Risk Factors Comparison 2025-02-28 to 2024-02-28 Form: 10-K

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Investing in our common stock involves risk. You should carefully consider the risks described below, as well as the other information contained in this Annual Report on Form 10- K in evaluating your investment in us. If any of the following risks actually occur, our business, financial condition, operating results, or cash flows could be harmed materially. Additional risks, uncertainties, and other factors that are not currently known to us or that we believe are not currently material may also adversely affect our business, financial condition, operating results or cash flows. In any of these cases, you may lose all or part of your investment in us. Risks Related to Our Business The markets we serve are subject to cyclical demand and vulnerable to economic downturn, which could harm our business and make it difficult to project long- term performance. Demand for our products **, particularly in our new equipment business,** depends to **an** ~~a significant~~ extent upon the level of capital and maintenance expenditures by many of our customers and end- users, in particular those customers in the global hydrocarbon and industrial gas markets. These customers' expenditures historically have been cyclical in nature and vulnerable to economic downturns. Decreased capital and maintenance spending by these customers could have a material adverse effect on the demand for our products and our business, financial condition, and results of operations. In addition, this historically cyclical demand limits our ability to make accurate long- term predictions about the performance of our company. The loss of, or significant reduction or delay in, purchases by our largest customers could reduce our sales and profitability. While we sell to more than ~~7~~ **10** , 000 customers, sales to our top ten customers accounted for **26 %,** 25 %, **and** 38 % ~~, and 39 %~~ of consolidated sales in **2024,** 2023 ~~,~~ **and** 2022 ~~and 2021~~ , respectively. While our sales to particular customers fluctuate from period to period, sales to large customers, including the global producers, distributors and users of energy and industrial gases and their suppliers, tend to be a consistently large source of our sales. The loss of any of our major customers, consolidation of our customers, or a decrease or delay in orders or anticipated spending by such customers could materially reduce our sales and profitability. Although order activity in ~~2023~~ **2024** increased year over year, we continued to experience energy price volatility and our customers' adjusted project timing have been considering imposing trade sanctions on certain U.S.goods.We do business that could be impacted by changes to the trade policies of the United States and foreign countries (including governmental action related to tariffs,international trade agreements,or economic sanctions).Such changes have the potential to adversely impact the U.S.economy or certain sectors thereof,our industry and the global demand for our products.We may not succeed in developing and implementing policies and strategies to counter the foregoing factors effectively in each location where we do business ~~,~~ and the foregoing factors may cause a reduction in our sales,profitability or cash flows,or cause an increase in our **liabilities** . We may fail to successfully integrate companies that provide complementary products or technologies. An important component of our recent business strategy has been the acquisition of businesses that complement our existing products and services. Such a strategy involves the potential risks inherent in assessing the value, strengths, weaknesses, contingent or other liabilities, and potential profitability of acquisition candidates and in integrating the operations of acquired companies. In addition, any acquisitions of businesses with foreign operations or sales may increase our exposure to risks inherent in doing business outside the United States. As part of this acquisition strategy, we have closed on several acquisitions in the past three years including the Howden Acquisition. These acquisitions included new businesses that are complementary to our existing LNG and gas technologies. The failure to achieve the anticipated cost savings or commercial synergies of our recent significant acquisitions or recognize the anticipated market opportunities or integration from our acquisitions could have a material adverse effect on our business, financial condition, and results of operations. Our ability to realize the expected cost savings and commercial synergies depend on factors such as operating difficulties, increased operating costs, competitors and customers, delays in implementing initiatives and general economic or industry conditions. We may be required to make significant cash expenditures to achieve such cost savings and commercial synergies and we cannot be assured that these expenditures will not be higher than anticipated. Furthermore, there can be no assurances that such cost savings measures will not cause disruptions or other negative impacts to our operations, business or revenues. There can be no assurances that these acquisitions, including Howden, will ~~be successful or that we will~~ realize the expected benefits currently anticipated. For example, we may not be able to maintain the levels of revenue, earnings or operating efficiency that we and Howden have achieved or might have achieved separately. The business and financial performance of us and Howden are subject to certain risks and uncertainties ~~, including the risk of the loss of, or changes to, our and its relationships with customers~~ . We may be unable to **consistently** achieve the same growth, revenues and profitability that we and Howden have achieved in the past. Potential acquisition opportunities become available to us from time to time, and **in line with our financial policy of no material cash acquisitions until we are below 2. 