Risk Factors Comparison 2024-02-26 to 2023-02-22 Form: 10-K

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Some of our competitors are also engaged in the development of new plant varieties and other food products and frequently introduce new products into the market. Existing products or products under development by our competitors could be more effective, more resistant to disease or less costly than our products, which could have an adverse effect on the competitiveness of our products and adversely affect our business, financial condition and results of operations. We expect these competitive pressures to continue. There is no assurance that we will continue to compete effectively with our present and future competitors. Consolidation of retailers, wholesalers and distributors in the food industry may result in downward pressure on sales prices. **The** ~~In the past twenty years, the~~ food industry in the United States and in many international markets has significantly consolidated **in the past twenty years and continues to consolidate** . For example, ~~four grocers dominate the U. S. grocery market~~ **in October 2022, Kroger and Albertsons entered into an agreement to merge and in August 2023 Aldi announced its agreement to acquire Winn- Dixie and Harveys Supermarket** . Based on their increased size **and buying leverage as a result of consolidation** , these entities (i) can exert significant downward pricing pressure on marketers and / or distributors, such as us, which inhibits our ability to adequately respond to inflationary changes, (ii) can impose additional costs on us that are the type typically borne by the ~~grocer~~ **retailer, wholesaler or distributor** and (iii) have the ability to launch private label food products that compete with us. If we are unable to successfully manage these relationships, our financial results may be materially and adversely affected. We are subject to material currency exchange risks because our operations involve transactions denominated in various currencies, which could negatively affect our operating results. We conduct business around the world and regularly transact in foreign currencies. Consequently, our results of operations, as expressed in U. S. dollars, may vary significantly because of fluctuations in currency exchange rates. Such disparities are particularly crucial to our business because we incur a significant portion of our costs and our net sales in foreign currencies (nearly ~~28~~ **34** % of our sales in **fiscal** ~~2022~~ **2023**). We are generally unable to adjust our sales prices locally to compensate for fluctuations in the exchange rate of the U. S. dollar and a given foreign currency. There is also a time lag between the moment we incur costs and the moment we collect payments for our products. We periodically utilize forward contracts to hedge against **a portion of** our exposure to currency fluctuations, but we may at times be unable to agree to favorable terms or agree to terms that do not adequately offset currency fluctuations. Accordingly, if the U. S. dollar appreciates relative to the foreign currencies in which we receive sales proceeds, our operating results may be negatively affected. Our costs are also affected by fluctuations in the value, relative to U. S. dollar, of the currencies of the countries in which we have significant production operations. A weaker U. S. dollar may result in increased costs of production abroad. Risks Related to Our Business and Operations The loss of one or more of our largest customers, or a reduction in the level of purchases made by these customers, could negatively impact our sales and profits. Sales to Walmart, Inc., our largest customer, amounted to approximately ~~8~~ **9** % of our total net sales in fiscal ~~2022~~ **2023** , and our top 10 customers collectively accounted for approximately ~~29~~ **31** % of our total net sales. We expect that a significant portion of our revenues will continue to be derived from a small number of customers. We believe these customers make purchasing decisions based on a combination of price, product quality, consumer demand, customer service performance, desired inventory levels and other factors that may be important to them. Changes in our customers' strategies or purchasing patterns, including a reduction in the number of brands they carry, may adversely affect our sales. Customers may also reduce their purchases from us because of price increases. Additionally, our customers may face financial difficulties, including bankruptcy, or disruptions to their operations which may cause them to reduce their level of purchases from us or render them unable to satisfy their outstanding credit balances on a timely basis. If sales of our products to one or more of our largest customers are reduced or we are unable to collect payment, our business, financial condition and results of operations may be adversely affected. **Increases in wage and benefit costs,changes in laws and other labor regulations,and labor disruptions could impact our financial results and decrease our profitability.** We have significant labor- related expenses,including employee health benefits.Our ability to control our employee and related labor costs is generally subject to numerous external factors,including ~~shortages of qualified labor,~~ prevailing wage rates and new or revised employment and labor regulations including changes in immigration laws in the U.S.and other key production countries. ~~Our operations are also subject to foreign,federal,state and local labor and immigration laws,including applicable equal pay and minimum wage requirements,classification of employees,working and safety conditions and work authorization requirements.~~ Unfavorable changes in ~~such~~ employee and related labor costs could impact our business,results of operations and financial condition.In addition,a material portion of our employees work under various ~~syndicates~~ **syndicatos** ,work councils,collective bargaining agreements or other agreements with similar types of entities.Our inability to maintain favorable relationships with these entities could result in labor disputes,including work stoppages,which could have a material adverse effect on the portion **of our business affected by the dispute,our financial position,and our results of operations.** We are dependent on our relationships with key suppliers to obtain a number of our products. We depend on independent growers and key suppliers to obtain products and raw materials. In the Philippines, we purchase most of our bananas through long- term contracts with independent growers. Approximately ~~14~~ **13** % of our banana net sales in ~~2022~~ **2023** were supplied by one grower in the Philippines. Termination of our relationships with our key suppliers could adversely affect our business. Additionally, we may enter into seasonal purchase agreements committing us to purchase fixed quantities of produce at fixed prices. We may suffer losses if we fail to sell such fixed quantities of produce. Any of these factors could materially and adversely affect our business, financial condition and results of operations. Disruption of our supply chain could adversely affect our business. Damage or disruption to raw material supplies or our manufacturing or distribution capabilities due to weather, climate change, natural disaster, fire, cyber- attacks, pandemics (such as the COVID- 19 pandemic), **regulatory changes,** governmental restrictions, strikes, import / export restrictions, **regulatory changes, civil unrest, war, international conflict** or other factors could impair our ability to produce and sell our products. Our suppliers' policies and practices can damage our reputation and the quality and safety of our products. Disputes with significant suppliers, including disputes regarding pricing or performance, could adversely affect our ability to supply products to our customers and could materially and adversely affect our sales, financial condition and results of operations. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, particularly when a product is manufactured from a single location, could adversely affect our business and results of operations, as well as require additional resources to restore our supply chain. Moreover, short **-** term or sustained increases in consumer demand may exceed our production capacity or otherwise strain our supply chain. Our failure to meet the demand for our products could adversely affect our business and **the** results of operations . A continued shortage of qualified labor...... our profitability and our ability to grow . Our strategy of diversifying our product lines, expanding into new geographic markets and increasing the value- added services that we provide to our customers may not be successful. We are diversifying our product lines through expansion of our service offerings to include a higher proportion of value- added products and services, such as the preparation of fresh- cut produce, ripening, customized sorting and packing, direct- to- store delivery and in- store merchandising and promotional support. For instance, in ~~December~~ **January** ~~2022~~ **2024** , we announced the offering of our ~~Del Monte Zero ™~~ **Rubyglow ® pineapple, a red- shelled** pineapple, which is ~~a carbon neutral certified pineapple~~ **first being launched in China** . In addition, we have made significant investments in distribution centers, growing operations and prepared ~~food~~ **foods** facilities through capital expenditures ~~, including the acquisition of Mann Packing~~ , and have expanded our business into new geographic markets. We may not be successful in anticipating the demand for these value- added products and services, in establishing the requisite infrastructure to meet customer demand or the provision of these value- added services. ~~For example, the demand for our fresh- cut vegetable products has not met our anticipated levels.~~ If we are unable to successfully develop and integrate the diversified product lines in our fresh- cut and value- added vegetable categories **or if demand for these products does not meet expectations** , we may not realize all the anticipated synergies and benefits of our Mann Packing investments which could have an adverse effect on our growth and our results of operations. Some of our products contain genetically modified organisms (" GMOs ") or are gene- edited and we may in the future need to develop and market such products based on adverse market conditions. As we continue to diversify our product lines, we may increasingly incorporate products that may contain genetically modified organisms (" GMOs ") or be gene- edited in varying proportions. For example, in 2020 we launched our proprietary Pinkglow ® pineapple, which is sourced from genetically modified pineapple plants. The success of these products will in large part depend on the market acceptance of these products in the areas that we operate. In the future, we may be forced to utilize GMO or gene- edited products in response to adverse market conditions, including disease, climate change or rising costs, if such products are the only viable alternatives. For example, as a result of ~~Tropical Race 4 ("~~ TR4 ~~")~~ spreading into new growing regions, we may need to deploy GMO or gene- edited bananas resistant to the disease to maintain a viable supply of bananas to our key markets. If adverse public opinion about GMO or gene- edited products predominates, we may be unable to sell such products in certain key markets, adversely affecting our business, financial condition and results of operations. For more information about TR4, see " Risk Factors- **Our agricultural plantings are potentially subject to damage from crop disease** ~~Tropical Race 4 (" TR4 ") may impose significant costs and losses on our~~ - **or** ~~business~~ **insect infestations, which could adversely impact our operating results and financial condition** . " In recent years, the food industry has been subject to negative publicity about the health implications of GMOs, added sugars, trans fat, salt, artificial growth hormones and ingredients sourced from foreign suppliers. Consumers may decide to purchase fewer GMO produce products or require us to meet stricter standards than are required by applicable agencies, thereby increasing the cost of production. Global regulatory agencies may also impose new restrictions on the use of GMOs. If adverse public opinion about GMO or gene- edited products predominates, we may be unable to sell such innovative products in certain of our key markets, adversely affecting our ability to diversify our business. Demand for our products is subject to changing consumer preferences, and a reduction in demand for any one or more of our products could negatively impact our sales and profits. Consumer preferences for food products evolve over time. Shifts in consumer preferences that impact demand for our products can result from several factors, including dietary trends, attention to nutritional aspects and concerns about the health effects of and the sourcing of ingredients. Our ability to market and sell our products successfully in part depends on how we identify and respond to such changes by offering products that appeal broadly to consumers considering current demands. Our competitors may have a greater operating flexibility, which may permit them to better adapt to changes or to introduce new products and packaging quicker and with greater marketing support. The demand for our products may also be impacted by public commentaries about our products or similar products, as well as by changes in the level of advertising or promotional support that we employ or that are employed by relevant industry groups or third parties that provide competing products. If consumer preferences trend negatively with respect to any one or more of our products, our sales volumes may decline as a result. Adverse perception, events or rumors relating to our Del Monte ® brand could have a material adverse effect on our business. We depend on the Del Monte ® brand and other proprietary brands in marketing our products. Any events or rumors that cause consumers and / or institutions to no longer associate these brands with high- quality and safe food products may materially adversely affect the value of our brand names and demand for our products **. Allegations involving the safety or security of our facilities, employees, or other members of the public, even if untrue, that we are not respecting the human rights found in our Human Rights Policy, which adheres to the United Nations Universal Declaration of Human Rights; actual or perceived failure by our suppliers or other business partners to comply with applicable labor and workplace rights laws, including child labor laws and equal pay laws, or their actual or perceived abuse or misuse of migrant workers or the like could negatively affect our Company' s overall reputation and brand image, which in turn could have a negative impact on our**

products' acceptance by consumers or customers. For example, allegations regarding human rights violations have been made regarding our Kenya subsidiary. Any media coverage resulting therefrom, could create a negative public perception of our business, which in turn could have a negative impact on our products' acceptance by consumers or customers . Adverse information about our brand, whether or not true, may be instantly and easily posted on social media platforms at any time. The harm may be immediate without affording us an opportunity for redress or correction. We also share the Del Monte ® brand with unaffiliated companies that manufacture, distribute and sell canned or processed fruit and vegetables, dried fruit, snacks and other products. Acts or omissions by these companies, including an instance of food- borne contamination or disease, may adversely affect the value of the Del Monte ® brand. As a result, our reputation and the value of the Del Monte ® brand may be adversely affected by negative consumer perception. ~~Relatedly, our reputation could be impacted by stakeholders' perceptions of our sustainability initiatives. Should we not meet stakeholders' expectations or communicate our efforts sufficiently, our reputation may be negatively impacted.~~ We rely on protection of our intellectual property and proprietary rights. Our success also depends on our ability to protect our intellectual property rights. We rely primarily on patent, copyright, trademark and trade secret laws to protect our proprietary technologies. We protect our technology by, among other things, filing patent applications for technology relating to the development of our business in the U. S., the EU and selected foreign jurisdictions. Our trademarks and brand names are registered in jurisdictions throughout the world. We intend to keep these filings current and seek protection for new trademarks to the extent consistent with business needs. We also rely on trade secrets and proprietary know- how and confidentiality agreements to protect our technologies and processes. The failure of any patents, trademarks, trade secrets or other intellectual property rights to provide protection to our technologies would make it easier for our competitors to offer similar products, which could adversely affect our business, financial conditions and results of operations. We may not be able to successfully consummate and manage ongoing acquisition, joint venture and business partnership activities, which could have an adverse impact on our results. Our growth strategy includes acquisitions and expansion. Accordingly, we may acquire other businesses or enter into joint ventures or