Risk Factors Comparison 2024-02-22 to 2023-02-23 Form: 10-K

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Some statements in this report, as well as in other materials we file with the SEC or otherwise release to the public and in materials that we make available on our website, constitute forward- looking statements that are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Senior officers may also make verbal statements to analysts, investors, the media and others that are forward- looking. Forward- looking statements may relate, for example, to future operations, including the anticipated synergies and benefits of any acquisitions or divestitures, as well as prospects, strategies **, investments** , financial condition, economic performance (including growth and earnings), industry conditions and demand for our products and services. We caution that our forward- looking statements involve risks and uncertainties, and while we believe that our expectations for the future are reasonable in view of currently available information, you are cautioned not to place undue reliance on our forward- looking statements. Actual results or events may differ materially from those indicated in our forward- looking statements as a result of various important factors. Such factors include, but are not limited to, those discussed below. Forward- looking statements are only as of the date they are made, and we undertake no duty to update our forward- looking statements except as required by law. You are advised, however, to review any further disclosures we make on related subjects in our subsequent Forms 10- Q, 8- K and other reports filed with the SEC. You should carefully consider the risks described below in addition to the other information set forth in this Annual Report on Form 10- K. Set forth below are the material risks and uncertainties that, if they were to occur, could materially and adversely affect our business or could cause our actual results to differ materially from the results contemplated by the forward- looking statements in this report and in the other public statements we make. Please be aware that these risks may change over time and other risks may prove to be important in the future. New risks may emerge at any time, and we cannot predict such risks or estimate the extent to which they may affect our business, financial condition, results of operations or the trading price of our securities. The considerations and risks that follow are organized within relevant headings but may be relevant to other headings as well. In addition, the material risks and uncertainties described below does not indicate that the risk has not already materialized. STRATEGIC AND OPERATIONAL RISKS Our business will be adversely affected if demand for our products slows. Our business depends on customer demand for the products that we distribute. Demand for these products depends on many factors. With respect to our Automotive segment, the primary factors are: • the number of miles vehicles are driven annually, as higher vehicle mileage increases the need for maintenance and repair; • the number of vehicles in the automotive fleet, a function of new vehicle sales and vehicle scrappage rates, as a steady or growing total vehicle population supports the continued demand for maintenance and repair; • the quality of the vehicles manufactured by the original vehicle manufacturers and the length of the warranty or maintenance offered on new vehicles; • the number of vehicles in current service that are six years old and older, as these vehicles are typically no longer under the original vehicle manufacturers' warranty and will need more maintenance and repair than newer vehicles; • the addition of electric vehicles, hybrid vehicles, ride sharing services, alternative transportation means and autonomously driven vehicles and future legislation, including **incentivizing** ~~tax incentives and restrictions on~~ the ~~sale~~ **purchase** of ~~new internal combustion~~ **electric and hybrid** vehicles, related thereto **, may result in reduced need for parts** ; • gas prices, as increases in gas prices may deter consumers from using their vehicles; • changes in travel patterns, which may cause consumers to rely more on other transportation; • the weather, as milder weather conditions may lower the failure rates of automotive parts, while extended periods of rain and winter precipitation may cause our customers to defer maintenance and repair on their vehicles; extremely hot or cold conditions may enhance demand for our products due to increased failure rates of our customers' automotive parts, and global warming trends and other significant climate changes can create more variability in the short term or lead to other weather conditions that could impact our business; • restrictions on access to diagnostic tools and repair information imposed by the original vehicle manufacturers or by governmental regulation, as consumers may be forced to have all diagnostic work, repairs and maintenance performed by the vehicle manufacturers' dealer networks; and • the economy generally, which in declining conditions may cause consumers to defer vehicle maintenance and repair and defer discretionary spending. With respect to our Industrial segment, the primary factors are: • the level of industrial production and manufacturing capacity utilization, as these indices reflect the need for industrial replacement parts; • changes in manufacturing reflected in the level of the Institute for Supply Management' s Purchasing Managers Index, as an index reading of 50 or more implies an expanding manufacturing economy, while a reading below 50 implies a contracting manufacturing economy; • the consolidation of certain of our manufacturing customers and the trend of manufacturing operations being moved overseas, which subsequently reduces demand for our products; • changes in legislation or government regulations or policies which could impact international trade