the shift from a three- show to two- show format for OR in 2019, can also result in unanticipated customer reactions. **Our business has from time to time been negatively impacted by these moves and changes in scheduling. In addition,** ~~External~~ **external** factors such as legislation and government policies at the local or state level, including policy related to social, political and economic issues, may weaken the desire of exhibitors and attendees to attend our trade shows held in certain locations, or cause us to move our trade shows. The success of each of our trade shows depends on the strong reputation of that show' s brand. Our exhibitors and attendees primarily know us by the names of our trade shows that operate in their specific industry sector rather than by our corporate brand name, Emerald. In addition, a single brand name is sometimes used for shows that occur more than once a year. For example, the brand name " ASD Market Week " is used at our ASD Market Week March and ASD Market Week August shows. If the image or reputation of one or more of these shows is tarnished, it could impact the number of exhibitors and attendees attending those shows. A decline in one of our larger shows could have a material adverse effect on our business, financial condition, cash flows and results of operations. If we fail to attract leading brands as exhibitors in, or high- quality attendees to, our trade shows, we may lose the benefit of the self- reinforcing " network effect " that many of our shows enjoy today. The leading brands represented by our exhibitors attract attendees who, in many cases, have authority to make purchasing decisions, or who offer other benefits (such as publicity or press coverage) by virtue of their attendance. The presence of these exhibitors and attendees creates the self- reinforcing " network effect " that benefits our business; however, if representatives of leading brands decide for any reason not to participate in our trade shows, the number and quality of attendees could decline, which could lead to a rapid decline in the results of one or more trade shows and have an adverse effect on our business, financial condition, cash flows and results of operations. We may fail to accurately monitor or respond to changing market trends and adapt our trade show portfolio accordingly. Our success depends in part upon our ability to monitor changing market trends and to adapt our trade shows, acquire existing trade shows or launch new trade shows to meet the evolving needs of existing and emerging target audiences. The process of researching, developing, launching, relaunching and establishing profitability for a new trade show may lead to initial operating losses. Our strategy is to launch new trade shows from time to time in order to take advantage of these trends. Our efforts to adapt our trade shows, or to introduce new trade shows into our portfolio, in response to our perception of changing market trends, may not succeed, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. We may face increased competition from existing trade show operators or new competitors. Although the trade show market is highly fragmented, we currently face increased competition in certain of our industry sectors. Further, our high profit margins and low start- up costs could encourage new operators to enter the trade show business. Both existing and new competitors present an alternative to our product offerings, and if competition increases or others are successful in attracting away our exhibitors and attendees, it could have a material adverse effect on our business, financial condition, cash flows and results of operations. A significant portion of our revenue has historically been generated by a concentrated number of our top trade shows. We have historically depended on a concentrated number of our top trade shows to generate a significant portion of our revenues. For the year ended December 31, 2022, which is the last year in which our operations were not materially impacted by the COVID- 19 pandemic, our top five shows represented 29 % of our total revenues. **For the year ended December 31, 2023, these shows generated 28 % of our total revenue.** While we continue to make efforts to diversify our business, a significant decline in the performance or prospects of any one of our top trade shows could have a material adverse effect on our business, financial condition, results of operations and cash flows. We may not fully realize the expected results and / or operating efficiencies associated with our strategic initiatives or restructuring programs, which may have an adverse impact on our business. We depend on our ability to evolve and grow, and as changes in our business environment occur, we may adjust our business plans by introducing new strategic initiatives or restructuring programs to meet these changes. Recent strategic initiatives include our efforts to (i) implement **various sales effectiveness initiatives to improve productivity of our sales efforts, (ii) establish three dedicated divisions focused on Connections, Content and Commerce, (iii) implement** event plans to standardize marketing and sales planning across our event portfolio, (~~ii~~ **iv**) introduce value- based pricing in order to improve transparency and customer satisfaction while driving yield improvement, and (~~iii~~ **v**) enhance our data analytics capabilities to develop new commercial insights. If we are not able to effectively execute on our strategic initiatives, if we do not adequately leverage technology to improve operating efficiencies or if we are unable to develop the data analytics capabilities needed to generate actionable commercial insights, our business performance may be impacted, which may negatively impact our financial condition and results of operations. Our acquisition growth strategy entails risk and our future acquisitions may not be successful. We may explore opportunities to purchase or invest in other businesses or assets that we believe will complement, enhance or expand our current business or that might otherwise offer us growth opportunities. Any transactions we identify may entail various risks, including, among others: • the risks inherent in identifying desirable acquisition candidates, including management time spent away from running our core business and external costs associated with identifying such acquisition candidates; • the risk that we turn out to be wrong with respect to selecting and consummating what we had believed to be accretive acquisitions; • the risk of overpaying for a particular acquisition; • the risks of failing to successfully integrate acquisitions and retain the key employees and / or customers of acquired businesses; • the risks inherent in expanding into new lines of business, including our expansion into the digital commerce software- as- a- service business through the acquisition of PlumRiver, LLC (" PlumRiver ") which included the Elastic Suite product, and our recent acquisition of Bulletin Inc., a digital wholesale platform connecting brands and buyers; • the risks inherent in expanding our existing business into new categories or industries, including our recent expansion into the highly regulated cannabis industry through the acquisition of MJBiz; **•** ~~othe~~ - **the** risks inherent in expanding into consumer events through our acquisition of the Overland Expo outdoor adventure events from Lodestone; **•** ~~othe~~ - **the** risks relating to potential unknown liabilities of acquired businesses; **•** ~~othe~~ - **the** cultural, execution, currency, tax and other risks associated with **international expansion including our recent acquisition of Advertising Week and** any future ~~international~~ **further** expansion; and **•** ~~othe~~ - **the** risks associated with financing an acquisition, which may involve diluting our existing stockholders, reducing our liquidity or incurring additional debt, which in turn could result in increased debt service costs and / or a requirement to comply with certain financial or other covenants. In furtherance of our strategy of growth through acquisitions, we routinely review and conduct investigations of potential acquisitions, some of which may be material. When we believe a favorable opportunity exists, we typically seek to enter into discussions with target shows or sellers regarding the