Risk Factors Comparison 2023-12-18 to 2022-12-16 Form: 10-K

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

Statements contained in this Form 10- K may be " forward- looking " within the meaning of Section 21E of the Exchange Act. Such forward- looking statements are subject to certain risks and uncertainties that could cause our operating results to differ materially from those projected. The following factors, among others, in some cases have affected, and in the future could affect, our actual financial or operational performance, or both. Risks Related to Market and Economic Factors Historically, our Business has been Sensitive to Changes in General Economic or Business Conditions. Our customers generally consist of other manufacturers and suppliers who purchase industrial packaging products and containerboard and uncoated and coated recycled boxboard and related products for their own containment and shipping purposes. Because we supply a cross section of industries, such as chemicals, lubricants, films, paints and pigments, food and beverage, personal care, fragrances, petroleum, industrial coatings, carpeting, agriculture, **agrochemical,** pharmaceuticals, mineral products, packaging, automotive, construction and building products industries **,** and have operations in many countries, demand for our products and services has historically corresponded to changes in general economic and business conditions of the industries and countries in which we operate. The overall demand and prices for our products and services could decline as a result of **numerous** ~~a large number of~~ factors outside **of** our control, including an economic recession, increased labor costs, availability of and increased cost of energy, ~~specifically in Europe, the COVID- 19 global pandemic~~ and disruptions in supply chains to our business, our customers, their end markets ~~,~~ and our suppliers, changes in industrial production processes or consumer preference, changes in laws and regulations, inflation, tariffs, changes in published pricing indices, fluctuations in interest rates and currency exchange rates and changes in the fiscal or monetary policies of governments in the regions in which we operate. Accordingly, our financial performance is substantially dependent upon the general economic and business conditions existing in these industries and countries where we do business, and any prolonged or substantial economic downturn or geopolitical uncertainty in the markets in which we operate could have a material adverse effect on our business, financial condition, results of operations and cash flows. Our Global Operations Subject us to Political Risks, Instability and Currency Exchange that Could Adversely Affect our Results of Operations. We are a global company with operations in over 35 countries with approximately ~~38~~ **36** % of our fiscal ~~2022~~ **2023** sales derived from non- U. S. operations. Management of global operations is extremely complex, and our operations outside the United States are subject to additional risks that may not exist, or may not be as significant, with respect to our operations within the United States. Within our global footprint, we have operations in Russia and Eastern and Western Europe. The **length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable. The** Russian invasion of Ukraine has amplified, and may continue to amplify, certain risks to our operations, including increased foreign exchange volatility, disruptions to financial and credit markets, energy supply ~~,~~ **(** specifically in Europe **)** , supply chain disruptions, customer demand, increased risks of cybersecurity incidents, increased costs to ensure compliance with global and local laws and regulations, economic recessions in certain neighboring European countries or globally due to inflationary and other pressures, and delays in the ability, or even the inability, to access cash or earnings from Russia. In addition, the imposition of new or increased sanctions, tariffs, quotas, exchange or price controls, trade barriers or similar restrictions resulting from the Russian invasion of Ukraine could negatively impact our business and operations. **Although** ~~In response to the Russian invasion of Ukraine, we suspended all outside investments in Russia starting in early March 2022. In addition,~~ we have ~~not withdrawn cash or~~ **been able to distribute some** earnings from **our** ~~Russia~~ **Russian operations** ~~since the invasion began, but we are in the process to do so~~ in compliance with all applicable laws **, access to cash and earnings in Russia remains limited** . Furthermore, ~~we may decide~~ in the ~~future to~~ **event that our operations in Russia** cease ~~operations in Russia, in which case the sale or~~ **for any reason, that event** ~~other disposition of our Russian operations~~ would result in an impairment charge, as we would not likely generate a fair market return on those assets. We will continue to monitor the effects of this conflict, including risks that may affect our business, and we will adjust our plans accordingly as the situation progresses. Currently **,** the results of our operations related to Russia are not material to our business, financial condition, results of operations or cash flows. As a result of our general global operations, we are subject to certain risks that could disrupt our operations or force us to incur unanticipated costs or exit a specific country. These risks **, which can vary substantially by country, may** include **economic or** ~~the following: •~~ political **instability, geopolitical events (such as the Russian invasion of Ukraine, the Israel- Hamas conflict and increasing tensions between China and Taiwan), corruption** , social **and ethnic unrest** , **the regulatory environment (including the risks of operating in developing or emerging markets in which there are significant uncertainties regarding the interpretation and enforceability of legal requirements), hyperinflation and fluctuations in the value of local currency versus the U. S. dollar, repatriating cash from foreign countries to the U. S., downturns or changes in** economic ~~and~~ **conditions (including in relation to commodity inflation), adverse tax consequences or rulings, nationalization or any change in social, political or** labor **conditions** ~~instability • war, invasion, civil disturbance or acts of terrorism; • taking of property by nationalization or expropriation without fair compensation; • changes~~ in ~~government policies and~~ **any of these countries, or regions impacting matters such as sustainability, environmental** regulations and ~~enforcement thereof, including selectivity or discrimination in the enforcement thereof; • loss or non- renewal of treaties or similar agreements with foreign tax authorities; • difficulties in enforcement of contractual obligations; • difficulties withdrawing or limitations with respect to accessing cash or earnings from our international subsidiaries and the conversion of currencies into U. S. dollars, including the remittance of dividends and other payments by our international subsidiaries; • imposition or increase of withholding and other taxes on income remittances and other payments by international subsidiaries; • hyperinflation, currency~~