other business partnerships from time to time. These types of transactions involve certain risks, including risks related to: • identifying appropriate acquisition candidates or business partners; • potential difficulties in successfully integrating acquired operations; • the quality of products of an acquired businesses or business partners compared to the products we provide; • any loss of key employees of acquired operations or any inability to hire or retain key employees necessary to integrate an acquired business or otherwise implement our growth strategy; • potential diversion of our capital and management attention away from other important business matters; • reputational and financial risks, such as potential unknown liabilities of any acquired business; • potential issues with the financial disclosures, accounting practices or internal control systems of any acquired business, joint venture or business partner; and • in the case of joint ventures and business partnerships, increased potential risks associated with the lesser degree of control that we may be able to exert due to the arrangements with our business partners. We may incur additional costs and certain redundant expenses in connection with our acquisitions, which may have an adverse impact on our financial results. Future acquisitions may result in dilutive issuances of equity securities, the incurrence of additional debt, use of significant portions of our cash reserves, asset impairments (including charges related to goodwill and other intangible assets) and restructuring and other charges. The incurrence of debt in connection with any future acquisitions also could restrict our ability to obtain working capital or other financing necessary to operate our business. Our future acquisitions or investments may not be successful, and if we fail to realize the anticipated benefits of these acquisitions or investments, our business, operating results and financial position could be harmed. During ~~2021~~ **2023** and 2022, we made investments in unconsolidated companies within the food, nutrition, and agricultural technology sectors **, as well as in other minority investments** . In the future, we may continue investing in similar companies that align with our long- term strategy and vision. There can be no assurance that we will achieve returns or benefits from these current or future investments. Under certain circumstances, significant declines in the fair values of these investments may require the recognition of other- than- temporary impairment losses. We may lose all or part of our investment relating to such companies if their value decreases as a result of their financial performance or for any other reason. A sustained lack of profitability could cause us to incur impairment charges of our intangible and long- lived assets and / or record valuation allowances against our deferred tax assets. If we incur operating losses for a sustained period of time, the carrying value of our goodwill, other intangible assets and long- lived assets could be impaired. We review for impairment annually or if indicators of impairment manifest. ~~The~~ **In particular, the** goodwill associated with our banana reporting unit and the goodwill, trade names, and trademarks associated with our prepared foods reporting unit are highly sensitive to differences between estimated and actual cash flows and changes in the discount rates used to evaluate their fair value. If **these** ~~our banana and prepared foods~~ reporting units do not perform as expected, the goodwill and other intangible assets associated with these reporting units may be at risk of impairment in the future. Additionally, we record impairments on long- lived assets, including definite- lived intangible assets, when indicators of impairment are present and the estimated undiscounted cash flows of those assets are less than the assets' carrying amount. Certain definite- lived intangible assets related to our fresh and value- added products segment are sensitive to changes in estimated cash flows. If future developments result in estimated cash flows that are less than currently estimated levels, these assets could be impaired. If incurred, future impairment of our intangible and / or long- lived assets could have a material adverse effect on our results of operations. **During 2023, we incurred impairment charges in our fresh and value- added products assets and prepared foods reporting unit of $ 109. 6 million and $ 21. 6 million, respectively, as a result of a decline in actual and projected performance and cash flows.** We record valuation allowances on our deferred tax assets if, based on available evidence, it is more- likely- than- not that all or some portion of the assets will not be realized. The determination of whether our deferred tax assets are realizable requires us to identify and weigh all available positive and negative evidence, including recent financial performance and projected future income. If we are unable to generate sufficient income in jurisdictions where we have significant deferred tax assets, we may be required to record valuation allowances which would adversely affect our results of operations. Increases in wage and benefit costs,......, and our results of operations. Any failure to adequately store, maintain and deliver quality perishable foods could materially adversely affect our business, financial condition and operating results. Our ability to adequately store, maintain and deliver quality perishable foods is critical. We store highly perishable food products in refrigerated fulfillment centers and ship them to our customers while maintaining appropriate temperatures in transit. We use refrigerated delivery trucks to support temperature control for shipments to certain locations. However, delays in our ability to ship or disruption in the distribution of our products could have a material adverse effect on our business, financial condition and results of operations. Keeping our food products at specific temperatures maintains freshness and enhances food safety. In the event of extended power outages, natural disasters or other catastrophic occurrences, failures of the refrigeration systems in our fulfillment centers or third- party delivery trucks, failure to use adequate packaging to maintain appropriate temperatures, or other circumstances both within and beyond our control, our inability to store perishable inventory at specific temperatures could result in significant inventory losses as well as increased risk of food safety. We also contract with third parties to conduct certain fulfillment processes and operations on our behalf or to sell our product in a retail environment. Any failure by such third party to adequately store, maintain or transport perishable foods could ~~negative~~ **negatively** impact the safety, quality and merchantability of our products and the experience of our customers. The occurrence of any of these risks could materially adversely affect our business, financial condition and operating results. Regulatory Risks We are subject to the risk of product contamination and product liability claims which could materially and adversely affect our results and financial condition. The sale of food products for human consumption involves the risk of injury to consumers. Such injuries may result from tampering by unauthorized personnel or quality issues such as product contamination or spoilage, including the presence of foreign objects, substances, chemicals or residues introduced during the growing, packing, storage, handling or transportation phases. The occurrence of any illnesses or injuries could have serious consequences on sales of our products, our brands and / or our reputation, any of which could harm our business. We cannot be sure that consumption of our products will not cause a health- related illness in the future, that we will not be subject to claims or lawsuits relating to such matters or that we will not need to initiate recalls of our products in response to the foregoing. Even if a product liability claim is unsuccessful, the negative publicity surrounding any assertion that our products caused illness or injury could adversely affect our reputation with existing and potential customers and our brand image. In addition, claims or liabilities of this sort might not be covered by our insurance or by any rights of indemnity or contribution that we may have against third parties, including our customers and suppliers. We cannot be sure that we will not incur claims or liabilities for which we are not insured or that exceed the amount of our insurance coverage, resulting in significant cash outlays that would materially and adversely affect our results and financial condition. We also are subject to the risk of recall events of our competitors which could result in industry- wide reputational loss or consumer avoidance of certain products ~~. We are subject to legal and environmental risks that could result in significant cash outlays. We are involved in several legal and environmental matters that, if not resolved in our favor, could require significant cash outlays and could materially and adversely affect our results of operations and financial condition. For example, in 1980, elevated levels of certain chemicals were detected in the soil and ground- water at a plantation leased by one of our U. S. subsidiaries in Oahu, Hawaii (the " Kunia Well Site "). In 2005, our subsidiary signed a Consent Decree (" Consent Decree ") with the Environmental Protection Agency (" EPA ") for the performance of the clean- up work for the Kunia Well Site. Based on findings from remedial investigations, our subsidiary coordinated with the EPA to evaluate the clean- up work required in accordance with the Consent Decree. On July 25, 2022, an Explanation of Significant Differences (ESD) for the Kunia Well Site was filed by the EPA, which formally transitioned the remedy for the Kunia Well Site to a Monitored Natural Attenuation (MNA). The estimate associated with the clean- up costs, and on which our accrual is based, is $ 2. 