possibility of such acquisitions. At any given time, we may be in discussions with one or more counterparties. There can be no assurances that any such negotiations will lead to definitive agreements, or if such agreements are reached, that any transactions would be consummated. The acquisition of MJBiz may subject us to new regulatory, business and financial risks relating to the cannabis industry. On December 31, 2021, we completed the acquisition of MJBiz. MJBiz publishes MJBiz Daily, a leading publication addressing business, regulatory, operational **,** and legal issues relevant to the cannabis and hemp industries, and also sponsors the annual MJBizCon, a trade event and conference for **the cannabis industry and an annual educational conference in San Diego for the scientific community focused on research, testing, and lab services in** the cannabis industry. Although we do not grow, sell or distribute cannabis products, and sale and distribution of cannabis products are not permitted at MJBiz- sponsored events, our connection with businesses that serve the cannabis industry could subject us to regulatory, financial, operational and reputational risks and challenges. Under U. S. federal law, and more specifically the Controlled Substances Act (" CSA "), the cultivation, processing, distribution, sale, advertisement, and possession of cannabis are illegal, notwithstanding the legalization of sales for medicinal or adult recreational use in many individual states. As a result, federal law enforcement authorities, or authorities in certain U. S. jurisdictions that criminalize the processing, sale or possession of cannabis products, may seek to bring criminal actions against exhibitors, attendees or subscribers to MJBiz' s events and publications. If our exhibitors or customers are found to be violating applicable state or federal law relating to cannabis, they may be subject not only to criminal charges and convictions, but also to forfeiture of property, significant fines and penalties, disgorgement of profits, administrative sanctions, cessation of business activities, or civil liabilities arising from proceedings initiated by either government entities or private citizens. Further, the perception that businesses that participate in MJBiz events or subscribe to or advertise in MJBiz publications are engaged in or promoting socially undesirable activity could have an adverse impact on our overall corporate reputation. In addition, the breadth of federal conspiracy and aiding and abetting statutes could potentially subject us to prosecution for aiding and abetting or conspiring to violate the CSA by virtue of our sponsoring events or publications that are directed to businesses that directly or indirectly service the cannabis industry. Any of these actions or consequences could have a material adverse effect on our business, operating results or financial condition, particularly if law enforcement authorities seek to treat MJBiz as participating directly in the cannabis industry. We rely on digital media and print publications to stay in close contact with, and market to, our existing event audiences. Our ability to effectively engage with target audiences for our events depends in part on our ability to generate engaging and informative content for our other marketing services, including our digital media and print publication properties. The media industry is highly competitive and continues to evolve rapidly, with an increasing number of alternative methods for the production and delivery of content. If we are unable to generate timely and relevant content for our audiences, exploit new and existing technologies to distinguish our digital media and print publications from those of our competitors, or adapt to new distribution methods in order to provide enhanced user experiences, both our other marketing services and event revenues could decline, which may have a material adverse effect on our business, financial condition, cash flows and results of operations. A loss or disruption of the services from one or more of the limited number of outside contractors who specialize in decoration, facility set- up and other services in connection with our trade shows could harm our business. We, and to a greater extent, our exhibitors, use a limited number of outside contractors for decoration, facility set- up and other services in connection with our trade shows, and we and our exhibitors rely on the availability, capability and willingness of these contractors to provide services on a timely basis and on favorable economic and other terms. Notwithstanding our long- term contracts with many of these contractors, many factors outside our control could harm these relationships and the availability, capability or willingness of these contractors to provide these services on acceptable terms. The partial or complete loss of services from these contractors, or a significant adverse change in our or our exhibitors' relationships with any of these contractors, could result in service delays, reputational damage and / or added costs that could harm our business and customer relationships to the extent we or our exhibitors are unable to replace them in a timely or cost- effective fashion, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, some facilities where we hold our trade shows require decorators, facility set- up and other service providers to use unionized labor. Any union strikes or work stoppages could result in delays in launching or running our trade shows and other events held at such facilities, reputational damage and / or added costs, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. The industry associations that sponsor and market certain of our trade shows could cease to do so effectively or could be replaced or supplemented by new industry associations who do not sponsor or market our trade shows. We often enter into long- term sponsorship agreements with industry associations whereby the industry association endorses and markets our trade show to its members, typically in exchange for a percentage of the trade show' s revenue. Our success depends, in part, on our continued relationships with these industry associations and our ability to enter into similar relationships with other industry associations. Although we frequently enter into long- term agreements with these counterparties, these relationships remain subject to various risks, including, among others: • failure of an industry trade association to renew a sponsorship agreement upon its expiration; • termination of a sponsorship agreement by an industry trade association in specified circumstances; • the willingness, ability and effectiveness of an industry trade association to market our trade shows to its members; • dissolution of an industry trade association and / or the failure of a new industry trade association to support us; and • the ability on the part of an industry trade association to organize a trade show itself. Any disruptions or impediments in these existing relationships, or the inability to establish a new relationship, could have a material adverse effect on our business, financial condition, cash flows and results of operations. We face risks associated with event cancellations or other interruptions to our business, which our insurance may not fully cover. We maintain business interruption, event cancellation, casualty, general commercial and umbrella and excess liability insurance, as well as policies relating to workers' compensation, director and officer insurance, property and product liability insurance, and cyber security insurance. Our insurance policies may not cover all risks associated with the operation of our business and may not be sufficient to offset the costs of all losses, lost sales or increased costs experienced during business interruptions or event cancellations. For example, in addition to the impact of COVID- 19, we previously experienced disruptions to several events held in Florida due to hurricanes, and we may be forced to cancel future trade shows in the event of other natural or man- made disasters. Our recent claims history due to COVID- 19, combined with the increased frequency of natural disasters due to climate change or other factors, has resulted in increased event cancellation insurance premiums and higher deductibles, and we cannot guarantee that such premium increases