~~devaluation or defaults in certain countries; • impositions or increase of investment and other restrictions or requirements by non- U. S. governments; • national and regional labor strikes, whether legal or illegal and other labor or social actions; • restrictive governmental~~ trade policies ~~, customs, tariffs, trade- wars, international boycotts, sanctions, import / export~~ and **agreements** ~~other trade compliance regulations; and • financial uncertainties in our major international markets~~ . We also have indebtedness, agreements to purchase raw materials and agreements to sell finished products that are denominated in Euros, Turkish Lira, Russian Rubles and other currencies. Our operating performance is affected by fluctuations in currency exchange rates by: • translations into U. S. dollars for financial reporting purposes of the assets and liabilities of our non- U. S. operations conducted in local currencies; and • gains or losses from transactions conducted in currencies other than the operation' s functional currency. The Current and Future Challenging Global Economy and Disruption and Volatility of the Financial and Credit Markets may Adversely Affect our Business. Current global economic conditions are challenging to our global business operations. Such conditions have had, and may continue to have, a negative impact on our financial results. Future economic downturns, either in the United States, Europe or in other regions in which we do business could negatively affect our business and results of operations. With the volatility in the current global economic climate, inflation and geopolitical events around the world, including the Russian invasion of Ukraine ~~,~~ and the **Israel** ~~lingering impact of COVID- 19 pandemic~~ **Hamas conflict** , it is difficult for us to predict the complete impact of the forgoing matters on our business and results of operations. Due to these current and future economic conditions, our customers may face financial difficulties, disruption in their supply chains ~~,~~ and the unavailability of or reduction in commercial credit or increased debt levels that may result in decreased sales by and revenues to our Company. Certain of our customers may cease operations or seek bankruptcy protection, which would reduce our cash flows and adversely impact our results of operations. Our customers that are financially viable and not experiencing economic distress may nevertheless elect to reduce the volume of orders for our products or close facilities in an effort to remain financially stable or as a result of the unavailability of commercial credit which would negatively affect our results of operations. We may experience difficulties in servicing, renewing or repaying our outstanding debt due to continued volatility in the global economy. We may also have difficulty accessing the global credit markets if there is a tightening of commercial credit availability, which would result in decreased ability to fund capital- intensive strategic projects. Further, we may experience challenges in forecasting revenues and operating results due to these global economic conditions. The difficulty in forecasting revenues and operating results may result in volatility in the market price of our common stock. In addition, the lenders under our senior secured credit agreement and other borrowing facilities described in Item 7 of this Form 10- K under Liquidity and Capital Resources- Borrowing Arrangements and the counterparties with whom we maintain interest rate swap agreements, currency forward contracts and derivatives and other hedge agreements may be unable to perform their lending or payment obligations in whole or in part, or may cease operations or seek bankruptcy protection, which would negatively affect our cash flows and our results of operations. The equipment that we use in our manufacturing operations is expensive and requires continued maintenance. We may require significant capital investment to maintain our equipment. If our existing sources of capital prove insufficient, there can be no assurance that we will be able to obtain capital to finance these expenditures on favorable terms, or at all. Any inability by us to maintain our equipment as needed or any inability to obtain capital for expenditures on equipment maintenance on favorable terms could have an adverse effect on our business, financial position and results of operations. ~~The COVID- 19 Pandemic Could Continue to Impact Any Combination of our Business, Financial Condition, Results of Operations and Cash Flows. The global impact from the COVID- 19 pandemic on our business depends on future developments which are uncertain, such as the duration of the pandemic, the severity and continued transmission of the virus, the emergence of new variant strains and the availability and effectiveness of vaccines in the regions in which we operate. The initial impact from the COVID- 19 pandemic to our business has stabilized, but we continue to experience operational disruptions including, supply chain bottlenecks, increased labor costs and transportation challenges, in addition to other impacts not currently known. With the likelihood of new variants that continue the spread of the virus, governments may seek to re- impose business shut downs and various operational restrictions, such as restricting, for example, the movement of our employees and product within locked downed regions within China, which could further impact our business, our customers, their end markets, and our suppliers. To attempt to mitigate the financial risks directly related to the COVID- 19 pandemic, we have developed and implemented operational contingency plans that we believe will help us be prepared to continue supplying our products and services to our customers. As a result, depending on the region in which we operate, the COVID- 19 pandemic may continue to have a negative impact on our financial condition, results of operations and cash flows and, at this time, we cannot reasonably estimate the full impact of the COVID- 19 pandemic.~~ Risks Related to Industry Conditions The Continuing Consolidation of our Customer Base and Suppliers may Intensify Pricing Pressure. Over the last few years, many of our large industrial packaging, containerboard and coated and uncoated recycled boxboard and related products customers have acquired, or been acquired by, companies with similar or complementary product lines. In addition, many of our suppliers of raw materials such as steel, resin and paper, have undergone a similar process of consolidation. This consolidation has increased the concentration of our largest customers, resulting in **, in some cases,** increased pricing pressures from our customers **, and in other cases, a decreasing customer base due to customers becoming more vertically integrated** . The consolidation of our largest suppliers has resulted in limited sources of supply and increased cost pressures from our suppliers. Any future consolidation of our customer base or our suppliers could negatively impact our business, financial condition, results of operations and cash flows. Furthermore, if one or more of our major customers reduces, delays or cancels substantial orders, if one or more of our major suppliers is unable to timely produce and deliver our orders **, or if we are unable to broaden our customer base and increase specialty product offerings to offset the effects of consolidation** , our business, financial condition, results of operations and cash flows may be materially and adversely affected, particularly for the period in which the reduction, delay or cancellation occurs and also possibly for subsequent periods. We Operate in Highly Competitive Industries. Each of our operating segments operates in highly competitive industries. The most important competitive factors we face are price, quality, customer service ~~,~~ and on- time delivery. To the extent any of our competitors become more successful with respect to any of these key competitive factors, we could lose customers and our sales could decline **. Moreover, we anticipate that the lower customer demand patterns that we experienced throughout fiscal year 2023 will continue on an overall basis through 2024, which may cause our competitors to reduce prices to maintain or increase their sales volumes, which could adversely impact our sales volumes and our margins** . In addition, due to the tendency of certain customers to diversify their suppliers, we could be unable to increase or maintain sales volumes with particular customers. Certain of our competitors are substantially larger and have significantly greater financial resources. In addition, some of our products are made from raw materials that are subject to pronounced and at times, rapid price fluctuations, such as steel, which is used in the manufacture of steel drums and containers, old corrugated containers (~~"~~ **“** OCC ~~"~~ **”**), which impacts our paper products, and oil, which in turn affects the price of resin for plastic drums and containers. Particularly in well- developed markets in Europe and in the United States, any substantial increases in the supply of industrial packaging resulting from capacity increases, the stockpiling of raw materials or other types of opportunistic behavior by our competitors in a period of high raw materials prices, or price wars, could adversely affect our margins and the profitability of our business. With many of our customers **,** we have implemented raw material price adjustment mechanisms based on industrial index pricing, however these price adjustment mechanisms lag market price changes and our ability to pass through costs to our customers could take months to realize which in turn could adversely impact our product margins. Although