5 times net leverage,** we periodically engage in discussions or negotiations relating to potential acquisitions ~~, including acquisitions that may be material in size or scope to our business~~ . Any acquisition may or may not occur and, if an acquisition does occur, it may not be successful in enhancing our business. **Failure** ~~If we are unable~~ to ~~successfully control~~ **protect our intellectual property and know- how could reduce** ~~our~~ - **or eliminate any competitive advantage and reduce our sales and profitability, and the** ~~costs~~ - **cost of protecting** ~~and efficiently manage~~ our **intellectual property** ~~operations, it~~ may lead to increased costs and reduced profitability..... obtain these materials and components can often be significant. We rely on a **combination** ~~limited number~~ of **internal procedures** ~~suppliers for some of these materials~~ , **nondisclosure agreements** including special grades of aluminum used in..... determine at a future time that an **and intellectual** impairment exists, it may result in....., in death, bodily injury, property **rights assignment agreements** damage, or economic loss. We..... to be an important regulatory priority globally , as well as ~~as~~ licenses,patents,trademarks and copyright law to protect our intellectual

property and know- how.Our intellectual property rights may not be successfully asserted in the future or may be invalidated,circumvented or challenged.For example,we frequently explore and evaluate potential relationships and projects with other parties,which often require that we provide the potential partner with confidential technical information.While confidentiality agreements are typically put in place,there is a risk the potential partner could violate the confidentiality agreement and use our technical information for its own benefit or the benefit of others or compromise the confidentiality.In addition,the laws of certain foreign countries in which our products may be sold or manufactured do not protect our intellectual property rights to the same extent as the laws of the United States.In addition,the United States has transitioned from a " first- to- invent " to a " first- to- file " patent system,which means that between two identical,pending patent applications,the first inventor no longer receives **priority** on **the patent to the invention. As** a ~~national~~ **result** , ~~state, and local level. As energy policy continues to evolve,~~ the **Leahy** ~~existing rules and incentives that impact the energy~~ - **Smith America Invents Act** ~~related segments of our business~~ may **require us** ~~change. It is difficult, if not impossible,~~ to ~~predict what changes in energy policy might~~ **incur significant additional expense and effort to protect** ~~occur~~ -- **our intellectual property. Failure** ~~in the future and the timing of potential changes and their impact on our~~ - **or inability** ~~business. Our exposure~~ to **protect our proprietary information** ~~fixed pricing on certain long- term customer contracts and performance guarantees,~~ could ~~negatively impact our financial results~~ - **result** ~~. A portion of~~ **in a decrease in** our sales **or profitability. We have obtained and applied** ~~has historically been derived from long- term contracts which may involve long- term fixed price commitments to customers or~~ **for some U. S. and foreign trademark and patent registrations and will continue to evaluate the registration of additional trademarks and patents, as appropriate. We cannot** ~~guarantees~~ - **guarantee** ~~of equipment or process performance and which are sometimes difficult to execute. To the extent~~ that any of our ~~contracts~~ **pending applications will be approved. Moreover, even if the applications** are ~~delayed~~ **approved** , ~~we fail~~ **third parties may seek** to ~~satisfy~~ **oppose or otherwise challenge them. A failure to obtain registrations in the United States or elsewhere could limit our ability to protect our trademarks and technologies and could impede our business. Further, the protection of our intellectual property may require expensive investment in protracted litigation and the investment of substantial management time, and there is no assurance we ultimately would prevail or that** a ~~performance guarantee, our subcontractors fail to perform, contract counterparties successfully~~ -- **successful** ~~assert claims against us, the original cost estimates in~~ **outcome would lead to an economic benefit that is greater than** ~~these~~ -- **the investment in the litigation. The patents in** ~~or~~ **our** ~~other contracts prove~~ **patent portfolio are scheduled** to **expire from 2025 to 2044. In addition, we may** be ~~inaccurate~~ **unable to prevent third parties from using** ~~or~~ **our intellectual property rights and know- how without our authorization or from independently developing intellectual property that is the same as or similar to ours, particularly in** ~~the~~ **those** ~~contracts~~ **countries where the laws** do not ~~permit us to pass increased costs on to our customers, profitability