will not continue in the future or that we will be able to renew our insurance policies or procure other desirable insurance on commercially reasonably terms, if at all. Further, while we have been able to secure event cancellation insurance for the calendar year 2023, this insurance policy does not include coverage for event cancellations due to the outbreak of communicable disease, including COVID- 19. Losses and liabilities from uninsured or underinsured events and delay in the payment of insurance proceeds could have a material adverse effect on our financial condition and results of operations. Failure to establish and maintain effective internal control over financial reporting could have a material adverse effect on our business and stock price. We are required to comply with the SEC' s rules implementing Sections 302 and 404 of the Sarbanes- Oxley Act, which require management to certify financial and other information in our quarterly and annual reports, provide an annual management report on the effectiveness of internal control over financial reporting and include the attestation form from our independent registered public accounting firm. If we do not develop and maintain effective internal controls, our independent registered public accounting firm may issue a report that is adverse, which would be required if there are material weaknesses in our internal control over financial reporting. In connection with becoming a public company, we **undertook** ~~have undertaken~~ various actions ~~, and will need~~ to ~~take additional actions~~ **enable us to develop and maintain effective internal controls** , such as ~~implementing numerous internal controls~~ **building compliance and testing processes,** and hiring additional accounting or internal audit staff or consultants. We have hired a third- party service provider to assist us with ~~implementation~~ **execution and management** of our internal audit function. Testing and maintaining internal control over financial reporting can divert our management' s attention from other matters that are important to the operation of our business. Additionally, when evaluating our internal control over financial reporting, we may identify material weaknesses that we may not be able to remediate on a timely basis. If we identify any material weaknesses in our internal control over financial reporting and conclude that our internal control over financial reporting is not effective, or if our independent registered public accounting firm is unable to express an unqualified opinion as to the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock could be negatively affected, and we could become subject to investigations by the New York Stock Exchange, the SEC or other regulatory authorities, which could require additional financial and management resources. In addition, if we fail to remedy any material weakness, our financial statements could be inaccurate and we could face restricted access to capital markets. **Because** ~~As of December 31, 2022,~~ we no longer ~~qualified~~ **qualify** ~~as an " emerging~~

~~growth company " and as a result will incur additional costs. As of December 31, 2022, we no longer qualified~~ as an " emerging growth company " as defined in the JOBS Act ~~. Accordingly~~ **as of December 31, 2022** , we have ~~become subject to certain disclosure and compliance requirements that did not previously apply to us, such as (i) engaging with an independent registered public accounting firm to provide an attestation report on our internal controls over financial reporting pursuant to Section 404 (b) of the Sarbanes- Oxley Act, (ii) submitting certain executive compensation matters to stockholder advisory votes and (iii) disclosing a compensation discussion and analysis, including disclosure regarding certain executive compensation related items, such as the correlation between executive compensation and performance and comparisons of the chief executive officer' s compensation to median employee compensation. We expect that the loss of emerging growth company status and compliance with the additional requirements of being an accelerated filer will increase~~ **increased** our legal and financial compliance costs **,** and ~~cause~~ management and other personnel **are required** to divert ~~their~~ **increased** attention from ~~operational~~ **operations** and other business matters to devote substantial time to **the** public company reporting requirements **that apply to us as an accelerated filer** . **If** ~~In addition, if~~ we ~~are~~ **do** not ~~able to~~ comply with ~~changing~~ **our public reporting** requirements ~~in a timely manner~~ , the market price of our stock could decline and we could be subject to sanctions or investigations by the New York Stock Exchange, the SEC or other regulatory authorities, which would ~~require~~ **result in** additional financial and management resources. We have identified in the past material weaknesses in our internal control over financial reporting. If we are unable to develop and maintain effective internal control over financial reporting, we may not be able to accurately report our financial results in a timely manner, which may adversely affect investor confidence in us; materially and adversely affect our business and operating results; and expose us to potential litigation. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected and corrected on a timely basis. Specifically, we did not design and maintain effective controls related to the evaluation of the impact of the arrangement' s terms and conditions on the accounting and reporting for preferred stock instruments. This material weakness resulted in the restatement of our previously filed consolidated financial statements as of and for the year ended December 31, 2020, as well as the quarterly condensed consolidated financial information for the 2020 interim periods ended June 30, September 30, and December 31, 2020 related to temporary equity, permanent equity, additional paid in capital, accretion to redemption value of redeemable convertible preferred stock, net loss and comprehensive loss attributable to common shareholders, loss per share and the related disclosures. Additionally, this material weakness could result in misstatements of the aforementioned account balances or disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected. Effective internal control over financial reporting is necessary for us to provide reliable financial reports and prevent fraud. During the year ended December 31, 2022, we undertook efforts to remediate the material weaknesses. These remediation measures can be time consuming and costly. In order to remediate the material weakness, we have expended resources to enhance the design of our control activities related to the evaluation of the impact of the terms and conditions on the accounting and reporting for preferred stock issuances **and recognizing payment obligations payable to third parties upon recognition of insurance claim proceeds** . If we identify any new material weaknesses in the future, we may be unable to maintain compliance with the requirements of securities laws, stock exchange listing rules, or debt instrument covenants regarding timely filing of information; we could lose access to sources of capital or liquidity; and investors may lose confidence in our financial reporting and our stock price may decline as a result. Though we have resolved existing material weaknesses as of December 31, 2022, we cannot assure you that the measures we may take in the future will be sufficient to avoid or remediate potential future material weaknesses. As a result of the material weaknesses and the related restatements previously identified, and other matters raised or that may in the future be identified, we face potential for adverse regulatory consequences, including investigations, penalties or suspensions by the SEC or the New York Stock Exchange, litigation or other disputes which may include, among others, claims invoking the federal and state securities laws, contractual claims or other claims arising from the restatements and material weakness in our internal control over financial reporting and the preparation of our consolidated financial statements. As of the date of this filing, we have no knowledge of any such regulatory consequences, litigation, claim or