8 million. As of December 30, 2022, $ 2. 5 million was included in other noncurrent liabilities, and $ 0. 3 million was included in accounts payable and accrued expenses in the Consolidated Balance Sheets for the Kunia Well Site clean- up. See Note 16, " Commitments and Contingencies " to the Consolidated Financial Statements included in Item 8. Financial Statements and Supplementary Data~~ . We are subject to regulations concerning food safety and protection of health and the environment. Our business is regulated by foreign, federal, state and local environmental, health and safety laws and regulations, which involve compliance costs. These regulations affect daily operations and, to comply with all applicable laws and regulations, we have been and may be required in the future to modify our operations, purchase new equipment or make capital improvements. Changes to our processes and procedures could impose unanticipated costs and / or materially impact our business. Violations of these laws and regulations can result in substantial fines or penalties. There is no assurance that these modifications and improvements and any fines or penalties would not have an adverse effect on our business, financial condition and results of operations. We are also subject to the laws and regulations in the jurisdictions where our facilities are located and where our products are distributed, including, but not limited to, the following: • Rules and regulations implemented by the FDA, pursuant to the Federal Food, Drug and Cosmetic Act, as amended by the Food Safety Modernization Act (" FSMA "), which has been active in implementing regulations to reduce the risk of contamination in food manufacturing, such as the Foreign Supplier Verification program, and enforcing such regulations. For example, the FDA issued a final rule on additional traceability recordkeeping requirements, which will be effective January 20, 2026, designed to facilitate faster identification and rapid removal of potentially contaminated food from the market; • Regulations on imports and exports by the United States Department of Agriculture (the " USDA "); • Food and safety laws issued by **member states of the** European Union ~~Member States~~ **(the" EU")** , pursuant to the General Food Law Regulation (EC No. 178 / 2002); • Laws and regulations associated with the European Green Deal and EU' s General Food Law Regulation effort to create sustainable food systems, which could result in increased costs for our business associated with compliance with new laws and regulations; and • Laws and regulations implemented by the Canadian Food Inspection Agency and other Canadian governmental departments, which could disrupt our Canadian business, including, for example, requirements relating to import licenses, traceability and food testing. Our failure to comply with these laws and regulations, or to obtain required approvals, could result in fines, as well as a ban or temporary suspension on the production of our products or limit or bar their distribution, and affect our development of new products, and thus materially adversely affect our business and operating results. We are subject to **legal and environmental** ~~risk~~ **risks** arising from **the** transportation of our products and ~~those arising from~~ our commercial shipping and logistics business **that could result in significant cash outlays** . Our business and employment practices are also subject to regulation by the U. S. Department of Transportation, as well as its agencies, the Surface Transportation Board, the Federal Highway Administration, the Federal Motor Carrier Safety Administration, and the National Highway Traffic Safety Administration, which collectively regulate our trucking business through the regulation of operations, safety, insurance and hazardous materials. We must comply with the safety and fitness regulations promulgated by the Federal Motor Carrier Safety Administration, including those relating to drug and alcohol testing and hours of service. Such matters as weight and dimension of equipment also fall under federal and state regulations. In addition, as an ocean logistics operator, we are subject to numerous federal, state and local laws and regulations in the U. S., as well as laws and regulations internationally, relating to safety, cabotage, and equipment standards that are costly to comply with and expose us to liability. We are also subject to environmental laws and regulations, including those relating to air quality initiatives at port locations; air emissions; wastewater discharges; the transportation, handling and disposal of solid and hazardous materials, oil and oil- related products, hazardous substances and wastes; the investigation and remediation of contamination; and health, safety and the protection of the environment and natural resources. These laws and regulations provide for substantial fines, as well as criminal and civil penalties, in the event of any violations of, or non- compliance with, their requirements. **We have** ~~For example,~~ in **the past and in** ~~2018~~ **2021 received notices from** the California Air Resource Board ~~issued the Company a Notice of Violation~~ alleging violations of certain California anti- air pollution regulations by ships that were subject to a time charter by us from an unrelated non- U. S. third party. While **in the past** we ~~ultimately~~ **were able to** ~~settled~~ **settle** ~~this matter~~ **matters** for an immaterial amount, mitigation strategies or contingency plans to remain in compliance with such laws and regulations in the future may be unsuccessful or may result in additional costs which could adversely affect our business. Further, any changes in applicable laws and regulations, including their enforcement, interpretation or implementation that result in more stringent requirements than currently anticipated, as well as any new laws and regulations that are adopted could impose significant additional costs and limitations on our ability to operate **. Environmental, social and governance matters and any related reporting obligations may impact our businesses. U. S. and international regulators, investors and other stakeholders are increasingly focused on environmental, social and governance matters. For example, new domestic and international laws and regulations relating to environmental, social and governance matters, including environmental sustainability and climate change, human capital management and cybersecurity, are under consideration or being adopted, which may include specific, target- driven disclosure requirements or obligations. Our response will require increased costs to comply, the implementation of new reporting processes, entailing additional compliance risk, a skilled workforce and other incremental investments. In addition, we have undertaken or announced a number of sustainability related goals and initiatives, such as investing in traceability technology, which will require changes to operations and ongoing investments. There is no assurance that our initiatives will achieve their intended outcomes or that we will achieve any of these goals. Our reputation could be impacted by stakeholders' perceptions of our sustainability initiatives. Should we not meet stakeholders' expectations or communicate our efforts sufficiently, our reputation may be negatively impacted. In addition, our ability to implement some initiatives or achieve some goals is dependent on external factors. For example, our ability to meet certain environmental sustainability goals or initiatives will depend in part on third- party collaboration, the