price is a significant basis of competition in our industry, we also compete on the basis of product reliability, the ability to deliver products on a global scale and our reputation for quality and customer service. If we fail to maintain our current standards for product quality, the scope of our distribution capabilities or our customer relationships, our reputation and business, financial condition, results of operations and cash flows could be adversely affected. Negative media reports about us or our businesses, whether accurate or inaccurate, could damage our reputation and relationships with our customers and suppliers, cause customers and suppliers to terminate their relationship with us, or impair our ability to effectively compete, which could adversely affect our business, financial condition, results of operations and cash flows. Our Business is Sensitive to Changes in Industry Demands and Customer Preferences. Industry demand for certain of our industrial packaging and paper products in our United States operations, and industrial packaging products in European and other international markets has varied in recent years, and more recently related to inflationary pressures, causing competitive pricing for those products. **In addition, disruptions within our customer' labor supply could reduce customer demand and negatively impact our business. As demand decreases, we see an increase in competition on price, which could consequentially impact our sales and margins. We see to offset the impacts of these pressures by focusing on quality and customer service.** We compete in industries that are capital intensive, which generally leads to continued production as long as prices are sufficient to cover marginal costs. We are making significant capital investments in line with our long- term business strategy, such as investments in new and improved equipment ~~,~~ automation and technology to increase capacity, productivity and safety. As a result, changes in industry demands (including any resulting industry over- capacity) and increased new capacity for production of industrial packaging products by competitors, may cause substantial price competition and, in turn, we may not be able to derive the expected return on investment from our strategic investments which could negatively impact our business, financial condition, results of operations and cash flows. Additionally, customer preferences are constantly changing based on, among other factors, cost, convenience, health, environmental and social concerns, and customers may choose to use different packaging products than the products we manufacture as their business models change, or may choose to use alternative, more sustainable materials for their packaging products, or simply forego the packaging of certain products entirely. For example, in the United States, sales of fibre drums continue to decline on a year over year basis as some customers select other packaging solutions for their products. Any shift away from packaging products we manufacture or changes in customer preferences to more sustainable supply chain solutions may adversely affect our business, financial condition, results of operations and cash flows. Raw Material **Shortages** , Price Fluctuations, Global Supply Chain Disruptions and ~~Increased~~ **High** Inflation may Adversely Impact our Results of Operations. The principal raw materials used in the manufacture of our products are steel, resin, pulpwood, ~~and~~ recycled pulp from OCC and recycled coated and uncoated boxboard ~~,~~ **and** containerboard and used industrial packaging for reconditioning, which we purchase or otherwise acquire in highly competitive, price sensitive markets **. We have long- term supply contracts in place for obtaining a portion of our principal raw materials** . These raw materials have historically exhibited price and demand cyclicality. In addition, we manufacture certain component parts for our rigid industrial packaging products and those of some of our competitors. Some of these materials and component parts have been, and in the future may be, in short supply. For example, the availability of these raw materials and component parts and / or our ability to purchase and transport these raw materials and produce and transport these component parts may be unexpectedly disrupted by adverse weather conditions, natural disasters, man- made disasters, geopolitical conflicts, a substantial economic downturn in the industries that provide any of those raw material requirements, or competition for use of raw materials and component parts in other regions or countries. **As a result of** ~~However, we have not recently experienced any significant difficulty in obtaining our principal raw materials or component parts. With the global economic uncertainty surrounding inflationary~~ --- **inflation and continued** ~~pressures, the~~ economic slowdown ~~, the Russian invasion of Ukraine, the COVID- 19 pandemic, supply chain disruptions and transportation delays~~ , we may continue to incur significant raw material prices increases in the future which would likely have an adverse effect on our operating margins. **While** ~~We have long- term supply contracts in place for obtaining a portion of our principal raw materials. The disruptions to the global economy starting in 2020 and continuing throughout 2022, which were intensified by the Russian invasion of Ukraine, have impeded global supply chains in some regions in which~~ we ~~operate more than others, resulting in longer lead times. We~~ have taken steps to minimize the impact of these increased costs by working closely with our suppliers and customers ~~. Despite the actions we have undertaken to minimize the impacts~~ , there can be no assurances that unforeseen future events in the global supply chain, and our ability to pass on inflationary costs on to our customers could have a material adverse effect on our business, financial condition and results of operations. **The disruptions to**

the global economy starting in 2020 and continuing throughout 2023, which were intensified by the Russian invasion of Ukraine, have impeded global supply chains in some regions in which we operate more than others, resulting in longer lead times. Energy and Transportation Price Fluctuations and Shortages may Adversely Impact our Manufacturing Operations and Costs. The cost of producing our products is sensitive to the price of energy, including its impact on transport costs. Energy prices, in particular oil and natural gas, have fluctuated in recent years, and specifically in Europe related to the Russian invasion of Ukraine, which had a corresponding effect on our operation and production costs and may have the same effect on our customers causing volatility in demand for our products and services. We are currently seeking alternative energy resources in Europe that may take years to fully implement and savings to be realized, if any. Potential legislation, regulatory action and international treaties related to climate change, especially those related to the regulation of greenhouse gases, may result in significant increases in energy costs as well as taxes, and other governmental charges ~~. We are highly reliant on the trucking industry for the transportation of our products. The overall profitability of our operations may be negatively impacted by higher transportation costs as freight carriers raise prices to address the continued shortage of drivers and market tightness~~ . There can be no assurance that we will be able to recoup any past or future increases in the cost of energy and transportation. Risks Related to our Operations ~~We may not Successfully Implement our Business Strategies, Including Achieving our Growth Objectives. We may not be able to fully implement our build to last business strategy or realize, in whole or in part within the expected time frames, the anticipated benefits of our growth and other initiatives. Our various business strategies and initiatives are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, we may incur certain costs to achieve efficiency improvements and growth in our business and we may not meet anticipated implementation timetables or stay within budgeted costs. As these growth initiatives are undertaken, we may not fully achieve our expected cost savings and efficiency improvements or growth rates, or these initiatives could adversely impact our customer retention or our operations. Also, our business strategies may change from time to time in light of our ability to implement our new business initiatives, competitive pressures, inflation, labor shortages, economic uncertainties or developments, such as the Russian invasion of Ukraine, the COVID- 19 pandemic, or other factors. A variety of risks could cause us not to realize some or all of the expected benefits of these initiatives. These risks include, among others, delays in the anticipated timing of activities related to such initiatives, strategies and operating plans; increased difficulty and costs in implementing these efforts; and the incurrence of other unexpected costs associated with operating the business. If, for any reason, the benefits we realize are less than our estimates or the implementation of these growth initiatives and business strategies adversely affect our operations or cost more or take longer to effectuate than we expect, or if our assumptions prove inaccurate, our business, financial condition, results of operations and cash flows may be adversely affected.