from a particular contract may decrease or project~~ **protect** ~~losses may be incurred, which, in turn, could decrease our sales and overall profitability. Fluctuations in currency exchange or~~ **our intellectual property rights as fully as in** ~~interest rates may adversely affect our financial condition and operating results. A significant portion of our revenue and expense is incurred outside of~~ the United States. We **compete in a number of industries (e** ~~must translate revenues, income and expenses, as well as assets and liabilities into U~~ . ~~S~~ **g** . ~~dollars using~~ **, heat** exchange ~~exchangers~~ ~~rates during or at the end of each period. Fluctuations in currency exchange rates have had and will continue to have an~~ **and cryogenic storage) that** ~~impact on our financial condition, operating results, and cash flow. While we monitor and manage our foreign currency exposure with use of derivative financial instruments to mitigate these exposures, fluctuations in currency exchange rates may materially impact our financial and operational results. In addition, we~~ are **small** ~~exposed to changes in interest rates. While our~~ - **or specialized** ~~senior secured and senior unsecured notes have a fixed cash coupon~~ , ~~other instruments, primarily borrowings under our senior secured revolving credit facility due October 2026 are exposed to variable interest rates. Our convertible notes contain cumulative dividends that can be paid in cash or equity shares, in certain circumstances. The impact of a 100 basis point increase in interest rates to our senior secured revolving credit facility is discussed in the " Quantitative and Qualitative Disclosures About Market Risk " section of this Annual Report. We also have increased interest rate exposure with respect to certain indebtedness incurred in connection with the Howden Acquisition. As a global business, we are exposed to economic, political, and other risks in different countries~~ which could materially reduce our sales, profitability..... to own or operate subsidiaries, make **makes it easier** investments or acquire new businesses in these....., certain foreign governments may require suppliers for a ~~project~~ **competitor** to **monitor** ~~obtain products solely from local manufacturers or~~ **our** ~~may prohibit~~ **activities and increases** the **risk that ideas will be stolen. The unauthorized** use of ~~products manufactured in certain countries. Our operations in markets such as Asia~~ **our know- how by third parties could reduce or eliminate any competitive advantage we have developed** , ~~Australia, India, Europe, and South America, may~~ cause us ~~difficulty due~~ to **lose** ~~greater regulatory barriers than in the United States, the necessity of adapting to new regulatory systems, problems related to entering new markets with different economic, social and political systems and conditions, and significant competition from the primary participants in these markets, some of which may have substantially greater resources than us. In addition, unstable political conditions or civil unrest, including political instability or threatened military actions could negatively impact our order levels and~~ sales ~~in a region or our~~ - **or otherwise harm** ~~ability to collect receivables from customers or operate or execute projects in a region. Changes in U. S. trade policy, tariff and import / export regulations may have a material adverse effect on~~ our business ~~, financial condition and results of operations. Our international operations and transactions also depend upon favorable trade relations between the United States and the foreign countries in which our~~ - **or increase** ~~customers and suppliers have operations. Changes in U. S. or~~ **our expenses** ~~international social, political, regulatory and economic conditions or in laws and policies governing foreign trade, manufacturing, development and investment in the territories or countries where we currently sell our products or conduct our business,~~ as **we attempt to enforce** ~~well as any negative sentiment toward the United States as a result of such changes, could adversely affect our business. U. S. government policy changes and proposals may result in greater restrictions and economic disincentives on international trade. The~~

~~implementation of new tariffs and other changes in U. S. trade policy could trigger retaliatory actions by affected countries, and certain foreign governments have instituted or~~ **our rights** have been considering imposing trade sanctions on..... or cause an increase in our liabilities . Data privacy and data security considerations could impact our business. The interpretation and application of data protection laws are ~~uncertain and~~ evolving. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data security practices. Complying with these various laws is difficult and could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business. Despite our efforts to protect sensitive information and confidential and personal data, comply with applicable laws, rules and regulations and implement data security measures, our facilities and systems may be vulnerable to security breaches and other data loss, including cyber- attacks. In addition, it is not possible to predict the impact on our business of the future loss, alteration or misappropriation of information in our possession related to us, our employees, former employees, customers, suppliers or others. This could lead to negative publicity, legal claims, theft, modification or destruction of proprietary information or key information, damage to or inaccessibility of critical systems, manufacture of defective products, production downtimes, operational disruptions and other significant costs, which could adversely affect our reputation, financial condition and results of operations. We are subject to potential insolvency or financial distress of third parties. We are exposed to the risk that third parties to various arrangements who owe us money or goods and services, or who purchase goods and services from us, will not be able to perform their obligations or continue to place orders due to insolvency or financial distress. If third parties fail to perform their obligations under arrangements with us, we may be forced to replace the underlying commitment at current or above market prices or on other terms that are less favorable to us or we may have to write off receivables in the case of customer failures to pay. If this happens, whether as a result of the insolvency or financial distress of a third party or otherwise, we may incur losses, or our results of operations, financial position or liquidity could otherwise be adversely affected. Failure to protect our intellectual property and..... we attempt to enforce our rights. We may be required to make expenditures in order to comply with environmental, health and safety laws and **emissions** ~~climate change~~ regulations, or incur additional liabilities under these laws and regulations. We are subject to numerous environmental, health and safety laws and regulations that impose various environmental controls on us or otherwise relate to environmental protection and various health and safety matters, including the discharge of pollutants in the air and water, the handling, use, treatment, storage and clean- up of solid and hazardous materials and wastes, the investigation and remediation of soil and groundwater affected by hazardous substances and the requirement to obtain and maintain permits and licenses. These laws and regulations often impose strict, retroactive and joint and several liability for the costs and damages resulting from cleaning up our or our predecessors' facilities and third- party disposal sites. Compliance with these laws generally increases the costs of transportation and storage of raw materials and finished products, as well as the costs of storing and disposing waste, and could decrease our liquidity and profitability and increase our liabilities. If we are found to have violated any of these laws, we may become subject to corrective action orders and fines or penalties, and incur substantial costs, including substantial remediation costs and commercial liability to our customers. Further, we also could be subject to future liability resulting from conditions that are currently unknown to us that could be discovered in the future. We are currently remediating or developing work plans for remediation of environmental conditions involving certain current facilities. We have also been subject to environmental liabilities for other sites where we formerly operated or at locations where we or our predecessors did or are alleged to have operated. To date, our environmental remediation expenditures and costs for otherwise complying with environmental laws and regulations have not been material, but the uncertainties associated with the investigation and remediation of contamination and the fact that such laws or regulations change frequently makes predicting the cost or impact of such laws and regulations on our future operations uncertain. Stricter environmental, **emissions of greenhouse gases,** safety and health laws, regulations or enforcement policies could result in substantial costs and liabilities to us and could subject us to more rigorous scrutiny. Consequently, compliance with these laws could result in significant expenditures, as well as other costs and liabilities that could decrease our liquidity and profitability and increase our liabilities . There is a growing political and..... operations, cash flows and financial condition . We operate in many different jurisdictions, and we could be adversely affected by violations of the U. S. Foreign Corrupt Practices Act and similar worldwide anti- corruption laws. The U. S. Foreign Corrupt Practices Act (" FCPA ") and similar worldwide anti- corruption laws generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business. Our internal policies mandate compliance with these anti- corruption laws. We operate in many parts of the world that have experienced corruption to some degree, and in certain circumstances, strict compliance with anti- corruption laws may conflict with local customs and practices. Despite our training and compliance programs, we cannot assure you that our internal control policies and procedures always will protect us from reckless or criminal acts committed by our employees or agents. Our continued expansion outside the United States, including in developing countries, could increase the risk of such violations in the future. Violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our results of operations or financial condition. Our operations could be impacted by the effects of severe weather. Some of our operations, including our operations in the U. S. Gulf Coast, are located in geographic regions and physical locations that are susceptible to physical damage and longer- term economic disruption from severe weather **and changes in weather patterns** . We also could make significant future capital expenditures in hurricane- susceptible or other severe