among our multi- national customer base and cause reduced demand for our products; and • the economy in general, which in declining conditions may cause reduced demand for industrial output. We depend on our relationships with our suppliers, and a disruption of these relationships or of our suppliers' operations could harm our business. As a distributor of automotive and industrial parts, our business depends on developing and maintaining close and productive relationships with our suppliers. We depend on our suppliers to sell us quality products at favorable prices. A variety of factors, many outside our control, affect our suppliers' ability to deliver quality merchandise to us at favorable prices and in a timely manner. These include ~~,~~ raw material shortages, inadequate manufacturing capacity, labor strikes, shortages and disputes anywhere within the supply and distribution chain delivering products to us, tariff and customs legislation and enforcement, transportation disruptions, tax and other legislative uncertainties, ~~pandemics~~ **public health emergencies** and / or weather conditions. In recent years, partly as a result of the COVID- 19 pandemic and other factors beyond our control, such as the ~~ongoing~~ **conflict between**

Russia and Ukraine ~~war~~ **and the conflict in the Gaza strip** , we have experienced **and may continue to experience** supply chain disruptions, particularly with regard to global labor shortages and inventory sourced from outside the U. S. These disruptions have not had a material impact on our business to date, but we cannot provide any assurance that these or new supply chain disruptions **, including from recent unrest in the Middle East,** will not materially or adversely impact our business, financial condition and results of operations in the future. Furthermore, financial or operational difficulties at a particular supplier could cause that supplier to increase the cost, or decrease the quality, of the products we purchase. **For example, increased pressure for wage and benefit increases for suppliers in the U. S. based on the September 2023 strike by the United Auto Workers (" UAW ") and UAW' s ongoing strategy of targeted strikes could impact our suppliers and increase the costs of the products we purchase.** Supplier consolidation could also limit the number of suppliers from which we may purchase products and could materially affect the prices we pay for these products. In addition, we would suffer an adverse impact if our suppliers limit or cancel the return privileges that currently protect us from inventory obsolescence. We face substantial competition in the industries in which we do business. The sale of automotive and industrial parts is highly competitive and impacted by many factors, including name recognition, product availability, customer service, changing customer preferences, store location, and pricing pressures. Because we seek to offer competitive prices, we may be forced to reduce our prices if our competitors reduce their prices or increase promotional spending, which could result in a material decline in our revenues and earnings. Increased competition among distributors of automotive and industrial parts, including increased availability among digital and e- commerce providers across the markets in which we do business, could cause a material adverse effect on our results of operations. We anticipate no decline in competition in any of our business segments in the foreseeable future. In particular, the market for replacement automotive parts is highly competitive and subjects us to a wide variety of competitors. We compete primarily with **international,** national ~~, international~~ and regional auto parts chains, independently owned regional and local automotive parts and accessories stores, automobile dealers that supply manufacturer replacement parts and accessories, mass merchandisers, internet providers and wholesale clubs that sell automotive products, and regional and local full service automotive repair shops, both new and established. Furthermore, the automotive aftermarket industry continues to experience consolidation. Consolidation among our competitors could further enhance their financial position, provide them with the ability to offer more competitive prices to customers for whom we compete, **take advantage of acquisitions and other opportunities more readily, more successfully utilize developing technology, including data analytics, artificial intelligence, and machine learning,** and allow them to achieve increased efficiencies in their consolidated operations that enable them to more effectively compete for customers. If we are unable to continue to develop successful competitive strategies or if our competitors develop more effective strategies, we could lose customers and our sales and profits may decline. The impact of geopolitical conflicts may adversely affect our business and results of operations. We have operations or activities in numerous countries and regions outside the United States, including throughout western Europe and Australasia. As a result, our global operations are affected by economic, ~~political~~ **geopolitical** and other conditions in the foreign countries in which we do business as well as U. S. laws regulating international trade. Specifically, instability in the geopolitical environment in many parts of the world (including as a result of the **conflict between** ~~on- going~~ Russia and Ukraine ~~war~~ **, the conflict in the Gaza strip, general unrest in the Middle East** , and China- Taiwan relations) and other disruptions may continue to put pressure on global economic conditions **and supply chains** . ~~In addition~~ **For example** , **the U. S., other NATO members and other** countries across the globe ~~are~~ **have** ~~instituting~~ **instituted** sanctions and other penalties against Russia **in response to its conflict with Ukraine** . While we do not have operations in Russia or