~~ We may Encounter Difficulties or Liabilities Arising from Acquisitions or Divestitures. We have invested a substantial amount of capital in acquisitions, joint ventures and strategic investments and we expect that we will continue to do so in the foreseeable future. We are continually evaluating acquisitions, divestitures and strategic investments that are significant to our business both in the United States and internationally. Acquisitions, joint ventures and strategic investments involve numerous risks, including the failure to identify suitable acquisition candidates, complete acquisitions on acceptable terms and conditions, retain key customers, employees and contracts, the inability to integrate businesses without material disruption, unanticipated costs incurred in connection with integrating businesses, the incurrence of liabilities greater than anticipated or operating results that are less than anticipated, the inability to realize the projected value, and the inability to realize projected synergies. In addition, acquisitions, joint ventures and strategic investments and associated integration activities require time and attention of management and other key personnel. There can be no assurance that any acquisitions, joint ventures and strategic investments will be successfully integrated into our operations, that competition for acquisitions will not intensify or that we will be able to complete such acquisitions, joint ventures and strategic investments on acceptable terms and conditions. The costs of unsuccessful acquisition, joint venture and strategic investment efforts may adversely affect our business, financial condition, results of operations and cash flows. Additionally, in connection with any acquisitions or divestitures, we may become subject to contingent liabilities or legal claims, including but not limited to third party liability and other tort claims; claims for breach of contract; employment- related claims; environmental, health and safety liabilities; permitting, regulatory or other legal compliance issues; or tax liabilities. If we become subject to any of these liabilities or claims, and they are not adequately covered by insurance or an enforceable indemnity or similar agreement from a creditworthy counterparty, we may be responsible for significant out- of- pocket expenditures. These liabilities, if they materialize, could have an adverse effect on our business, financial condition, results of operations and cash flows. We may Incur Additional Rationalization Costs and there is no Guarantee that our Efforts to Reduce Costs will be Successful. We have reorganized portions of our operations from time to time in recent years, particularly following acquisitions or divestments of businesses, and periods of economic downturn due to local, regional or global economic conditions. We will continue to implement continuous improvement initiatives necessary or desirable to improve our business portfolio, address underperforming assets and generate additional cash. These initiatives may include reductions in selling, general and administrative costs throughout our Company and have and will likely continue to result in the rationalization of manufacturing facilities. The rationalization of our manufacturing facilities may result in temporary constraints upon our ability to manufacture the quantity of products necessary to fill orders and thereby complete sales in a timely manner. In addition, system upgrades at our manufacturing facilities that impact ordering, production scheduling and other related manufacturing processes are complex, and could impact or delay production targets. A prolonged delay in our ability to fill orders on a timely basis could affect customer demand for our products and increase the size of our product inventories, causing future reductions in our manufacturing schedules and adversely affecting our results of operations. Moreover, our continuous development and production of new products will often involve the retooling of existing manufacturing facilities. This retooling may limit our production capacity at certain times in the future, which could adversely affect our business, financial condition, results of operations and cash flow. In addition, the expansion and reconfiguration of existing manufacturing facilities could increase the risk of production delays, as well as require significant investments of capital. While we expect these initiatives to result in significant profit opportunities and savings throughout our organization, our estimated profits and savings are based on assumptions that may prove to be inaccurate, and as a result, there can be no assurance that we will realize these profits and cost savings or that, if realized, these profits and cost savings will be sustained. Failure to achieve or delays in achieving projected levels of efficiencies and cost savings from such measures, or unanticipated inefficiencies resulting from manufacturing and administrative reorganization actions in progress or contemplated, could adversely affect our business, financial condition, results of operations and cash flows and harm our reputation. Several Operations are Conducted by Joint Ventures that we Cannot Operate Solely for our Benefit. Several operations, particularly in developing countries, are conducted through joint ventures. In countries that require us to conduct business through a joint venture with a local joint venture partner, the loss of a joint venture partner or a joint venture partner' s loss of its ability to conduct business in such country may impact our ability to conduct business in that country. Sanctions that apply to a partner of a joint venture or to a joint venture' s directors or officers could also impact our ability to conduct business through that joint venture. In joint ventures, we share ownership with one or more parties who may or may not have the same goals, strategies, priorities or resources as we do. In general, joint ventures are intended to be operated for the benefit of all co- owners, rather than for our exclusive benefit. Operating a business as a joint venture often requires additional organizational formalities as well as time- consuming procedures for sharing information, accounting and making decisions. In certain cases, our joint venture partners must agree in order for the applicable joint venture to take certain actions, including acquisitions, the sale of assets, borrowing money and granting liens on joint venture property. Our inability to take unilateral action that we believe is in our best interest may have an adverse effect on the financial performance of the joint venture and the return on our investment. Finally, we may be required on a legal or practical basis or both, to accept liability for obligations of a joint venture beyond our economic interest, including in cases where our co- owner becomes bankrupt or is otherwise unable to meet its commitments. Certain of the Agreements that Govern our Joint Ventures Provide our Partners With Put or Call Options. The agreements that govern certain of our current joint ventures under certain circumstances provide the joint venture partner with the right to sell their participation in the joint venture to us or the right to acquire our participation in the joint venture. Some of the joint venture agreements provide that the joint venture partner can sell its participation for a certain purchase price calculated on the basis of a fixed multiple. Such put and call rights may result in financial risks for us. In addition, such rights could negatively impact our