weather locations from time to time. These weather events can disrupt our operations, result in damage to our properties and negatively affect the local economy in which these facilities operate. Severe weather **and related changes** may cause production or delivery delays as a result of the physical damage to the facilities, the unavailability of employees and temporary workers, the shortage of or delay in receiving certain raw materials or manufacturing supplies and the diminished availability or delay of transportation for customer shipments, any of which may have an adverse effect on our sales and profitability. Although we maintain insurance subject to certain deductibles, which may cover some of our losses, that insurance may become unavailable or prove to be inadequate .A public health crisis could cause disruptions to our operations

which could adversely affect our business in the future.A significant public health crisis could cause disruptions to our operations similar to the effects of the Covid- 19 pandemic. ~~It~~ **Covid- 19** affected our business **primarily** due to the impact on the global economy,including its effects on transportation networks,raw material availability,production efforts and customer demand for our products.Our ability to predict and respond to future changes resulting from a potential health crisis is uncertain.Even after a public health crisis subsides,there may be long- term effects on our business practices and customers in economies in which we operate that could severely disrupt our operations and could have a material adverse effect on our business,results of operations,cash flows and financial condition ~~.Our backlog~~ . We are subject to regulations governing the export of our products. Our export activities are subject to regulation, including the U. S. Treasury Department' s Office of Foreign Assets Control' s regulations. We believe we are in compliance with these regulations and maintain robust programs intended to maintain compliance. However, unintentional lapses in our compliance or uncertainties associated with changing regulatory requirements could result in future violations (or alleged violations) of these regulations. Any violations may subject us to government scrutiny, investigation and civil and criminal penalties and may limit our ability to export our products. As a provider of products to the U. S. government, we are subject to certain federal rules, regulations, audits and investigations, the violation or failure of which could adversely affect our business. From time to time, certain of our products and services may be provided to the U. S. government; and, therefore, we must comply with and are affected by laws and regulations governing purchases by the U. S. government. Although we are not subject to all contractor requirements, the generally more extensive requirements governing " Government contract laws and regulations " affect how we do business with our government customers and, in some instances, impose added costs on our business. For example, a violation of specific laws and regulations could result in the imposition of fines and penalties or the termination of our contracts or debarment from bidding on contracts. In some instances, these laws and regulations impose terms or rights that are more favorable to the government than those typically available to commercial parties in negotiated transactions. Tax rules are subject to change, and unanticipated changes in our effective tax rate could adversely affect our future results. Our future results of operations could be affected by changes in the effective tax rate as a result of changes in tax laws, regulations and judicial rulings. In December 2017, the Tax Cuts and Jobs Act of 2017 was signed into law in the United States, which among other things, lowered the federal corporate income tax rate from 35 % to 21 % and moved the country towards a territorial tax system with a one- time mandatory tax on previously deferred foreign earnings of foreign subsidiaries. ~~As of December 31, 2023, provisions of the law as currently constructed are expected to change for future tax years. Although our effective tax rate decreased during 2018, there~~ **There** can be no assurances that **the** ~~any expected~~ benefit **we have derived** from the Tax Cuts and Jobs Act will be maintained long- term given political and other uncertainties. The Organisation for Economic Co- operation and Development (**"** OECD **"**)' s base erosion and profit shifting (**"** BEPS **"**) project is an area we continue to monitor due to its global reach. The OECD, which represents a coalition of member countries, has issued recommendations that, in some cases, would make substantial changes to numerous long- standing tax positions and principles. As countries, in which we operate, continue to pass laws to adopt the tenants of the BEPS Framework (tiered adoption over multiple years), we will continue to monitor potential impacts to the Company' s tax stature. These contemplated changes have begun adoption by various countries during 2023, could increase tax uncertainty and may adversely affect our provision for income taxes. We will continue to monitor developments and impacts to our provision for income taxes. Our effective tax rate could also be adversely affected by changes in the mix of earnings and losses in countries with differing statutory tax rates, certain non- deductible expenses arising from share- based compensation, the valuation of deferred tax assets and liabilities and changes in accounting principles. In addition, we are