dispute. However, we can provide no assurance that such regulatory consequences, litigation, claim or dispute will not arise in the future. Any such regulatory consequences, litigation, claim or dispute, whether successful or not, could subject us to additional costs, divert the attention of our management, or impair our reputation. Each of these consequences could have a material adverse effect on our business, results of operations and financial condition. During 2021 and 2022, we recorded noncash adjustments to our recorded asset balance for certain intangible assets, and we may be required to record further such adjustment in future periods that could significantly impact our operating results. Our balance sheet includes significant intangible assets, including trade names, goodwill and other acquired intangible assets. The determination of related estimated useful lives and whether these assets have been impaired involves significant judgment and subjective assessments, including as to our future business performance, and is subject to factors and events over which we have no control. The impact of **potential new** COVID- 19 **variants or other communicable disease outbreaks** on our business, slower growth rates, the introduction of new competition into our markets or other external or macroeconomic factors could impair the value of our intangible assets if they create market conditions that adversely affect the competitiveness of our business. Further, declines in our market capitalization may be an indicator that the carrying values of our intangible assets or goodwill exceed their fair values, which could lead to potential impairments that could impact our operating results. For the year ended December 31, 2022 **,** we recorded non- cash goodwill impairments of $ 6. 3 million and non- cash intangible asset impairments of $ 1. 6 million for certain trade names. For the year ended December 31, 2021, we recorded non- cash goodwill impairments of $ 7. 2 million and non- cash intangible asset impairments of $ ~~24~~ **21** . ~~3~~ **0** million and $ ~~8~~ **11** . ~~4~~ **7** million for certain customer relationships and certain trade names, respectively. There can be no assurance that we will not record further impairment charges in future periods. Changes in our income tax rates or other indirect taxes may affect our future financial results. Our future effective income tax rates may be favorably or unfavorably affected by unanticipated changes in the valuation of our deferred tax assets and liabilities, by changes in our stock price, or by changes in tax laws or their interpretation, including the Tax Cuts and Jobs Act enacted in December 2017. The Tax Cuts and Jobs Act introduced significant changes to U. S. income tax law. Accounting for the income tax effects of the Tax Cuts and Jobs Act has required significant judgments and estimates as well as accumulation of information not previously provided for in U. S. tax law. In addition, we are subject to the ~~continuous~~ examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. These continuous examinations may result in unforeseen tax- related liabilities, which may harm our future financial results. On August 16, 2022, President Biden signed the Inflation Reduction Act of 2022 (" IRA ") into law. The IRA establishes a 15 % corporate minimum tax effective for taxable years beginning after December 31, 2022, and imposes a 1 % excise tax on the repurchase after December 31, 2022 of stock by publicly traded corporations. We currently do not expect the tax- related provisions of the IRA to have a material impact on our financial results. **The loss of key management personnel or other company talent could have an adverse effect on our business. We rely on certain key management personnel in the operation of our businesses. While we maintain long- term and emergency transition plans for key management personnel and believe we could either identify internal candidates or attract outside candidates to fill any vacancy created by the loss of any key management personnel, the loss of one or more of our key management personnel could have a negative impact on our businesses.** Risks Relating to our Indebtedness Our significant indebtedness could adversely affect our financial condition and limit our ability to raise additional capital to fund our operations. We have a significant amount of indebtedness. As of December 31, ~~2022~~ **2023** , we had $ ~~415~~ **413** . 3 million of **term loan** borrowings outstanding under ~~the~~ **our** Amended and Restated ~~Term Loan~~ **Senior Secured Credit** ~~Facility~~ **Facilities** , with $ ~~99~~ **109** . ~~4~~ **0** million in additional borrowing capacity under the **revolving portion of our** Amended and Restated ~~Revolving~~ **Senior Secured** Credit ~~Facility~~ **Facilities** ~~(as defined below)~~ (after giving effect to $ 1. 0 million of outstanding letters of credit). Our high level of indebtedness could have important consequences to us, including: limiting our ability to obtain additional financing to fund future working capital, capital expenditures, investments or acquisitions or other general corporate requirements; requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, investments or acquisitions or other general corporate purposes; increasing our vulnerability to adverse changes in general economic, industry and competitive conditions; exposing us to the risk of increased interest rates as borrowings under our Amended and Restated Senior Secured Credit Facilities (to the extent not hedged) bear interest at variable rates, including increases or changes resulting from the replacement or unavailability of LIBOR, which could further adversely impact our cash flows; limiting our flexibility in planning for and reacting to changes in our business and the industry in which we compete; restricting us from making strategic acquisitions or causing us to make non-strategic divestitures; impairing or restricting our ability to repay or refinance borrowings under the Amended and Restated ~~Term Loan~~ **Senior Secured Credit** ~~Facility~~ **Facilities** ; impairing our ability to obtain additional financing in the future; and increasing our cost of borrowing. Any one of these limitations could have a material effect on our business, financial condition, cash flows, results of operations and ability to satisfy our obligations in respect of our outstanding debt. Despite our current debt levels, we may incur substantially more indebtedness, which could further exacerbate the risks associated with our substantial leverage. We and our subsidiaries may be able to incur additional indebtedness in the future, which may be secured. While our Amended and Restated Senior Secured Credit Facilities limit our ability and the ability of our subsidiaries to incur additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and thus, notwithstanding these restrictions, we may still be able to incur substantially more debt. In addition, provided that no default or event of default (as defined in the **Extended** ~~Amended and Restated~~ Senior Secured Credit Facilities) has occurred and is continuing, we have the option to request to add one or more incremental term loan or revolving credit facilities or increase commitments under the **Extended** ~~Amended and Restated~~ Revolving Credit Facility. As of December 31, ~~2022~~ **2023** , we had $ ~~415~~ **413** . 3 million of borrowings outstanding under the **Extended** ~~Amended and Restated~~ Term Loan Facility, with $ ~~99~~ **109** . ~~4~~ **0** million in additional borrowing capacity under the **Extended** ~~Amended and Restated~~ Revolving Credit Facility (after giving effect to $ 1. 0 million of outstanding letters of credit). To the extent that we incur additional indebtedness, the risks that we now face related to our substantial indebtedness could increase. The covenants in our Amended and Restated Senior Secured Credit Facilities impose restrictions that may limit our operating and financial flexibility. Our Amended and Restated Senior Secured Credit Facilities contain, and any future debt agreements may contain, significant restrictions and covenants that limit our ability to operate our business, including restrictions on our ability to incur additional indebtedness; pay dividends, repurchase or redeem our capital stock; prepay, redeem or repurchase specified indebtedness; create certain liens; sell, transfer or otherwise convey certain assets; consolidate, merger or transfer all or substantially all of our assets, make certain investments; engage in transactions with affiliates, and enter into new lines of business. In addition, the **Extended** ~~Amended and Restated~~ Revolving Credit Facility also contains a financial covenant requiring us to comply with a 5. 