operations if as a result of their exercise we lose access to members of our management teams that are familiar with local markets or distribution and manufacturing channels. Our Ability to Attract, Develop and Retain Talented and Qualified Employees, Managers and Executives is Critical to our Success. Our ability to attract, develop and retain talented and qualified employees at all levels within our organization, including production employees, key managers and executives is critical to the success of our business. We need an engaged workforce to serve our customers and meet our business objectives. Competitive pressures and a tightened labor market within and outside our industry, may make it more difficult and expensive to attract, hire and effectively onboard qualified employees. Increased turnover of production employees, the retirement of or unforeseen loss of key officers and employees without appropriate succession planning or the ability to develop or hire replacements could make it difficult to manage our business and meet our business objectives, resulting in a material adverse effect on our business, financial condition, results of operations and cash flows. Our Business may be Adversely Impacted by Work Stoppages and Other Labor Relations Matters. We are subject to the risk of work stoppages and other labor relations matters, with approximately ~~37~~ **27** % of our employees around the world represented by unions. We have experienced work stoppages and strikes in the past, and there may be work stoppages and strikes in the future. Any prolonged work stoppage or strike at any one of our principal manufacturing facilities could have a negative impact on our business, financial condition, results of operations and cash flows. In addition, upon the expiration of existing collective bargaining agreements, we may not reach new agreements without union action and any such new agreements may not be on terms satisfactory to us. We may be Subject to Losses that Might not be Covered in Whole or in Part by Existing Insurance Reserves or Insurance Coverage and General Insurance Premium and Deductible Increases. We are self- insured or carry large deductibles for certain types of insurance claims, which includes, but is not limited to, claims made under our employee medical and dental insurance programs and workers' compensation, auto and general liability claims. We utilize outside actuarial services to establish reserves for estimated costs related to pending claims, administrative fees and claims incurred but not reported. Because establishing reserves is an inherently uncertain process involving estimates, currently established reserves may not be adequate to cover the actual liability for claims made under our employee medical and dental insurance programs and for certain of our workers' compensation and liability claims. If it is concluded that our estimates are incorrect and our reserves are inadequate for these claims, we will need to increase our reserves, which could adversely affect our financial condition, results of operations and cash flows. We have comprehensive liability, fire and extended coverage insurance on our facilities and operations, with policy specifications and insured limits customarily carried for similar properties. However, there are certain types of losses, such as losses resulting from wars, acts of terrorism, windstorms, floods, wildfires, earthquakes or other natural disasters, or pollution, that may be uninsurable or subject to restrictive policy conditions or subject to very large deductibles. In these instances, should a loss occur in excess of insured limits, we could lose capital invested in that property, as well as the anticipated future revenues derived from the manufacturing activities conducted at that property, while remaining obligated for any financial obligations related to the property. Any such loss would adversely impact our business, financial condition, results of operations and cash flows. We purchase insurance policies covering general liability and product liability with substantial policy limits. However, there can be no assurance that any liability claim would be adequately covered by our applicable insurance policies or would not be excluded from coverage based on the terms and conditions of the policy. This could also apply to any applicable contractual indemnity. We also purchase environmental liability policies where legally required and may elect to purchase coverage in other circumstances in order to transfer all or a portion of environmental liability risk through insurance. However, there can be no assurance that any environmental liability claim would be adequately covered by our applicable insurance policies or would not be excluded from coverage based on the terms and conditions of the policy. We do not purchase crop insurance for our timberland holdings, and a forest fire or other event could damage a material amount of timber. The costs of insurance coverage continue to increase, along with increases in the level of deductibles, and the availability of some insurance coverages is decreasing due to extensive property damage caused by natural disasters, increased cyber security breaches, large jury verdicts and other business and employment litigation and losses. Any substantial increases in our insurance premiums, deductibles or the availability of insurance policies could adversely affect our business, financial condition, results of operations and cash flows. Our Business Depends on the Uninterrupted Operations of our Facilities, Systems and Business Functions, Including our Information Technology (~~"~~ **“** IT ~~"~~ **”**) and Other Business Systems. Our business is dependent upon our ability to execute, in an efficient and uninterrupted fashion, necessary business functions, such as accessing key business data, financial information, order processing, invoicing and the operation of IT dependent manufacturing equipment. A significant portion of the communication between our employees, customers and suppliers around the world depends on the reliability of our IT systems. A significant interruption or major failure of the Internet, a shut- down of or inability to access one or more of our facilities, a power outage, unavailability or a failure of one or more of our IT, telecommunications or other systems would substantially impair our ability to perform daily functions on a timely basis and could result in a material adverse impact on our operations and adversely affect our sales ~~. We are in the process of implementing a standard IT platform across our business and have successfully completed implementation in a majority of our locations. The transition from many former systems, many of which were acquired in connection with business acquisitions, to a single system will reduce complexity and inefficiencies in monitoring business results and consolidating financial data. The transition could result in adverse business effects. This project has been ongoing for several years requiring significant human and financial resources and is expected to extend into 2023. These projects may be further delayed as a result of the Russian invasion of Ukraine. There can be no assurance that this project will be successful, and even if successful, there can be no assurance that other difficulties and inefficiencies will not still exist in our systems~~ . We have established a business continuity plan in an effort to ensure the continuation of core business operations in the event that normal operations could not be performed due to a catastrophic event. While we continue to test and assess our business continuity plan to ensure it meets the needs of our core business operations and addresses multiple business interruption events, there is no assurance that core business operations could be performed upon the occurrence of such an event which may have a material adverse effect on our business, financial condition, results of operations and cash flows. A **Cyber- Attack,** Security Breach of Customer, Employee, Supplier or Company Information and Data Privacy Risks and Costs of Compliance with New Regulations may have a Material Adverse Effect on our Business, Financial Condition, Results of Operations and Cash Flows. In the conduct of our business, we rely extensively on computer systems, including third **-** party systems **,** to collect, use, transmit, store and report data on information systems and interact with customers, vendors and employees. Increased global IT security threats and more sophisticated and targeted