Ukraine, ~~the~~ retaliatory measures **such as this** ~~that have been taken, and could be taken in the future, by the U. S., NATO, and other countries~~ have created **, and may continue to create,** global security concerns that could result in broader ~~European~~ military and political conflicts **, further disrupt global automotive supply chains** and otherwise have a substantial impact on regional and global economies, any or all of which could adversely affect our business, particularly our European operations. While the broader consequences are uncertain at this time, the continuation and / or escalation of ~~the~~ **these** ~~Russian and Ukraine~~ **or other geopolitical** ~~conflict~~ **conflicts** ~~, along with any expansion of the conflict to surrounding areas, create~~ **creates** a number of risks that could adversely impact our business, including: • increased inflation and significant volatility in commodity prices; • disruptions to our global technology infrastructure, including through cyberattacks, ransom attacks or cyber- intrusion; • adverse changes in international trade policies and relations; • our ability to maintain or increase our prices, including freight in response to ~~rising~~ **increased** fuel costs; • disruptions in global supply chains; • increased exposure to foreign currency fluctuations; and • constraints, volatility or disruption in the credit and capital markets. If we experience a security breach, if our internal information systems fail to function properly or if we are unsuccessful in implementing, integrating or upgrading our information systems, our business operations could be materially affected. We depend on information systems to process customer orders, manage inventory and accounts receivable collections, purchase products, manage accounts payable processes, ship products to customers on a timely basis, maintain cost effective operations, provide superior service to customers and accumulate financial results, among many other things. Despite our implementation of various security measures, our IT systems and operations could be subject to damage or interruption from computer viruses, natural disasters, unauthorized physical or electronic access, power outages, telecommunications failure, computer system or network failures, wire transfer failure, employee error / malfeasance, cyber- attacks, security breaches, and other similar disruptions. **In addition, the IT systems of businesses that we have acquired or may acquire could present issues that we were not able to identify prior to the acquisition or other issues that continue to pose risk to us, such as those related to collection, use maintenance and data disclosure practices or other cybersecurity vulnerabilities.** Additionally, the techniques and sophistication used to conduct cyber- attacks and breaches of IT systems change frequently **, including as a result of the deployment of evolving artificial intelligence tools used to identify vulnerabilities and create more effective phishing attempts,** and have the potential to not be recognized until such attacks are launched or have been in place for a period of time. Maintaining, operating, and protecting these systems and related personal and sensitive information about our employees, customers and suppliers requires continuous investments in physical and technological security measures, employee training, and third- party services which we have made and will continue to make. A cyber- attack or security breach could result in, among other things, sensitive and confidential data being lost, manipulated or exposed to unauthorized persons or to the public or delay our ability to process customer orders and manage inventory. While we also seek to obtain assurances from third parties with whom we interact to protect confidential information, there are risks that the confidentiality or accessibility of data held or utilized by such third parties may be compromised. To date, we have not experienced a material breach of ~~cyber- security~~ **cybersecurity** ; however, our computer systems and the computer systems of our third- party service providers have been, and will likely continue to be, subjected to unauthorized access or phishing attempts, computer viruses, malware, ransomware or other malicious codes. In particular, ~~in connection with~~ the ~~COVID~~ **increase in work** - ~~19 pandemic and the related increase in working~~ from **-** home **arrangements** ~~, there has been a spike in cyber- security attacks as work from home measures~~ have led businesses to increase reliance on virtual environments and communications systems, which have been subjected to increasing third- party vulnerabilities and security risks. A serious prolonged disruption of our information systems for any of the above reasons could materially impair fundamental business processes and increase expenses, decrease sales or otherwise impact earnings and cash flows. Furthermore, such a disruption may harm our reputation and business prospects and subject us to legal claims if there is loss, disclosure or misappropriation of or access to our customers, employees or suppliers' information. As the regulatory environment related to information security, data collection and use, and privacy becomes increasingly rigorous, compliance with these requirements could also result in significant additional costs. As threats related to cybersecurity breaches grow more sophisticated and frequent, it may become more difficult to timely detect and protect our data and infrastructure. We recognize the growing demand for business- to- business and business- to- customer e- commerce options and solutions, and we could lose business if we fail to provide the e- commerce options and solutions our customers wish to use. Our retail and business customers increasingly demand convenient, easy- to- use e- commerce tools as an option to conduct their business with us. The success of our e- commerce platform depends on our