50 to 1. 00 total first lien net secured leverage ratio test. This financial covenant is tested quarterly if the aggregate amount of revolving loans, swingline loans and letters of credit outstanding under the **Extended** ~~Amended and Restated~~ Revolving Credit Facility (net of up to $ 10. 0 million of outstanding letters of credit) exceeds 35 % of the total commitments thereunder. As a result of these covenants, our ability to respond to changes in business and economic conditions and engage in beneficial transactions, including to obtain additional financing as needed, may be limited. Further, our compliance with these covenants may be affected by circumstances and events beyond our control. A breach of any of these covenants could result in a default under our debt agreements, which could permit the holders to accelerate our obligation to repay the debt. If that occurs, we may not be able to make all of the required payments or borrow sufficient funds to refinance such debt. Even if new financing were available at that time, it may not be on terms that are acceptable to us or terms as favorable as our current agreements. If our debt is in default for any reason, our business, results of operations and financial condition could be materially and adversely affected. **Regulatory and Technology Risks We face continually evolving cybersecurity and similar risks, which could result in loss, disclosure, theft, destruction or misappropriation of, or access to, our confidential information and cause disruption to our business, damage to our brands and reputation, legal exposure and financial losses. We and third parties on our behalf, collect and store, including by electronic means, certain personal, proprietary and other sensitive information, including payment card information that is provided to us through registration on our websites or otherwise in communication or interaction with us. These activities require the use of centralized data storage, including through third- party service providers. Data maintained in electronic form is always subject to the risk of security incidents, including breach, compromise, intrusion, tampering, theft, misappropriation or other malicious activity, all of which are continuing to occur in our industry, as well as the industries of our exhibitors, vendors and suppliers. Unauthorized access to or security breaches of our systems could result in the loss of data, loss of business, severe reputational damage adversely affecting customer or investor confidence, diversion of our management' s attention, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations and significant costs for remediation that may include liability for stolen or lost assets or information and repair of system damage that may have been caused and other liabilities. Further, an actual or perceived security incident, such as penetration of our or our third- party vendors' networks, affecting personal or other sensitive information could subject us to business and litigation risk (e. g., under the California Consumer Privacy Act), or damage our reputation, including with exhibitors, sponsors and attendees. In addition, we are exposed to potentially heightened liability pursuant to the new SEC disclosure rules regarding material cybersecurity incidents. Exposure as a result of any of the above factors could have a material negative effect on our business and results of operations. As our business evolves digitally, we are using data more and more in our business operations. A cyber breach or loss of sensitive or valuable data, content or intellectual property could mean a loss of reputation and trust, losses for our shareholders, fines, regulatory reprimands and business interruption. Managing these impacts could be disruptive and could cause reputational damage if handled inadequately. Our ability to safeguard such personal information, business information, and other sensitive information is important to our business. We take these matters seriously and take significant steps to protect our stored information, including the implementation of systems and processes to thwart malicious activity and invest in protecting and securing our information. These protections are costly and require ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated, including as a result of increasingly sophisticated AI tools becoming available. Further, we exercise only limited control over our third- party vendors, which increases our vulnerability to problems with services they provide. Our information technology systems, including our Enterprise Resource Planning (" ERP ") business management system, could be disrupted. The efficient operation of our business depends on our information technology systems. We rely on our information technology systems and certain third- party providers to effectively manage our business data, communications, vendor relationships, order entry and fulfillment and other business and financial processes. We also rely on internet service providers, mobile networks and other third- party systems to operate our business. We are currently in the process of reviewing and updating our information technology systems and processes in order to enhance our data analytics capability. This implementation process will consume time and resources and may not result in our desired outcome or improved financial performance. Our failure to properly and efficiently implement our information technology systems, or the failure of our information technology systems to perform as we anticipate, could disrupt our business and could result in transaction errors, processing inefficiencies and the loss of revenue and customers, causing our business and results of operations to suffer. In addition, our information technology systems may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, power outages, systems failures and viruses. While we maintain disaster recovery plans, any such damage or interruption could have a material adverse effect on our business. We are subject to governmental regulation including a variety of U. S. and international privacy and consumer protection laws, and any failure to comply with these regulations may have a material negative effect on our business and results of our operations. We are subject to substantial governmental regulations affecting the use of certain types of data in our business. These include, but are not limited to, data privacy and protection laws, regulations, policies, and contractual obligations that apply to the collection, transmission, storage, security, processing, retention, and use of personally identifiable information or personal data, which among other things, impose certain requirements relating to the privacy and security of such information. The data protection landscape is rapidly evolving in the United States, the European Union and elsewhere, including the European Union' s General Data Privacy Regulation (" GDPR "). As our operations and business grow, we may become subject to or affected by new or additional data protection laws and regulations and face increased scrutiny or attention from regulatory authorities. Substantial expenses and operational changes may be required in connection with maintaining compliance with such laws, and even an unsuccessful challenge by customers or regulatory authorities of our activities could result in adverse publicity and could require a costly response from and defense by us. In addition, certain privacy laws are still subject to a high degree of uncertainty as to their interpretation, application and impact, and may require extensive system and operational changes, be difficult to implement, increase our operating costs, adversely impact the cost or attractiveness of the products or services we offer, or result in adverse publicity and harm our reputation. State- specific data privacy laws and regulations continue to evolve and each state imposes different requirements. For example, the California Consumer Privacy Act imposes certain legal obligations on our use and processing of personal information related to California residents and gives residents the right to bring certain actions against companies. Further, there are several legislative proposals in the United States, at both the federal and state level, that could impose new privacy and security obligations. Complying with emerging and changing**