computer crime and increased ransomware attacks pose a risk to the security of our systems and networks and **third- party systems and networks with our data (including employee and customer data), and** the confidentiality, availability and integrity of our data. Despite our security measures, our IT systems and infrastructure may be vulnerable to computer viruses, cyber- attacks, security breaches caused by employee error or malfeasance or other disruptions, and heightened focus since the beginning of the Russian invasion of Ukraine. Any such threat could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. A security breach of our computer systems **or third- party systems with our data** could interrupt or damage our operations or harm our reputation, or both. In addition, we could be subject to legal claims or proceedings, liability under laws that protect the privacy of personal information and regulatory penalties if confidential information relating to customers, suppliers, employees or other parties is misappropriated from our computer system **or third- party systems with our data** . To date, we have seen no material impact on our business or operations from these threats. However, we cannot ensure that our security efforts will prevent unauthorized access or loss of functionality to our or our third- party providers ~~'~~ **’** systems. The regulatory framework for privacy issues continues to evolve worldwide with increased regulatory and enforcement focus on data protection in the U. S. and abroad, and an actual or alleged failure to comply with applicable U. S. or foreign data protection laws, regulations or other data protection standards in the countries in which we do business may expose us to litigation (including in some instances, class action litigation), fines, sanctions or other penalties, which could harm our business reputation, and could have an adverse effect on our financial condition, results of operations and cash flows. The data privacy landscape is continuously expanding and has significantly increased responsibilities for companies collecting, using and processing personal data, as well as significantly increased penalties for noncompliance of security and data breach obligations, specifically in the **European Union (“** EU **”)** under the General Data Protection Regulation, in China under the Personal Information Protection Law, and in Brazil under the General Personal Data Protection Law, in addition to U. S. privacy laws in numerous states **. Many of these regulations are complex and their interpretation, application and enforcement are often uncertain** . This regulatory and enforcement environment is increasingly challenging and may present material obligations and risks to our business, including significantly expanded compliance burdens and enforcement risks and could result in substantial costs and a material adverse effect on our business, financial condition, results of operations and cash flows. Risks Related to Financial Reporting We Could be Subject to Changes in our Tax Rates, the Adoption of New U. S. or Foreign Tax Legislation or Exposure to Additional Tax Liabilities. The multinational nature of our business subjects us to taxation in the United States and numerous foreign jurisdictions. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation **. The Organization for Economic Cooperation and Development has issued proposed guidance which establishes a 15 % global minimum tax (“ Pillar Two tax ”). In December 2022, the EU issued a directive requiring member states to enact a**

15 % minimum tax into their domestic laws effective for fiscal years beginning on or after December 31, 2023. We will continue to monitor the status of the Pillar Two tax implementation in the jurisdictions in which we operate. Implementation of the Pillar Two tax by jurisdictions in different ways may cause increased complexities as to compliance and increased audit controversy with tax authorities over the application or interpretation of the applicable rules . Tax laws are complex and subject to varying interpretations. At this time, we believe we are properly reflecting the provision for taxes on income using all current enacted global tax laws in every jurisdiction in which we operate. However, there can be no assurance that our tax positions will not be challenged by relevant tax authorities or that we would be successful in any such challenge. ~~Full Realization~~ **We have a Significant Amount** of ~~our Deferred Tax~~ **Goodwill and Long- lived** Assets **Which, if Impaired in the Future, Would Adversely Impact our Results of Operations. At October 31, 2023, the carrying value of our goodwill was $ 1, 693. 0 million. We** may be ~~Affected by a Number~~ **required to record future impairments** of ~~Factors~~ **our long- lived assets as we continue to restructure our business. Decisions to sell or close plants could reduce the estimated useful life of an asset group or indicate that the fair value of the asset group is less than the carrying value** . We ~~have deferred tax~~ **may also experience declines in particular businesses due to competition or other outside forces indicating our long- lived** assets ~~, including foreign~~ **are not recoverable. Any resulting impairments will impact** net ~~operating loss carryforwards and foreign capital loss carryforwards, employee and retiree benefit items, and other accruals not yet deductible for tax purposes. In certain cases, we have established valuation allowances to reduce those deferred tax assets to an amount that is more likely than not to be realized. Our ability to use these deferred tax assets depends in part upon our having future taxable~~ income ~~during~~ **in** the ~~periods~~ - **period** in which ~~these~~ -- **the** ~~temporary differences reverse or~~ **triggering event, such as permanent** ~~our~~ - **or sustaining** ~~ability to carry back any losses created by the deduction~~ **reduction in cash flows, occurs** ~~of these temporary differences. We expect to realize these assets over an~~ **and** ~~extended period. However, if we were unable to generate sufficient future taxable income in the U. S. and certain foreign jurisdictions, or if there were a significant change in the time period within which the underlying temporary differences became taxable or deductible, we~~ could be **significant** ~~required to increase the valuation allowances on our deferred tax assets~~ , which could have an adverse effect on our financial condition ~~,~~ **and** results of operations ~~and cash flows. We have a Significant Amount of Goodwill and Long- lived Assets Which, if Impaired in the Future, Would Adversely Impact our Results of Operations. Our goodwill would be impaired if the fair value of any particular reporting unit is less than the carrying value of that reporting unit. Impairment of our goodwill would reduce our net income in the period of any such write down. We are required to evaluate the goodwill recorded on our balance sheet at least annually, or when circumstances indicate a potential impairment. If we determine that the goodwill is impaired, we would be required to write off a portion or all of the goodwill. The adverse economic impacts of the COVID- 19 pandemic and other adverse economic impacts of general business conditions on our business may increase the potential of a goodwill impairment. At October 31, 2022, the carrying value of our goodwill was $ 1, 464. 5 million. We may be required to record future impairments of our long- lived assets as we continue to restructure our business. Decisions to sell or close plants could reduce the estimated useful life of an asset group or indicate that the fair value of the asset group is less than the carrying value. We may also experience declines in particular businesses due to competition or other outside forces indicating our long- lived assets are not recoverable. Any resulting impairments will impact net income in the period in which the triggering event, such as permanent or sustaining reduction in cash flows, occurs and could be significant, which could have an adverse effect on our financial condition and results of operations. Our Pension and Post- retirement Plans are Underfunded and will Require Future Cash Contributions, and our Required Future Cash Contributions Could be Higher than we Expect, Each of Which Could Have a Material Adverse Effect on our Financial Condition and Liquidity. We sponsor various pension and similar benefit plans worldwide. Our U. S. and non- U. S. pension and post- retirement plans were underfunded by an aggregate of $ 27. 