ability to accurately identify the products to make available through our e-commerce platform, and to provide and maintain an efficient online experience with the highest level of data security for our customers. Operating an e- commerce platform is a complex undertaking and exposes us to risks and difficulties frequently experienced by internet- based businesses, included risks related to, among other things, our ability to support, expand, and develop our internet operations, website, mobile applications and software and related operational systems. Continuing to improve our e- commerce platform involves substantial investment of capital and resources, increasing supply chain and distribution capabilities, attracting, developing and retaining qualified personnel with relevant subject matter expertise and effectively managing and improving the customer experience. If we are unable to successfully provide the e- commerce solutions our retail and business customers desire, we may lose existing customers and fail to attract new ones. Our business, financial condition, results of operations and cash flows may be materially and adversely affected as a result. **Our** ~~We are dependent~~ **dependence** on key personnel and the **increasing potential** ~~loss of one or~~ **for union activity** ~~more of those key persons~~ could **adversely affect our future results and** harm our business. Our future success significantly depends on the continued services and performance of our key management personnel. We believe our management team' s depth and breadth of experience in our industry is integral to executing our business plan. We also will need to continue to attract, motivate, and retain other key personnel as well as maintain employee safety and well- being. The loss of services of members of our senior management team or other key employees, the inability to attract additional qualified personnel as needed or failure to plan for the succession of senior management and key personnel could have a material adverse effect on our business. In addition, there has recently been an increase in workers exercising their right to form or join a union, particularly in the U. S. There can be no assurance that our employees will not elect to be represented by labor unions in the future, which could among other things, adversely impact our culture, increase operating costs and otherwise disrupt our business and operations. Our strategic transactions, initiatives and transformation plan involve risks, which could have an adverse impact on our financial condition and results of operation, and we may not realize the anticipated benefits of these transactions and initiatives. We regularly consider and enter into strategic transactions, including mergers, acquisitions, investments, alliances, and other growth and market expansion strategies, with the expectation that these transactions will result in increases in sales, cost savings, synergies and various other benefits. Assessing the viability and realizing the benefits of these transactions is subject to significant uncertainty, and we face significant competition in pursuing strategically beneficially transactions. Pursuing strategic transactions is also a time- consuming process that can involve significant expenses and management attention. For each of our acquisitions, we need to successfully integrate the target company' s products, services, associates and systems into our business operations, including in particular the challenges associated with the integration of foreign operations to ensure the adequacy of internal controls. Integration can be a complex and time- consuming process, and if the integration is not fully successful or is delayed for a material period of time, we may not achieve the anticipated synergies or benefits of the acquisition. Furthermore, even if the target companies are successfully integrated, the acquisitions may fail to further our business strategy as anticipated, expose us to increased competition or challenges with respect to our products or services, and expose us to additional liabilities. Any impairment of goodwill or other intangible assets acquired in a strategic transaction may reduce our earnings. In addition, any investments we hold in other companies are subject to a risk of partial or total loss of our investment. We also consider and enter into divestitures from time to time, with the expectation that these transactions will result in increases in cost savings and various other benefits. Strategic divestitures are subject to uncertainty and can be a complex and time- consuming process. If the divestiture is not fully successful or is delayed for a material period of time, or if we are unable to reinvest the proceeds of the divestiture in a manner consistent with our strategic objectives, we may not achieve the anticipated benefits of the divestiture. Additionally, as we undertake the transformation plan for our business, we have integrated our strategic initiatives into a cohesive business model which balances competing priorities. If we are unable to implement these strategic initiatives efficiently and effectively, or if these strategic initiatives are unsuccessful, our business, financial condition, results of operations and cash flows could be adversely affected. To facilitate this transformation plan, we are making substantial investments, recruiting new talent, and optimizing our business model, management system, and organization ~~, as well as divesting ourselves of assets related to the business products group segment, which we have exited~~ . Accordingly, a strong balance sheet that provides the flexibility to invest in these new growth opportunities and maintaining discipline in our capital allocation is critical to the success of our transformation plans. If we are unable to maintain a strong balance sheet or optimize our capital allocation or are otherwise not successful in executing our strategic initiatives and transformation