availability of suppliers that can satisfy new requirements, mitigation innovations and / or the availability of economically feasible solutions at scale** . We are exposed to political, economic and other risks from operating a multinational business, which could have a material adverse effect on our results and financial condition. Our business is multinational and subject to the political, economic and other risks that are inherent in operating in numerous countries, including: • a change in laws and regulations or imposition of currency restrictions and other restraints; • the imposition of import and export duties and quotas; • the risk that the government may expropriate assets; • the imposition of burdensome tariffs and quotas; • political changes and economic crises that may lead to changes in the business environment where we operate; • international conflicts and terrorist acts, which could impact our business, financial condition and results of operations **; • potential criminal activities targeting our employees, property or business activities, such as theft, vandalism, or physical attacks** ; • public health epidemics, such as COVID- 19, which could impact employees and the global economy; • economic sanctions, which could disrupt our products, even if we do not sell directly into a sanctioned country; • potential violations or alleged violations of laws, regulations, safety codes, employment practices, human rights standards, anti- corruptions laws and other obligations, norms and ethical standards associated with our operations that may result in litigation costs and damage to our reputation, even if we are ultimately not found responsible; • changes in governmental agricultural policies such as price supports and acreage set aside programs in the jurisdictions where we conduct our significant growing operations; and • economic downturns, political instability **, boycotts** and war or civil disturbances that may disrupt our, our third- party suppliers' and our customers' production and distribution logistics or limit sales in individual markets. Concerning the regulatory environment, banana import regulations have previously restricted our access and increased the cost of doing business. Costa Rica and Ecuador have established " minimum " export prices for bananas that are used as the reference point in banana purchase contracts from independent producers, thus limiting our ability to negotiate lower purchase prices. These minimum export price requirements could increase the cost of sourcing bananas in countries that have established such requirements. We are also subject to a variety of sanitary regulations, regulations governing pesticide use and residue levels, and regulations governing food safety, traceability, packaging and labeling in countries where we source and market our products. If we fail to comply with applicable regulations, we could be restricted from selling or shipping some or all our products for a given period. Such a development could result in significant losses and could weaken our financial condition. The enforcement of regulations concerning the marketing and labeling of food products could adversely affect our reputation. The marketing and labeling of food products have brought increased risk of consumer class action lawsuits, and risk that the Federal Trade Commission (" FTC") and / or state attorneys general will bring legal action about the truth and accuracy of the marketing and labeling of the product. Such consumer class actions include fraud, unfair trade practices and breach of state consumer protection statutes, such as Proposition 65 in California. The FTC and state attorneys general may bring legal actions that seek removal of a product from the marketplace and impose fines and penalties. Even when not merited, these class action claims and legal actions can be expensive to defend and could adversely affect our reputation, brand image, business and operating results. The packaging and labeling of our products, and their distribution and marketing, are also subject to regulation by governmental authorities in each jurisdiction where our products are marketed. A failure to comply with labeling requirements in any of the jurisdictions in which we do business could result in enforcement proceedings, an order barring the sale of part or all of a particular shipment of our products or, possibly, the sale of any of our products for a specified period. Such a development could result in significant losses and could weaken our financial condition. Changes in tax laws in any of the jurisdictions in which we operate or in which we establish holding companies, or adverse outcomes from tax audits could cause fluctuations in our overall tax rate and adversely impact our operating results. Our income taxes consist of the consolidation of tax provisions computed on a separate entity basis, for each country in which we have operations. Changes in the sources of income, agreements we have with taxing authorities or our tax filing positions in various jurisdictions could cause our overall tax rate to fluctuate significantly. In addition, changes in rules related to the accounting for income taxes or changes in applicable tax laws and regulations, including tax laws that impact our current company structure, could adversely affect our tax expense, profitability and cash flows. In the U. S., the current administration may implement substantial changes and reforms to fiscal and tax policies. We cannot predict the impact, if any, of these potential changes, or any future changes in any of the countries in which we operate, to our business. However, such changes could adversely affect our business, financial position and results of operations. We must comply with complex and evolving tax regulations in the various jurisdictions in which we operate, which subjects us to international tax compliance risks. Some tax jurisdictions have complex and subjective rules about income tax, value- added tax, sales or excise tax, tariffs, duties and transfer tax. From time to time, our subsidiaries are subject to tax audits and may be required to pay additional taxes, interest or penalties if a taxing authority asserts different interpretations, allocations or valuations, which could be material and reduce our income and cash flow from our international operations. The imposition of any penalties and costs of litigation, regardless of an eventual favorable ruling, in connection with current or future tax disputes related to our international operations could materially adversely affect our business, financial condition and operating results. **Additionally, the European Union (EU) Member States formally adopted the EU' s Pillar Two Directive, which generally provides for a minimum effective tax rate of 15 %, as established by the Organization for Economic Co-operation and Development (OECD) Pillar Two Framework. Pursuant to the implementation dates prescribed in the Directive, it is expected the rules will be effective for the Company for the 2025 fiscal year. A significant number of other countries are expected to also implement similar legislation with varying effective dates in the future. The Company is continuing to evaluate the potential impact on future periods of the Pillar Two Framework, pending legislative adoption by additional individual countries. The Company may not be able to completely mitigate the impact of the legislation, which could have an adverse material effect on our financial condition, results of operations and cash flows.** In addition, adverse outcomes from tax audits in any of our major tax or operating jurisdictions, such as the U. S., Luxembourg, Switzerland, Costa Rica, Guatemala, Kenya or Japan, could materially adversely impact our operating results. For example, in connection with a current examination of the tax returns in two of these foreign jurisdictions, the taxing authorities have issued income tax deficiencies related to transfer pricing aggregating approximately $ ~~160~~ **165** . ~~2~~ **4** million (including interest and penalties) for tax years 2012 through 2016. We strongly disagree with the proposed adjustments and we expect to exhaust all administrative and judicial remedies necessary to resolve the matters. However, these matters may not be resolved in our favor, and an adverse outcome of either matter, or any future tax examinations involving similar assertions, could have a material effect on our financial condition, results of operations and cash flows. Risks Related to Environmental Concerns / Agricultural Operations ~~Our agricultural plantings are potentially subject to damage from crop disease or insect infestations, which could adversely impact our operating results and financial condition.