2 million and $ 7. 2 million, respectively, as of October 31, 2022. We may be legally required to make cash contributions to our pension plans in the future, and those cash contributions could be material. In 2023, we expect, but are not obligated, to make cash contributions and direct benefit payments of approximately $ 28. 4 million and $ 1. 0 million to our U. S. and non- U. S. pension and post- retirement plans, respectively, which we believe will be sufficient to meet the minimum funding requirements under applicable laws. Our future funding obligations for our pension and post- retirement plans depend upon the levels of benefits provided for by these plans, the future performance of assets set aside for these plans, the rates of interest used to determine funding levels, the impact of potential business dispositions, actuarial data and experience, and any changes in government laws and regulations. Accordingly, our future funding requirements for our pension and post- retirement plans could be higher than expected, which could have a material adverse effect on our financial condition and liquidity. In addition, our pension plans hold a material amount of equity securities. If the market values of these securities decline, our pension expense and funding requirements will increase, which could have a material adverse effect on our financial condition and liquidity. Any decrease in interest rates or asset returns, if any, to the extent not offset by contributions, could increase our obligations under our pension plans. If the performance of assets held in these pension plans does not meet our expectations, our cash contributions for these plans could be higher than we expect, which could have a material adverse effect on our financial condition and liquidity~~ . Risks Related to Regulatory and Legal Costs Changing Climate, Global Climate Change Regulations and Greenhouse Gas Effects may Adversely Affect our Operations and Financial Performance. There is continuing concern from members of the scientific community and the general public that emissions of greenhouse gases (~~"~~ **“** GHG ~~"~~ **”**) and other human activities have or will cause significant changes in weather patterns and increase the frequency or severity of extreme weather events, including droughts, wildfires and flooding. These types of extreme weather events have and may continue to adversely impact us, our suppliers, our customers and their ability to purchase our products and our ability to timely receive appropriate raw materials to manufacture and transport our products on a timely basis. We believe it is likely that the scientific and political attention to issues concerning the extent and causes of climate change will continue, with new and more restrictive legislation regulations and focus on environmental, social and governance (~~"~~ **“** ESG ~~"~~ **”**) initiatives that could affect our financial condition, results of operations and cash flows. Foreign, federal, state and local regulatory and legislative bodies ~~, such as the Security and Exchange Commission~~ have **enacted or** proposed various legislative and regulatory measures relating to increased transparency and standardization of reporting related to factors that may include climate change, regulating GHG emissions, recycling of plastic materials, and energy policies, including waste tax, and other governmental charges and mandates. ~~If~~ **For instance, it is anticipated that the Securities and Exchange Commission will issue a climate change disclosure rule in 2024, which, if implemented as proposed, would significantly expand climate- related disclosure obligations. The State of California has enacted legislation that will require large U. S. companies doing business in California to make broad- based climate- related disclosures starting as early as 2026, and other states are also considering new climate change disclosure requirements. In addition, the European Union Corporate Sustainability Reporting Directive (“ CSRD ”) became effective in 2023. CSRD applies to both EU and non- EU in- scope entities and would require them to provide expansive disclosures on various sustainability topics. We are assessing our obligations under CSRD and expect that compliance could require substantial effort in the future. We will likely need to be prepared to contend with overlapping, yet distinct, climate- related disclosure requirements in multiple jurisdictions. The compliance with foreign, federal, state and local legislation and regulations concerning climate- related disclosures may result in our Company incurring additional costs and capital expenditures, and the failure to comply with** such legislation ~~or regulations are enacted, we could incur increased energy, environmental~~ and ~~other costs and capital expenditures to comply with the limitations. Failure to comply with these~~ regulations could result in fines to our Company and could affect our business, financial condition, results of operations and cash flows. We could also face increased costs related to defending and resolving legal claims and other litigation related to climate change and the alleged impact of our operations on climate change. We, along with other companies in many business sectors, including our customers, are considering and implementing ESG and sustainability strategies, specifically ways to reduce GHG emissions. As a result, our customers may request that changes be made to our products or facilities, as well as other aspects of our production processes, that increase costs and may require the investment of capital. The failure to comply with these requests could adversely affect our relationships with some customers, which in turn could adversely affect our business, financial condition, results of operations and cash flows. We may be Unable to Achieve Our Greenhouse Gas Emission Reduction Targets by 2030. In April 2021, we announced a GHG emission reduction target to reduce our absolute Scope 1 and 2 emissions by 28 percent by 2030 as part of our ESG and sustainability strategy. Achievement of these targets depends on our execution of operational strategies relating to investments in energy efficient equipment and options to utilize other alternative energy sources. Execution of these strategies and achievements of our 2030 target is subject to risk and uncertainties, many of which are out of our control. These risks and uncertainties include, but are not limited to our ability to execute our strategies and achieve our goals within the currently projected costs and expected timeframes; availability, use and success of on and off- site renewable energy; availability and cost of zero- emissions electric equipment and vehicles; outcome of research efforts and future technology developments such as growing our post- consumer resin product offerings and downgauging our current portfolio; availability of purchasing high quality recycled materials; growing our life cycle services network; the increased cost and availability of virtual power purchase agreements; and the long timeline to complete certain sustainability projects. There are no assurances that we will be able to successfully execute our strategies and achieve our 2030 targets. Failure to achieve our targets could damage our reputation, customer and investor relationships or our access to financing. Further, given investors ~~'~~**’** increased focus related to environmental, social and governance matters, such a failure could cause stockholders to reduce their ownership holdings, all of which, in turn could adversely affect our business, financial condition, results of operations and cash flows and reduce our stock price. Legislation / Regulation Related to Environmental and Health and Safety Matters ~~and Corporate Social Responsibility~~ Could Negatively Impact our Operations and Financial Performance. We must comply with extensive laws, rules and regulations in the United States and in each of the countries where we conduct business regarding environmental matters, such as air, soil and water quality and waste disposal. We must also comply with extensive laws, rules and regulations regarding safety, health and corporate social responsibility matters. There can be no assurance that compliance with existing and new laws, rules and regulations will not require significant expenditures. In addition, laws, rules and regulations, as well as the interpretation and administration of such laws and regulations by governmental agencies, can change and restrict