requirements may cause us to incur substantial costs and make enhancements to relevant data practices. Noncompliance could result in significant penalties or legal liability having an adverse effect on our operations and financials. We do not own certain of the trade shows and events that we operate or certain trademarks associated with some of our shows and therefore rely on ongoing license agreements with certain third parties. The risks associated with some of our relationships with industry trade associations or other third- party sponsors of our events such as KBIS (which is owned by the National Kitchen and Bath Association), CEDIA, our Military trade shows, and NBA CON, which are the trade shows or events in our portfolio where the trademarks are owned by an industry association or other third party and not by us. Any material disruption to our relationship with these third parties could have a material adverse impact on the revenue stream from these trade shows or events. In addition, any of these third party owners may allege that we have breached a license agreement, whether with or without merit, and accordingly seek to terminate our license. If successful, this could result in our loss of the right to use the licensed intellectual property, which could adversely affect the success of our trade shows' and events. The infringement or invalidation of proprietary rights could have an adverse effect on our business. We rely on trademark, trade secret and copyright laws in the United States and abroad to protect our proprietary rights, including with respect to the names of our trade shows and publications. Failure to obtain or maintain adequate protection of our intellectual property rights for any reason could have a material adverse effect on our business. Our trademarks, trade names and brand names distinguish our trade shows from those of our competitors and we have registered and applied to register many of these trademarks to prevent others from using or capitalizing our names. There can be no assurance that our trademark applications will be approved or that our federal registrations will be upheld if challenged. Third parties may oppose our applications or otherwise challenge our use of our trademarks through administrative processes or costly litigation which if successful, could force us to rebrand our products and / or services resulting in the loss of brand recognition. Further, there can be no assurance that competitors will not infringe upon our trademarks, or that we will identify all such infringements or have adequate resources to properly enforce our trademarks. We have begun to use certain artificial intelligence (" AI ") technologies in our business, and challenges with properly managing its use could result in reputational harm, legal liability, and financial cost. Uncertainty around new and evolving AI use, including generative AI, may require additional investment to develop responsible use frameworks, develop or license proprietary content and develop new approaches and processes to attribute or compensate content creators, which could be costly. We currently use artificial intelligence applications embedded in third party- platforms on a relatively limited basis. For example, we use Photoshop, which provides AI capabilities in generating or editing images. The use or adoption of new and emerging technologies may increase our exposure to intellectual property claims, and the availability of copyright and other intellectual property protection for AI- generated material is uncertain. While we continue to develop an AI strategy for internal frameworks of use, if we do not properly manage and track AI use, this could result in reputational harm and legal liability resulting in financial cost and expense. Risks Relating to Ownership of Our Securities The price of our common stock has fluctuated substantially from time to time and may continue to fluctuate substantially in the future. Our stock price has been, and may continue to be, subject to significant fluctuations, and has decreased significantly from historical trading levels as a result of a variety of factors, some of which are beyond our control, such as volatility in the stock markets and the effects of COVID- 19. We may fail to meet the expectations of our stockholders or securities analysts at some point in the future, and our stock price could decline ~~further~~ **in the future** as a result. This volatility and the size of Onex' s investment in our equity securities may prevent you from being able to sell your common stock at or above the price you paid for your common stock. Additionally, further declines in our stock price could require further goodwill write- downs. In addition, the stock markets in general have experienced extreme volatility recently that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock. Securities class action litigation has often been instituted against companies following periods of volatility in the overall market and in the market price of a company' s securities. Such litigation, if instituted against us, could result in substantial costs, divert our management' s attention and resources and harm our business, operating results and financial condition. Because Onex controls the majority of our equity securities, it may control all major corporate decisions and its interests may conflict with the interests of other holders of our equity securities. As of December 31, ~~2022~~ **2023** , Onex owned 47, 058, 332 shares of our common stock, representing ~~69~~ **74** . ~~6~~ **8** % of our outstanding common stock. In addition, as of December 31, ~~2022~~ **2023** , Onex owned 69, 718, 919 shares of our redeemable convertible preferred stock **. Together** , **Onex owned** ~~representing 178, 807, 950~~ shares of our common stock **and Onex owned shares of our redeemable convertible preferred stock,** on an as- converted basis, **represent 183, 697, 428 shares of our common stock,** after accounting for the accumulated accreting return at a rate per annum equal to 7 % on the accreted liquidation preference and ~~paid~~ in- kind **dividends paid** . Onex' s beneficial ownership of our common stock, on an as- converted basis, is approximately ~~88~~ **90** . ~~3~~ **5** %. The holders of our redeemable convertible preferred stock have the right to approve certain matters, including (i) amendments to our organizational documents which may be adverse to the Series A Preferred Stock, (ii) the creation or issuance of senior or parity equity securities or (iii) the issuance of any convertible indebtedness, other class of preferred stock or other equity securities in each case with rights to payments or distributions in which the redeemable convertible preferred stock would not participate on a pro- rata, as- converted basis. In addition, for so long as the redeemable convertible preferred stock represents more than 30 % of the outstanding common stock on an as- converted basis, without the approval of a majority of the directors elected by the holders of the redeemable convertible preferred stock, we may not (i) incur new indebtedness to the extent certain financial metrics are not satisfied, (ii) redeem or repurchase any equity securities junior to the redeemable convertible preferred stock, (iii) enter into any agreement for the acquisition or disposition of assets or businesses involving a purchase price in excess of $ 100 million, (iv) hire or terminate the chief executive officer of the Company or (v) make a voluntary filing for bankruptcy or commence a dissolution of the