subject to income tax audits by many tax jurisdictions throughout the world. Although we believe our income tax liabilities are reasonably estimated and accounted for in accordance with applicable laws and principles, an adverse resolution of one or more uncertain tax positions in any period could have a material impact on the results of operations for that period ~~rainfall levels),water availability,storm patterns and intensities,and temperature levels.These potential physical effects may adversely impact the cost,production,sales and financial performance of our operations~~ .We could be obligated to make significant contributions to our pension plans,some of which are underfunded,and we contribute to a multi- employer plan for collective bargaining U.S.employees,which is underfunded.Certain U.S.hourly and salaried employees are covered by our Chart defined benefit pension plan.The defined benefit pension plan has been frozen since February 2006. **In May 2024,our Board of Directors approved a resolution to terminate the Chart defined benefit pension plan and notified plan participants of the termination and the distribution alternatives.** As of December 31, ~~2023~~ **2024** ,the projected benefit obligation under our **Chart defined benefit** pension plan was $ ~~48~~ **39.5 million,and the value of the assets of the plan was $ 43** .1 million ~~,and the value of the assets of the plan was $ 54.0 million~~ .Although our Chart **defined benefit** pension plan was fully funded as of December 31, ~~2023~~ **2024** ,the performance of assets in the plan and other related factors beyond our control have the potential to adversely affect the funding status of our pension plan in the future. **We have** ~~As part of the Howden Acquisition,we assumed~~ responsibility for ten ~~additional~~ defined benefit plans outside of the United States,which are predominantly in Germany ~~,covering certain employees of Howden~~ .As of December 31, ~~2023~~ **2024** ,the aggregate projected benefit obligation of ~~the~~ **these** ~~Howden~~ pension plans was $ ~~43~~ **39** . ~~0~~ **2** million,and the aggregate value of the assets of ~~the~~ **these** ~~Howden~~ pension plans was $ ~~41~~ **42** . ~~8~~ **4** million,resulting in ~~the~~ **these** ~~Howden~~ pension plans being ~~underfunded~~ **overfunded** by $ ~~1~~ **3** .2 million in the aggregate **.However,certain of these plans are in an underfunded status as of December 31,2024** .We are also a participant in a multi- employer plan,which is underfunded.Among other risks associated with multi- employer plans,contributions and unfunded obligations of the multi- employer plan are shared by the plan participants and we may inherit unfunded obligations if other plan participants withdraw from the plan or cease to participate.Additionally,if we elect to stop participating in the multi- employer plan,we may be required to pay amounts related to withdrawal liabilities associated with the underfunded status of the plan.If the performance of the assets in our **defined benefit** ~~Chart pension plan,the Howden pension~~ plans or the multi- employer plan does not meet expectations or if other actuarial assumptions are modified,our required pension contributions for future years could be higher

than we expect,which may negatively impact our results of operations,cash flows **and financial condition** . Dividend requirements associated with the Series B Mandatory Convertible Preferred Stock that Chart issued to fund a portion of the Howden Acquisition subject it to certain risks. In December 2022, we issued 8, 050, 000 depositary shares, each representing a 1 / 20th interest in a share of Chart' s Series B Mandatory Convertible Preferred Stock (the " Mandatory Convertible Preferred Stock "). Any future payments of cash dividends, and the amount of any cash dividends we pay, on the Mandatory Convertible Preferred Stock will depend on, among other things, business condition, our financial condition, earnings and liquidity, as well as other factors that our board of directors (or an authorized committee thereof) may consider relevant. Dividends will accumulate from the initial issue date and, to the extent that we are legally permitted to pay dividends and our board of directors, or an authorized committee thereof, declares a dividend payable with respect to the Mandatory Convertible Preferred Stock, we will pay such dividends in cash, or subject to certain limitations, by delivery of shares of our common stock or through any combination of cash and shares of our common stock, as determined by our board of directors in its sole discretion. Any unpaid dividends will continue to accumulate. The terms of the Mandatory Convertible Preferred Stock further provide that if dividends have not been declared and paid for six or more dividend periods whether or not for consecutive dividend periods, the holders of such shares of Mandatory Convertible Preferred Stock, voting together as a single class with holders of all other preferred stock of equal rank having similar voting rights, will be entitled at our next annual or special meeting of stockholders to vote for the election of a total of two additional members of our board of directors, subject to certain limitations. Risks Related to Our Leverage Our leverage and future debt service obligations could adversely affect our business, financial condition, and results of operations and our ability to meet our payment obligations under our debt. We are leveraged and have future debt service obligations. As of December 31, ~~2023~~ **2024** , our total indebtedness was $ 