or prohibit the manner in which we conduct our current operations, require additional permits to engage in some or all of our current operations, or increase the cost of some or all our operations. For example, the U. S. EPA has indicated potential forthcoming changes to the regulatory framework that may impact our reconditioning business requiring a change to our processes and operations going forward. Such changes could adversely affect our business, financial condition, results of operations and cash flows. We are also subject to transportation safety regulations promulgated by the U. S. Department of Transportation (~~"~~**“** DOT ~~"~~**”**) and agencies in other jurisdictions. Both the DOT regulations and standards issued by the United Nations and adopted by various jurisdictions outside the United States set forth requirements related to the transportation of both hazardous and nonhazardous materials in some of our packaging products and subject our Company to random inspections and testing to ensure compliance. Failure to comply could result in fines to us and could affect our business, financial condition, results of operations and cash flows. We are subject to laws, rules and regulations relating to certain raw materials used in our business **or present in our products** . For example ~~, certain resins and epoxy- based coatings used in our rigid container business may contain Bisphenol- A (" BPA"), a chemical monomer that can be toxic in sufficient quantities, and is used in several food contact applications. Regulatory agencies in several jurisdictions worldwide have found these materials to be safe for food contact at current levels, but a significant change in regulatory rulings concerning BPA could have an adverse effect on our business. In addition~~ , per- and polyfluoroalkyl substances (“ PFAS ”) are a group of **chemicals that have been** manufactured ~~chemicals~~ **and** used in consumer and industrial products **since** ~~with properties that resist oil, water, temperature, chemicals and fire. The strength of these~~ -- **the 1940’ s.** PFAS compounds ~~also means that they~~ do not easily degrade and have been shown to accumulate ~~overtime~~ **over time** in the environment. In the U. S., Europe and other countries where we operate, there is heightened governmental and regulatory scrutiny on PFAS **usage in packaging products** and **its role in the** contamination of soil, air and ~~water, specifically in drinking~~ water. Governmental inquiries or ~~lawsuits~~ **requirements** involving PFAS could lead to us incurring liability for damages or other costs, civil proceedings, including personal injury claims, class actions, the imposition of fines and penalties, or other remedies, as well as restrictions on or added costs for our business operations going forward. These laws, rules and regulations, as well as investigations and resulting claims by individuals and other businesses, **could adversely affect our reputation with our customers generally, and** could adversely affect our business, financial condition, results of operations and cash flows. At the EU- level, many laws and regulations are designed to protect human health and the environment. For example, Directive 2004 / 35 / EC concerns obligations to remedy damages to the environment, which could require us to remediate contamination identified at sites we own or use. Other EU regulations and directives limit pollution from industrial activities, reduce emissions to air, water and soil, protect water resources, reduce waste, promote recycling, reuse or reduction of materials used, achieving a circular economy, protect employee health and safety and regulate the registration, evaluation, authorization and restriction of chemicals. The European Commission published its “ Fit for 55 ” package in July 2021; a collection of new legislative proposals and amendments to existing rules aimed at implementing the EU’ s target of cutting greenhouse gas emissions by 55 % by 2030. In addition to existing green taxes on energy use, a new EU plastic tax has been introduced. Specifically, there is heightened focus and in some cases a requirement by customers and regulators to use Post- Consumer Resin (" PCR") to manufacture more sustainable packaging. If we are unable to effectively source PCR or innovate our current product offerings to meet this demand, this could negatively affect our business and results of operations. **In addition, we are closely monitoring the discussions on the proposed EU Packaging and Packaging Waste Regulation, which is currently being discussed by the European Parliament and Council with the intention to become law in 2024 and could potentially impose new requirements in terms of recycled content, recyclability and reuse for our products.** Failure to comply with these and other laws, or a change in the applicable legal framework, for example the increased enforcement of environmental regulations in the U. S., Europe, China or other countries or customer requirements, could affect our business, financial condition, results of operations and cash flows, in addition to those of our customers. Our customers in the food and pharmaceutical industry are subject to increasing laws, rules and regulations relating to safety. As a result, customers may demand that changes be made to our products or facilities, as well as other aspects of our production processes, that may require the investment of capital. The failure to comply with these requests could adversely affect our relationships with some customers and result in negative effects on our business, financial condition, results of operations and cash flows. Product Liability Claims and Other Legal Proceedings Could Adversely Affect our Operations and Financial Performance. We produce products and provide services related to other parties’ products, including sensitive products such as food ingredients, pharmaceutical ingredients and hazardous substances. Incidents involving these product types can involve risk of recall, contamination, spillage, leakage, fires, and explosions, which can threaten individual health, impact the environment and cause the breakdown or failure of equipment or processes and the performance of facilities below expected levels of capacity. If any of our customers have such incidents involving our products, they may bring product liability claims against us. While we have built extensive operational processes to ensure that the design and manufacture of our products meet rigorous quality standards, there can be no assurance that we or our customers will not experience operational process failures that could result in potential product, safety, regulatory or environmental claims and associated litigation. We are also subject to a variety of legal proceedings and legal compliance risks in our areas of operation around the globe. Any such claims, whether with or without merit, could be time consuming and expensive to defend and could divert management’ s attention and resources. In accordance with customary practice, we maintain insurance against some, but not all, of these potential claims. In the future, we may not be able to maintain insurance at commercially acceptable premium and deductible levels at all. In addition, the levels of insurance we maintain may not be adequate to fully cover any and all losses or liabilities. If any significant judgment or claim is not fully insured or indemnified against, it could have a material adverse impact on our business, financial condition, results of operations and cash flows. We may Incur Fines or Penalties, Damage to our Reputation or other Adverse Consequences if our Employees, Agents or Business Partners Violate, or are Alleged to have Violated, Anti- bribery, Competition or Other Laws. We cannot provide assurance that our internal controls will always protect us from reckless or criminal acts committed by our employees, agents or business partners that would violate U. S. and non- U. S. laws, including anti- bribery, competition, trade sanctions and regulation, and other laws. Any such improper actions could subject us to civil or criminal investigations in the U. S. and in other jurisdictions, could lead to substantial civil or criminal monetary and non- monetary penalties against us or our subsidiaries, and could damage our reputation. Even the allegation or appearance of our employees, agents or business partners acting improperly or illegally could damage our reputation and result in significant expenditures in investigating and responding to such actions. **17**