plan (or are delayed for reasons outside of our control), we may not be able to realize the full benefits of our plan. Furthermore, if we are unable to successfully drive employee or customer adoption of certain strategic initiatives, we may not realize the full benefits of our plan. Additionally, failure to make progress on our plans (or failure to accurately measure progress on our plan), may disrupt the conduct of our business and divert management' s attention and resources. All of which could have an adverse effect on our financial condition and results of operations. If we fail to maintain an effective system of internal controls over financial reporting there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis, which could result in a loss of investor confidence and negatively impact our business, results of operations, financial condition and stock price. Effective internal controls are necessary for us to provide reliable and accurate financial statements and to effectively prevent fraud. However, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. There can be no assurance that all control issues or fraud will be detected. As we continue to grow our business, our internal controls continue to become more complex and require more resources. Further, some of our employees work remotely and could introduce potential vulnerabilities to our financial reporting systems and our internal control environment and the effectiveness of our internal controls over financial reporting. Any failure to maintain effective controls could prevent us from timely and reliably reporting financial results and may harm our operating results. In addition, if we are unable to conclude that we have effective internal control over financial reporting, or if our independent registered public accounting firm is unable to provide an unqualified report as to the effectiveness of our internal control over financial reporting, as of each fiscal year end, we may be exposed to negative publicity, which could cause investors to lose confidence in our reported financial information. Any failure to maintain effective internal controls and any such resulting negative publicity may negatively affect our business and stock price. Additionally, the existence of any material weaknesses or significant deficiencies would require management to devote significant time and incur significant expense to remediate any such material weaknesses or significant deficiencies and management may not be able to remediate any such material weaknesses or significant deficiencies in a timely manner. The existence of any material weakness in our internal control over financial reporting could also result in errors in our financial statements that could require us to restate our financial statements, cause us to fail to meet our reporting obligations and cause stockholders to lose confidence in our reported financial information, all of which could materially and adversely affect us and the market price of our common stock. MACROECONOMIC, INDUSTRY AND FINANCIAL RISKS Uncertainty and / or deterioration in general macro- economic conditions domestically and globally, including inflation or deflation, employment rates and wages, changes in tax policies, changes in energy costs, uncertain credit markets, or other economic conditions, could have a negative impact on our business, financial condition, results of operations and cash flows. Our business ~~and operating~~ **, financial condition,** results **of operations and cash flows** have been and may in the future be adversely affected by uncertain global economic conditions, including inflation or deflation, domestic outputs, ~~political~~ **geopolitical** uncertainty and unrest, employment rates and wages, including increases in minimum wage, changes in tax policies ~~, including tax legislation such as the Inflation Reduction Act of 2022~~ , changes in energy costs, instability in credit markets, declining consumer and business confidence, fluctuating commodity prices, ~~rising~~ **elevated** interest rates **for prolonged periods** , monetary policies, volatile exchange rates **, changes in fiscal and regulatory priorities resulting from the outcome of the 2024 U. S. presidential election** , and other challenges that could affect the global economy. Both our commercial and retail customers may experience deterioration of their financial resources, which could result in existing or potential customers delaying or canceling plans to purchase our products. ~~Additionally, other economic conditions, including resulting from healthcare pandemics or epidemics, could impact various aspects of our business. The extent to which these could impact us depends on numerous factors and future developments that we cannot predict, including the occurrence of additional waves or spikes in infection rates, including due to the emergence and spread of variants; governmental, business or other actions taken in response to certain healthcare pandemics or epidemics and the efficacy of these actions, including partial or complete shut downs, travel restrictions, and stay- at- home orders among other actions; effectiveness and public acceptance of vaccines; and impacts on our supply chain, our ability to keep operating locations open, and on customer demand.