Company. Holders of our redeemable convertible preferred stock also have the right, for so long as the outstanding redeemable convertible preferred stock represents specified percentages of our outstanding common stock on an as- converted basis, to elect up to five members of our Board of Directors. Accordingly, for so long as Onex continues to hold the majority of our equity securities, Onex will exercise a controlling influence over our business and affairs and will have the power to determine all matters submitted to a vote of our stockholders, including the election of directors and approval of significant corporate transactions such as amendments to our certificate of incorporation, mergers and the sale of all or substantially all of our assets. Onex could cause corporate actions to be taken that conflict with the interests of our other stockholders. This concentration of ownership could have the effect of deterring or preventing a change in control transaction that might otherwise be beneficial to our stockholders. In addition, Onex may in the future own businesses that directly compete with ours. Future stock issuances or sales, including as a result of the conversion of our redeemable convertible preferred stock, could adversely affect the market price of our common stock. The market price of our common stock could decline as a result of sales of a large number of our common stock in the market, or the sale of securities convertible into a large number of our common stock. The perception that these sales could occur may also depress the market price of our common stock. As of December 31, ~~2022~~ **2023** , we had outstanding 71, ~~416~~ **402** , 907 shares of redeemable convertible preferred stock with an aggregate liquidation preference of approximately $ ~~475~~ **492** . ~~8~~ **6** million, after accounting for the accumulated accreting return at a rate per annum equal to 7 % on the accreted liquidation preference and paid in- kind. ~~The~~ **If we do not pay dividends on the redeemable convertible preferred stock in cash, the** aggregate accreting return will increase the number of shares of common stock issuable upon the conversion of the redeemable convertible preferred stock, which may result in a further decrease in the market value of our common stock. In addition, the terms of the redeemable convertible preferred stock provide that the conversion price may be reduced, which would result in the shares of redeemable convertible preferred stock being convertible into additional common stock upon certain events, including distributions on our common stock or issuances of additional common stock or equity- linked securities, at a price less than the then- applicable conversion price. The issuance of common stock upon conversion of the redeemable convertible preferred stock would result in immediate dilution to existing holders of our common stock, which dilution could be substantial. In addition, the market price of our common stock may be adversely affected by such factors as whether the market price is near or above the conversion price, which could make conversion of the shares of redeemable convertible preferred stock more likely. Further, the redeemable convertible preferred stock ranks senior to our common stock, which could affect the value of the common stock on liquidation or on a change in control transaction. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock, and may result in dilution to owners of our common stock. Because our decision to issue additional debt or equity securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future issuances. Also, we cannot predict the effect, if any, of future issuances of our common stock on the market price of our common stock. Our directors who have relationships with Onex may have conflicts of interest with respect to matters involving us. Two of our nine directors are affiliated with Onex. These persons have fiduciary duties to both us and Onex. As a result, they may have real or apparent conflicts of interest on matters affecting both us and Onex, which in some circumstances may have interests adverse to ours. Onex is in the business of making or advising on investments in companies and may hold, and may from time to time in the future acquire, interests in, or provide advice to, businesses that directly or indirectly compete with certain portions of our business or that are suppliers or customers of ours. In addition, as a result of Onex' s ownership interest, conflicts of interest could arise with respect to transactions involving business dealings between us and Onex including potential acquisitions of businesses or properties, the issuance of additional securities, the payment of dividends by us and other matters. In January 2018, Onex completed its acquisition of SMG Holdings Inc. (" SMG "), a leading global manager of convention centers, stadiums, arenas, theaters, performing arts centers and other venues. SMG subsequently merged with AEG Facilities, LLC to form ASM Global (" ASM "). Certain of our events are staged in ASM managed venues and two of our directors affiliated with Onex are also directors of ASM. In November 2020, Onex committed to invest more than $ 300 million in Convex Group Limited (" Convex "). Convex is the lead underwriter of Emerald' s 2022 **, 2023 and 2024** event cancellation insurance policy. In addition, our amended and restated certificate of incorporation provides that the doctrine of " corporate opportunity " does not apply with respect to us, to Onex or certain related parties or any of our directors who are employees of Onex or its affiliates such that Onex and its affiliates are permitted to invest in competing businesses or do business with our customers. Under the amended and restated certificate of incorporation, subject to the limitations set forth therein, Onex is not required to tell us about a corporate opportunity, may pursue that opportunity for itself or it may direct that opportunity to another person without liability to our stockholders. To the extent they invest in such other businesses, Onex may have differing interests than our other stockholders. We are a " controlled company " within the meaning of the rules of the New York Stock Exchange and, as a result, rely on exemptions from certain corporate governance requirements. Onex owns the majority of our outstanding common stock. As a result, we are a " controlled company " within the meaning of the New York Stock Exchange corporate governance rules. As a controlled company, we have the right to elect not to comply with certain corporate governance requirements of the New York Stock Exchange, including: • the requirement that a majority of our board consist of independent directors; • the requirement that we have a nominating and corporate governance committee that is composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities; • the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities; and • the requirement for an annual performance evaluation of the nominating and corporate governance committee and compensation committee. Accordingly, while our board currently has a majority of independent directors, our nominating and corporate governance and compensation committees do not consist entirely of independent directors. As a result, our stockholders will not have the same protection afforded to stockholders of companies that are subject to all of the corporate governance requirements of the New York Stock Exchange. Anti- takeover provisions in our charter documents and Delaware law could discourage a change of control of our company or a change in our management Our amended and restated certificate of incorporation, and our second amended and restated bylaws, and the Delaware General Corporation Law (the " DGCL "), contain provisions that might discourage, delay or prevent a merger, acquisition, or other change in control that stockholders may consider favorable, including in transactions in which stockholders might otherwise receive a premium for their shares. These provisions may also prevent or frustrate attempts by our stockholders to replace or remove our management. Among other things, our amended and restated certificate of incorporation and amended and restated bylaws: • authorize the issuance of blank check preferred stock that our board of directors could issue in order to increase the number of outstanding shares and discourage a takeover attempt; • divide our board of directors into three classes with staggered three- year terms; • limit the ability of stockholders to remove directors to permit removals only " for cause " once Onex ceases to own more than 50 % of all our outstanding common stock; • prohibit our stockholders from calling a special meeting of stockholders once Onex ceases