~~ Fresh produce is vulnerable to crop disease and insect infestations, which vary in severity and effect based on the stage of production, the type of treatment applied and climatic conditions. Such diseases or infestations may adversely affect our supply of fresh produce items, reduce our sales volumes, increase our production costs or impair our ability to ship products as planned. In 2019, we detected Banana Fusarium Wilt Tropical Race 4 (" TR4 "), a serious vascular crop disease, infecting one of our principal products, the Cavendish variety of bananas, in some areas of Southeast Asia where we source our products. TR4 and other vascular crop diseases cause low- yielding banana crops, which has and may in the future result in impairment charges. We remain concerned that these crop diseases could affect Southeast Asia and other growing regions like Latin America, which could lead to the destruction of all or a portion of the banana crops. We are working with agricultural experts and qualified agencies to monitor and prevent the spread of TR4 and develop contingency plans. We have and will continue to incur costs to improve our prevention strategies and to identify solutions to the spread of the disease, which may adversely impact our operating profit. In our farming operations in Central America and Asia, we have and continue to incur costs to prevent and control the spread of TR4. In addition, we are seeking to develop a replacement to the Cavendish variety of banana that appeals broadly to consumers and is resistant to these diseases through our partnership with Queensland University of Technology. We have and will continue to incur research costs, which will depend on the success of our initiatives and the extent of any continued spread of the disease, neither of which can be predicted. Despite our efforts, we may be unable to prevent the spread of TR4. A long- term reduction in the supply of bananas could lead to increased costs, decreased revenue, and charges to earnings that may adversely affect our business, financial condition and results of operations. Adverse weather, natural disasters and other conditions affecting the environment, including the effects of climate change, could result in substantial losses and weaken our financial condition. Fresh produce is vulnerable to adverse weather conditions, which are common but difficult to predict. The effects of natural disasters may be intensified by the ongoing global climate change. Severe weather conditions **have** ~~such as floods, droughts, windstorms, hurricanes~~ and **are expected to continue to** ~~wildfires, and natural disasters, such as earthquakes, may~~ adversely affect our supply of one or more fresh produce items, reduce our sales volumes, increase our unit production costs or prevent or impair our ability to ship products as planned **. In the past four years, we have been impacted by severe weather conditions such as hurricanes, severe rainstorms and flooding that have resulted in inventory write- offs and asset impairment changes ranging from $ 1. 4 million to $ 3. 4 million, and we could incur similar or greater costs in the future due to such events** . When severe weather, natural disasters, and other adverse environmental conditions (i) destroy crops planted on our farms or our suppliers' farms or (ii) prevent us from exporting these crops on a timely basis, we may lose our investment in those crops and / or our costs of purchased fruit may increase. These risks can be exacerbated when a substantial portion of our production of a specific product is grown in one region, provided by a limited number of suppliers, or when it endangers one of our primary products. ~~In 2020, two hurricanes, Eta and Iota, impacted our farm operations in Guatemala. The hurricanes resulted in the destruction of certain areas of our banana and melon plantations which were flooded due to heavy rainfall, resulting in significant inventory write- offs and damages to our property, plant and equipment. In 2021, we were adversely impacted by severe rainstorms in Chile, which caused damage to certain of our farms and resulted in $ 3. 4 million in inventory write- offs. In 2022, heavy rainfall and flooding in the Philippines resulted in damage to our banana- related fixed assets and resulted in asset impairment charges of $ 2. 7 million.~~ Adverse weather may also impact our supply chains, preventing us from procuring necessary supplies and delivering our products to our customers. We own or lease, manage and operate manufacturing, processing, storage and office facilities, some of which are located in areas that are susceptible to harsh weather. We could be unable to accept and fulfill customer orders due to severe weather and natural disasters. Although we have business continuity plans, we cannot provide assurance that our business continuity plans will address all the issues we may encounter in the event of a disaster, or will not lead to increased costs affecting our profitability or other unanticipated issues. Such severe weather events that could materially disrupt our operations may occur with higher frequency because of climate change. Regulations concerning the use of pesticides, fertilizers and other agricultural products could adversely impact us by increasing our production costs or restricting our ability to import certain products into our selling markets. Our business depends on the use of fertilizers, pesticides and other agricultural products. The use and disposal of these products are often regulated by various agencies. A decision by a regulatory agency to significantly restrict the use of such products that have traditionally been used in the cultivation of one of our principal products could have an adverse impact on us. For example, the EPA took a series of regulatory actions pursuant to the Federal Insecticide, Fungicide and Rodenticide Act, the Federal Food, Drug and Cosmetic Act and the Food Quality Protection Act of 1996, relating to the evaluation and use of pesticides in the food industry. Similarly, in the EU, regulation (EC) No. 1107 / 2009, which became effective in 2011 fundamentally changed the pesticide approval process from the previous risk assessment model to the hazard criteria model linked to the intrinsic properties of the substance. In January 2021, the EU did not renew the approval for mancozeb, a fungicide currently used in our operations, to be used within the EU member states. However, tolerances of mancozeb for products imported into the EU are still accepted and the EU is currently assessing whether these tolerances should be maintained, reduced, or eliminated. **In** ~~More recently, in~~ August 2021, the EPA released a final rule revoking all tolerances for chlorpyrifos, a pesticide that has been used since 1965 in both agricultural and non- agricultural areas. In connection with the EPA' s ban, we ceased the use of chlorpyrifos in the U. S. and all other jurisdictions where it is banned; however, we continue to use it in limited applications on non- fruit bearing crops in a country where chlorpyrifos use is allowed. Future actions regarding the availability and use of pesticides could have an adverse effect on us by increasing our production costs, restricting our ability to import certain products, or imposing substantial penalties or bans due to noncompliance. We may be subject to liability and / or increased costs for environmental damage from the use of herbicides, pesticides and other substances or environmental contamination of our owned or leased property. We use herbicides, pesticides and other potentially hazardous substances in the operation of our business. We may have to pay for the costs or damages associated with any improper application, accidental release or the use or misuse of such substances. Our insurance may not be adequate to cover such costs or damages or may not continue to be available at a price or under terms that are satisfactory to us. In such cases, payment of such costs or damages could have an adverse effect on our business, financial condition or results of operations. Certain environmental laws, including the Comprehensive Environmental Response, Compensation and Liability Act in the U. S., impose strict and, in many cases, joint and several, liability for the cost of remediating contamination, on current and former owners of property or on persons responsible for causing such contamination, which could have an adverse effect on our business, financial condition and results of operations. Water scarcity in our growing regions could adversely affect our agricultural operations, financial condition, results of operations and cash flows. Water is vital to grow the fresh produce that our business relies on. In recent years, water deficits in certain regions have become more evident. In Brazil, water shortages **have previously** negatively impacted our banana production ~~recently~~ , and our pineapple farms in Kenya were affected by a drought linked to El Nino during 2016, 2017, and 2019. To mitigate water risks, we have invested heavily to upgrade existing infrastructure to more efficient irrigation systems like drip or low pressure / low volume sprinkler systems in Kenya and Guatemala. The viability of agricultural land is also impacted by water- related issues. We analyze these issues in the river basin where new development might be planned. Such analysis is a part of our due diligence before investing in agricultural operations, which increases our costs. In the event of water scarcity or deterioration, we may incur increased production costs or face production constraints that may materially and adversely affect our financial condition, results of operations and cash flows. **The effects of** ~~Climate~~ **climate change and climate** change laws could have a material adverse impact on our financial condition and results of operations. **Concerns about the environmental impacts of climate change and greenhouse gas emissions may result in environmental taxes, charges, assessments or penalties which could restrict or negatively impact our operations, as well as those of our suppliers who would likely pass all or a portion of their costs along to us.**