~~ Our vendors ~~could experience similar negative~~ **may also be adversely affected by these and other uncertain or deteriorating macro- economic** conditions, which could impact their ability to fulfill their financial obligations to us ~~. Future weakness in the global economy could adversely affect our business, results of operations, financial condition and cash flows~~ . Fluctuations in foreign currency exchange rates have adversely affected and could continue to adversely affect our operating results. Because the functional currency of most of our foreign operations is the applicable local currency, but our financial reporting currency is the U. S. dollar, we are required to translate the assets, liabilities, expenses, and revenues of our foreign operations into U. S. dollars at the applicable exchange rate in preparing our Consolidated Financial Statements. Accordingly, we face foreign currency exchange rate risk arising from transactions in the normal course of business, such as sales and loans to wholly owned subsidiaries, sales to third- party customers, purchases from suppliers, and bank lines of credit with creditors denominated in foreign currencies. Foreign currency exchange rates have affected our net sales, net earnings, and operating results and could continue to result in declines in our reported net sales and net earnings. Currency exchange rate fluctuations may also affect the comparative prices between products we sell and products our foreign competitors sell in the same market, which may decrease demand for our products. Substantial exchange rate fluctuations as a result of the strengthening of the U. S. dollar or otherwise, may have an adverse effect on our operating results, financial condition, and cash flows, as well as the comparability of our Consolidated Financial Statements between reporting periods. While we actively manage our foreign currency market risk in the normal course of business by entering into various derivative instruments to hedge against such risk, these derivative instruments involve risks and may not effectively limit our underlying exposure to foreign currency exchange rate fluctuations or minimize our net earnings and cash volatility associated with foreign currency exchange rate changes. Further, the failure of one or more counterparties to our foreign currency exchange rate contracts to fulfill their obligations to us could adversely affect our operating results. Our debt levels could adversely affect our cash flow and prevent us from fulfilling our obligations. We have an unsecured revolving credit facility and unsecured senior notes, which could have important consequences to our financial health. For example, our level of indebtedness could, among other things: • make it more difficult to satisfy our financial obligations, including those relating to our unsecured revolving credit facility and our unsecured senior notes; • increase our vulnerability to adverse economic and industry conditions; • limit our flexibility in planning for, or reacting to, changes and opportunities in our industry, which may place us at a competitive disadvantage; • require us to dedicate a substantial portion of our cash flows to service the principal and interest on the debt, reducing the funds available for other business purposes, such as working capital, capital expenditures or other cash requirements; • limit our ability to incur additional debt with acceptable terms; and • expose us to fluctuations in interest rates. The terms of our financing obligations include restrictions, such as affirmative, negative and financial covenants, conditions on borrowing and subsidiary guarantees. A failure to comply with these restrictions could result in a default under our financing obligations or could require us to obtain waivers from our lenders for failure to comply with these restrictions. The occurrence of a default that remains uncured or the inability to secure a necessary consent or waiver could have a material adverse effect on our business, financial condition, results of operations and cash flows. We also guarantee the borrowings of certain independently owned automotive parts stores and certain other affiliates in which we have a non- controlling equity ownership interest. To date, we have not experienced any significant losses in connection with these guarantees. However, if any of the borrowers under these guarantees experienced a default, we may be required to satisfy their payment obligations in an amount that could be material. In addition, our indebtedness is rated by credit rating agencies. Our overall credit rating may be negatively impacted by deteriorating and uncertain credit markets or other factors that may or may not be within our control. The interest rates on our unsecured revolving credit facility, as well as any additional indebtedness we may incur in the future, are impacted by our credit ratings. Accordingly, any negative impact of our credit ratings, or placement of our credit ratings on " review " or " watch " status, could result in higher interest expense and could impact the terms of any additional indebtedness we incur in the future. LEGAL AND REGULATORY RISKS We may be affected by global climate change or legal, tax, regulatory, or market responses to such change. The concern over climate change has led to legislative and regulatory initiatives aimed at reducing greenhouse gas emissions (" GHG "). For example, ~~proposals~~ **regulations** that ~~would~~ impose mandatory requirements related to GHG continue to be considered by **or have been issued by** policy makers in **both the federal and certain state governments in** the U. S. **, by the European Union, and by national governments in Canada, the U. K., Australia** and elsewhere. **Many of the regulations that have been issued create mandatory, annual reporting requirements related to carbon emissions and other sustainability- related information that will ultimately be subject to audit and could expose our company to fines, regulatory inquiry** ~~For~~ **or** ~~example~~ **negative publicity if we fail to comply. Additionally** , significant increases in fuel economy requirements, new federal or state restrictions on emissions of carbon dioxide or new federal or state incentive programs that may be imposed on vehicles and automobile fuels could adversely affect demand for the products we sell. We may not be able to accurately predict, prepare for and respond to new kinds of technological innovations with respect to electric vehicles and other technologies that minimize emissions. Laws enacted to reduce GHG could directly or indirectly affect our suppliers and could adversely affect our