to own more than 50 % of all our outstanding common stock; • prohibit stockholder action by written consent once Onex ceases to own more than 50 % of all our outstanding common stock, which will require that all stockholder actions be taken at a duly called meeting of our stockholders; • provide that our board of directors is expressly authorized to adopt, alter, or repeal our second amended and restated bylaws; • provide, subject to limited exceptions, that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders; • establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and • require the approval of holders of at least two- thirds of the outstanding shares of common stock to amend our amended and restated bylaws and certain provisions of our amended and restated certificate of incorporation if Onex ceases to own more than 50 % of all our outstanding common stock. These anti- takeover defenses could discourage, delay or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and cause us to take corporate actions other than those you desire. ~~Risks Related to our Intellectual Property and Information Technology We do not own certain of the trade shows that we operate or certain trademarks associated with some of our shows. The risks associated with some of our relationships with industry trade associations or other third- party sponsors of our events are particularly applicable in the case of KBIS (which is owned by the National Kitchen and Bath Association), CEDIA, the Salon International de l' alimentation (" SIAL ") and our Military trade shows, which are the trade shows in our portfolio where the show trademarks are owned by an industry association or other third party and not by us. Any material disruption to our relationship with these third parties could have a material adverse impact on the revenue stream from these trade shows. In addition, any of these third party owners may allege that we have breached a license agreement, whether with or without merit, and accordingly seek to terminate our license. If successful, this could result in our loss of the right to use the licensed intellectual property, which could adversely affect our trade shows success. The infringement or invalidation of proprietary rights could have an adverse effect on our business. We rely on trademark, trade secret and copyright laws in the United States and abroad to protect our proprietary rights, including with respect to the names of our trade shows and publications. Failure to obtain or maintain adequate protection of our intellectual property rights for any reason could have a material adverse effect on our business. Our trademarks, trade names and brand names distinguish our trade shows from those of our competitors and we have registered and applied to register many of these trademarks to prevent others from using or capitalizing our names. There can be no assurance that our trademark applications will be approved or that our federal registrations will be upheld if challenged. Third parties may oppose our applications or otherwise challenge our use of our trademarks through administrative processes or costly litigation which if successful, could force us to rebrand our products and / or services resulting in the loss of brand recognition. Further, there can be no assurance that competitors will not infringe upon our trademarks, or that we will identify all such infringements or have adequate resources to properly enforce our trademarks. Our information technology systems, including our ERP business management system, could be disrupted. The efficient operation of our business depends on our information technology systems. We rely on our information technology systems and certain third- party providers to effectively manage our business data, communications, vendor relationships, order entry and fulfillment and other business and financial processes. We also rely on internet service providers, mobile networks and other third- party systems to operate our business. We are currently in the process of reviewing and updating our information technology systems and processes in order to enhance our data analytics capability. This implementation process will consume time and resources and may not result in our desired outcome or improved financial performance. Our failure to properly and efficiently implement our information technology systems, or the failure of our information technology systems to perform as we anticipate, could disrupt our business and could result in transaction errors, processing inefficiencies and the loss of revenue and customers, causing our business and results of operations to suffer. In addition, our information technology systems may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, power outages, systems failures and viruses. While we maintain disaster recovery plans, any such damage or interruption could have a material adverse effect on our business. We face continually evolving cybersecurity and similar risks, which could result in loss, disclosure, theft, destruction or misappropriation of, or access to, our confidential information and cause disruption to our business, damage to our brands and reputation, legal exposure and financial losses. We and third parties on our behalf, collect and store, including by electronic means, certain personal, proprietary and other sensitive information, including payment card information that is provided to us through registration on our websites or otherwise in communication or interaction with us. These activities require the use of centralized data storage, including through third- party service providers. Data maintained in electronic form is always subject to the risk of security incidents, including breach, compromise, intrusion, tampering, theft, misappropriation or other malicious activity all of which are continuing to occur in our industry, as well as the industries of our exhibitors, vendors and suppliers. Unauthorized access to or security breaches of our systems could result in the loss of data, loss of business, severe reputational damage~~

~~adversely affecting customer or investor confidence, diversion of our management' s attention, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations and significant costs for remediation that may include liability for stolen or lost assets or information and repair of system damage that may have been caused and other liabilities. Further, an actual or perceived security incident, such as penetration of our or our third- party vendors' networks, affecting personal or other sensitive information could subject us to business and litigation risk (e. g., under the California Consumer Privacy Act) and damage our reputation, including with exhibitors, sponsors and attendees, which could have a material negative effect on our business and results of operations. Our ability to safeguard such personal and other sensitive information is important to our business. We take these matters seriously and take significant steps to protect our stored information, including the implementation of systems and processes to thwart malicious activity. These protections are costly and require ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated. Further, we exercise only limited control over our third- party vendors, which increases our vulnerability to problems with services they provide. In addition, public attention regarding the use of personal information and data transfer has increased in recent years, and the regulatory environment governing information, security and privacy laws, as well as the requirements imposed on us by the credit card industry, are increasingly demanding and continue to evolve rapidly. Maintaining compliance with changing privacy laws in the U. S., the European Union and elsewhere, including the European Union' s General Data Privacy Regulation (" GDPR "), which became effective in May 2018, and the California Consumer Privacy Act, which became effective in January 2020 and updated in early 2023, could further increase our operating costs and require significant management time and attention and may increase the risk of potential litigation from individuals. In addition to these costs, our insurance coverage may not be adequate to cover the costs, fines, indemnification obligations, or other liabilities that could result from a data breach or other cyber security incidents.~~