Furthermore, risks related to natural ecosystems degradation, decreased agricultural productivity in certain regions of the world, biodiversity loss, water resource depletion and deforestation, which are partially driven or exacerbated by climate change, may disrupt our business operations or those of our suppliers. Legislative and regulatory authorities in the U. S., the EU, Canada and other international jurisdictions will likely continue to consider measures related to climate change and greenhouse gas emissions. To produce, manufacture and distribute our products, we and our suppliers use fuels, electricity and various other inputs, generate waste and undergo agricultural management activities that result in the release of greenhouse gas emissions ~~. Concerns about the environmental impacts of climate change and greenhouse gas emissions may result in environmental taxes, charges, assessments or penalties which could restrict or negatively impact our operations, as well as those of our suppliers who would likely pass all or a portion of their costs along to us~~. We may not be able to pass any resulting cost increases to our customers or customer buying patterns could change to reflect a greater reliance on local production rather than imports. Furthermore, we may be required to make additional investments of capital to maintain compliance with new laws and regulations. Any enactment of laws or passage of regulations regarding greenhouse gas emissions or other climate change laws in the jurisdictions where we conduct business could materially and adversely affect our business, financial condition and results of operations. Risks Related to Our Information Systems We rely on information systems in managing our operations and any breaches of our information system security measures, or those third parties upon which we rely, could disrupt our internal operations and may have an adverse effect on our business. Our businesses rely on sophisticated systems to obtain, rapidly process, analyze and manage data. We rely on these systems to, among other things, facilitate communications with our growers, distributors and customers; receive, process and ship orders on a timely basis, and to maintain accurate and up- to- date operating and financial data for the compilation of management information. **The cyber threat landscape is growing increasingly complex and rapidly evolving, particularly in light of growing geopolitical tensions.** Any damage by unforeseen events or system failure which causes interruptions to the input, retrieval and transmission of data or increase in the service time, whether caused by human error, natural disasters, power loss, computer viruses, intentional acts of vandalism, various forms of cybercrimes including and not limited to hacking, ransomware, intrusions and malware or otherwise, could disrupt our normal operations. We also hold the sensitive personal data of our current and former employees, as well as proprietary information of our business, including strategic plans and intellectual property. We have in the past experienced, and may in the future face, hackers, cybercriminals or others gaining unauthorized access to, or otherwise misusing, our systems to misappropriate our proprietary information and technology, interrupt our business, or gain unauthorized access to confidential information. For example, in early 2023, we experienced a cybersecurity incident which impacted certain of our operational and information technology systems. Promptly upon our detection of the attack, we launched an investigation, notified law enforcement and engaged the services of specialized legal counsel and other incident response advisors. **We** ~~While the investigation of this incident is still ongoing, we~~ were able to recover our critical operational data and business systems promptly and do not expect the incident to have a material impact on our financial results. However, there is no guarantee that we will have similar success with an attack in the future should one occur. Any such future attack could lead to the public disclosure of customer data, our trade secrets or other intellectual property, personal information of our employees, or material financial and other information related to our business. The release of any of this information could have a material adverse effect on our business, reputation, financial condition and results of operations . In such cases, we may...... and could potentially reduce our market share . Cybersecurity attacks may also result in the unauthorized access to or release of intellectual property, trade secrets and confidential business or otherwise protected information and corruption of our data. Such information could be leaked to competitors or the public which may result in loss of competitive position and market share. We also have personal confidential information stored in our systems which, if stolen or leaked, could result in significant financial and legal risk, including the risk of litigation or regulatory penalties under data protection legislation in the territories in which we operate, such as the General Data Protection Regulation (EU) 2016 / 679 (the " GDPR ") or the California Consumer Privacy Act in the U. S. (" CCPA "). A cybersecurity incident that resulted in the disclosure of personal confidential information could lead to state or federal enforcement actions or private causes of action which could result in fines, penalties, judgments or other liabilities. Although we strive to comply with all applicable privacy laws, it is possible we could be subject to enforcement actions and litigation alleging non- compliance. In **such cases, the cost to remediate any damages to our information technology systems that we may suffer in connection with a cyber attack could be significant. In** addition, we rely on relationships with third parties, including suppliers, customers, contractors, cloud data storage and other information technology service providers and external business partners, for services in support of our operations, and we may share data or provide access to our networks with such third parties who are subject to similar risks as we are relating to cybersecurity and privacy issues. While we have procedures in place for selecting and managing our relationships with third- party service providers and other business partners, we do not have control over their business operations or governance and compliance systems, practices and procedures, which increases our financial, legal, reputational and operational risk. These third parties may experience cybersecurity incidents that could pose a threat to our network or that may involve data we share with them or rely on them to provide to us, which may result in a significant business interruption that could have an adverse impact on our business. Although we have implemented processes and technologies to help identify, protect, detect, respond and recover from the above cybersecurity and privacy risks, these measures may not succeed in preventing or limiting the impact of such risks. Moreover, actual or anticipated attacks may require us to incur incremental costs to hire additional personnel, purchase additional protection technologies, **maintain cyber incident insurance,** replace existing software and hardware, train employees and engage third- party experts and consultants, which could negatively impact our operating income. We may also become exposed to potential liabilities with respect to the data that we collect, manage and process, and future investigations, lawsuits or adverse publicity relating to our methods of handling data could adversely affect our business due to the costs and negative market reaction relating to such developments. We have invested in industry appropriate protections and monitoring practices of our data and information technology to reduce these risks and continue to monitor our systems on an ongoing basis for any current or potential threats. There can be no assurance, however, that our efforts will prevent breakdowns or breaches to our information technologies or the third party providers' databases or systems that could adversely affect our business. Our operations and reputation may be impaired if our information technology systems fail to perform adequately. Our information technology systems are critical to our business. We rely on our information technology systems, some of which are or may be managed, hosted by or outsourced to third party service providers, to manage our business data, communications, supply chain, order entry and fulfillment and other business processes. **For example, we partnered with a third party software provider to improve our third party freight and logistic services.