business, financial condition, results of operations and cash flows. Changes in automotive technology (including the adoption of electric vehicles) and compliance with any new or more stringent laws or regulations, or stricter interpretations of existing laws, could require additional expenditures by us or our suppliers all of which could adversely impact the demand for our products and our business, financial condition, results of operations or cash flows. Because we are involved in litigation from time to time and are subject to numerous laws and governmental regulations, we could incur substantial judgments, fines, legal fees and other costs as well as reputational harm. We are sometimes the subject of complaints or litigation from customers, employees or other third parties for various reasons **, including as a result of new legal or regulatory frameworks** . For example, we are party to, among other litigation, numerous pending product liability lawsuits relating to our national distribution of automotive parts and supplies, many of which involve claims of personal injury allegedly resulting from the use of automotive parts distributed by us. The damages sought against us in some of these litigation proceedings are substantial. Although we maintain liability insurance for some litigation claims, if one or more of the claims were to greatly exceed our insurance coverage limits or if our insurance policies do not cover a claim our business, financial condition, results of operations and cash flows could be materially and adversely affected. In particular, on July 8, 2021, the Washington Supreme Court overturned the order of the Washington Court of Appeals and reinstated the trial court' s damage award of $ 77 million against us. Additionally, we are subject to ~~numerous~~ **an increasing number of** laws in the various jurisdictions in which we operate as well as governmental regulations relating to taxes, environmental protection, product quality standards, **cybersecurity, machine learning, artificial intelligence,** data privacy, building and zoning requirements, and employment law matters. If we fail to comply with existing or future laws or regulations, we may be subject to governmental or judicial fines or sanctions, while incurring substantial legal fees and costs. In addition, our capital expenses could increase due to remediation measures that may be required if we are found to be noncompliant with any existing or future laws or regulations. Changes in legislation or government regulations or policies, particularly those relating to taxation and international trade, could have a significant impact on our results of operations. Our business is global, so changes to existing international trade agreements, blocking of foreign trade **, increased protectionism,** or imposition of tariffs on foreign goods could result in decreased revenues and / or increases in pricing, either of which could have an adverse impact on our business, results of operations, financial condition and cash flows in future periods. For instance, the United States imposed Section 232 tariffs on many imported products of steel and aluminum in March 2018 and expanded the tariffs to additional derivative products of steel and aluminum effective February 8, 2020. The United States imposed Section 301 tariffs on most imported products from China starting in July 2018. Although the United States and China reached a Phase One trade deal in January 2020, there was no Phase Two trade deal implemented and most of the tariffs imposed remain in place, while uncertainty persists in the trade relationship between the two countries that impacts the global trade landscape. In addition, as a global business, we are subject to taxation in each of the jurisdictions in which we operate. Changes in the tax laws of these jurisdictions, or in the interpretation or enforcement of existing tax laws, could subject our business to audits, inquiries and legal challenges from taxing authorities and could reduce the benefit of tax structures previously implemented for our operations. As a result, we may incur additional costs, including taxes and penalties for historical periods, that may have a material and adverse effect on our business, financial condition, results of operations and cash flows. GENERAL RISKS We are subject to risks related to corporate social responsibility and reputation. Many factors influence our reputation and the value of our brands including the perception held by our customers, business partners, investors, other key stakeholders and the communities in which we do business. Our business faces increasing scrutiny related to **corporate** ~~environmental,~~ social **responsibility** ~~and governance activities~~ and disclosures and risk of damage to our reputation and the value of our brands if we fail to act responsibly in a number of areas, such as environmental stewardship and sustainability, supply chain management, climate change, diversity, equity and inclusion, workplace conduct, human rights, philanthropy and support for local communities. Any harm to our reputation could impact employee engagement and retention and the willingness of customers and our partners to do business with us, which could have a material adverse effect on our business, results of operations and cash flows. Our stock price is subject to fluctuations, and the value of your investment may decline. The trading price of our common stock is subject to fluctuations, and may be subject to fluctuations in the future based upon external economic and market conditions. The stock market in general has experienced significant price and volume fluctuations that sometimes have been unrelated or disproportionate to the operating performance of listed companies. These broad market, geopolitical and industry factors among others may harm the market price of our common stock, regardless of our operating performance and growth outlook, and the value of your investment may decline.