** If we do not allocate and effectively manage the resources necessary to build, sustain and protect appropriate information technology systems and infrastructure, or we do not effectively implement system upgrades or oversee third- party service providers, our business or financial results could be negatively impacted .In such cases,we may have to operate manually,which may result in considerable delays in the delivery of our products to our customers,damage to our perishable products or interruption to other key business processes.Additionally,our customers could refuse to continue to do business with us and prematurely terminate or seek to reduce or modify our existing contracts resulting in a significant adverse effect on our business.Cybersecurity attacks may cause reputational damage,which could cause a significant decline in consumer preference for our products in certain geographic regions or globally and could potentially reduce our market share . If our information technology systems fail to perform as we anticipate, we may experience transaction or reporting errors, processing inefficiencies and the loss of sales and customers, causing our business and results of operations to suffer. Risks Related to Our Financing Our indebtedness could limit our financial and operating flexibility and subject us to other risks. Our ability to obtain additional debt financing or refinance our debt on acceptable terms, if at all, in the future for working capital, capital expenditures or acquisitions may be limited by financial considerations or due to covenants in existing debt agreements. Our current credit facility imposes certain operating and financial restrictions on us. Our failure to comply with the obligations under this facility, including maintenance of financial ratios, could result in an event of default, which, if not cured or waived, would permit the lender to accelerate the indebtedness due under the facility. As a holding company, our ability to meet our financial obligations depends on receiving sufficient funds from our subsidiaries. The payment of dividends or other distributions to us by our subsidiaries may be limited by the provisions of our credit agreements and other contractual requirements and by applicable legal restrictions on payment of dividends and other distributions. If we were unable to meet our financial obligations, we would be forced to pursue one or more alternative strategies, such as selling assets, restructuring or refinancing our indebtedness or seeking additional equity capital, strategies which could be unsuccessful. Additional sales of our equity capital could substantially dilute the ownership interest of existing shareholders. **Increases in interest rates could increase the cost of servicing our indebtedness and have an adverse effect on our results of operations and cash flows. Our current credit facility bears interest at a variable rate, which will generally change as interest rates change. We also have various leases, and may enter into future equipment leases, with costs that increase as interest rates increase. Interest rates rose significantly in 2022 and 2023 in response to inflationary pressures in the U. S. and world economies. We utilize interest rate swaps to hedge against our exposure to interest rate fluctuations, but we may at times be unable to agree to favorable terms or agree to terms that do not adequately offset interest rate fluctuations. Accordingly, we bear the risk that the rates we are charged by our lenders and lessors will increase faster than the earnings and cash flow of our business, which could reduce profitability and adversely affect our ability to service our debt, or cause us to breach covenants contained in our credit agreement or leases, which could materially adversely affect our business, financial condition and results of operations.** Risks Related to Our Corporate Structure Our principal shareholders are able to significantly influence all matters requiring shareholder approval. Members of the Abu- Ghazaleh family, including our Chairman and Chief Executive Officer and one of our directors, are our principal shareholders. As of February ~~10~~ **16** , ~~2023~~ **2024** , they together directly owned ~~29~~ **28** . ~~1~~ **6** % of our outstanding Ordinary Shares, and our Chairman and Chief Executive Officer holds, and is expected to continue to hold, an irrevocable proxy to vote all of these shares. We expect our principal shareholders to continue to use their interest in our Ordinary Shares to influence the direction of our management, the election of our directors and to determine substantially all other matters requiring shareholder approval. The concentration of our beneficial ownership may delay, deter, or prevent a change in control, may discourage bids for the Ordinary Shares at a premium over their market price and may otherwise adversely affect the market price of the Ordinary Shares. Our organizational documents contain certain anti- takeover provisions that could delay, deter or prevent a change in control. Various provisions of our organizational documents and Cayman Islands law may delay, deter or prevent a change in control of us that is not approved by our board of directors. These provisions include: • a classified board of directors; • a prohibition on shareholder action through written consents; • a requirement that general meetings of shareholders be called only by a majority of the Board or by the Chairman of the Board; • advance notice requirements for shareholder proposals and nominations; • limitations on the ability of shareholders to amend, alter or repeal our organizational documents; and • the authority of the Board to issue preferred shares on such terms that are determined by the Board itself. Our shareholders have limited rights under Cayman Islands law. We are incorporated under the laws of the Cayman Islands, and our corporate affairs are governed by our Second Amended and Restated Memorandum and Articles of Association and by the Companies Law of the Cayman Islands. Legal principles related to the validity of corporate procedures, the fiduciary duties of our management, directors and controlling shareholders and the rights of our shareholders differ from those that would apply if we were incorporated in the U. S. Further, the rights of shareholders under Cayman Islands law are not as clearly established as the rights of shareholders under legislation or judicial precedent applicable in most U. S. jurisdictions. As a result, our public shareholders may have more difficulty in protecting their interests in the face of actions by the management, directors or controlling shareholders than they might have as shareholders of a U. S. corporation. In addition, it is unclear whether the courts of the Cayman Islands would enforce, either in an original action or in an action for enforcement of judgments of U. S. courts, liabilities that are predicated upon U. S. federal securities laws.

General Risks Our success depends on the services of our senior executives, the loss of any one of which could disrupt our operations. Our ability to maintain our competitive position is dependent to a large degree on the services of our senior management team and other key employees. Our future success depends upon our ability to attract and retain executive officers and other senior management, especially to support our current operations and business strategy. Our business may be negatively affected if we are unable to retain our existing senior management personnel or attract additional qualified senior management personnel. Competition for these individuals is intense and our business may be adversely affected if we are not effective in filling critical leadership positions or in assimilating new executive talent into our organization.