3, ~~963~~ **757** . ~~9~~ **5** million. In addition, at that date, under our senior secured revolving credit facility, we had $ ~~272~~ **277** . ~~0~~ **5** million of letters of credit and bank guarantees outstanding and borrowing capacity of ~~approximately~~ $ ~~625~~ **767** . ~~2~~ **5** million. Through separate facilities, our subsidiaries had $ ~~134~~ **173** . ~~3~~ **8** million of letters of credit and bank guarantees outstanding at December 31, ~~2023~~ **2024** . Our level of indebtedness could have significant consequences, including: • reduced availability of cash for our operations and other business activities; • difficulty in obtaining financing in the future; • exposure to risk of increased interest rates on variable rate indebtedness under our senior secured revolving credit facility and term loans; • vulnerability to general economic downturns and adverse industry conditions; • increased competitive disadvantage compared to our competitors that have less debt or are less leveraged; • adverse customer reaction to our debt levels; • inability to comply with covenants in, and potential for default under, our debt instruments; and • failure to refinance any of our debt. See Item 7. " Management' s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources. " If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to sell assets, seek additional capital or seek to restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. We may be unable to consummate those asset sales to raise capital or sell assets at prices that we believe are fair and proceeds that we do receive may be inadequate to meet any debt service obligations then due. We may incur substantial additional indebtedness, which could further exacerbate the risks that we face. We may be able to incur substantial additional indebtedness in the future. The terms of our debt instruments do not fully prohibit us from doing so. Our senior secured revolving credit facility provides commitments of up to $ 1, ~~000~~ **250** . 0 million, ~~approximately~~ $ ~~625~~ **767** . ~~2~~ **5** million of which would have been available for future borrowings (after giving effect to letters of credit and bank guarantees outstanding) as of December 31, ~~2023~~ **2024** . See Item 7. " Management' s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Debt Instruments and Related Covenants. " If new debt is added to our current debt levels, the related risks that we now face could intensify. The terms of our existing debt may limit our ability to finance future operations or capital needs or engage in other business activities that may be in our interest. The terms of our existing debt impose, and the terms of any future indebtedness may impose, operating and other restrictions on us and our subsidiaries. Such restrictions affect or will affect, and in various circumstances limit or prohibit, among other things, our ability and the ability of our subsidiaries to: • incur or guarantee additional indebtedness; • create liens; • pay dividends based on our leverage ratio and make other distributions in respect of our capital stock; • redeem or buy back our capital stock based on our leverage ratio; • make certain investments or certain other restricted payments; • enter into a new line of business; • sell or transfer certain kinds of assets; • enter into certain types of transactions with affiliates; and • effect mergers or consolidations. The senior secured revolving credit facility due ~~October~~ **April** ~~2026~~ **2029** also requires us to achieve certain financial and operating results and maintain compliance with specified financial ratios. Our ability to comply with these ratios may be affected by events beyond our control. The restrictions contained in the senior secured revolving credit facility and our indentures could: • limit our ability to plan for or react to market or economic conditions or meet capital needs or otherwise restrict our activities or business plans; and • adversely affect our ability to finance our operations, acquisitions, investments or strategic alliances or other capital needs or to engage in other business activities that would be in our interest. A breach of any of these covenants could result in a default under our debt agreements. If an event of default occurs under our debt agreements, which includes an event of default under the other debt agreements, the lenders or holders could elect to declare all indebtedness outstanding, together with accrued and unpaid interest, to be immediately due and payable. The lenders under our senior secured revolving credit facility will also have the right in these circumstances to terminate any commitments they have to provide further financing. If we were unable to repay or otherwise refinance this indebtedness when due, our lenders could sell the collateral securing the senior secured revolving credit facility due ~~October~~ **April** ~~2026~~ **2029** and the secured notes, which constitutes substantially all of our domestic wholly- owned subsidiaries' assets. Our ~~1. 00 % Convertible Senior Subordinated Notes due November 2024 have certain fundamental change and conditional conversion features and our~~ Senior Secured Notes due 2030 and our Senior Unsecured Notes due 2031 have certain change in control features which, if triggered, may adversely affect our financial condition. ~~If a fundamental change occurs under our 1. 00 % Convertible Senior Subordinated Notes due~~

~~November 2024, the holders of the convertible notes may require us to purchase for cash any or all of the convertible notes. In addition, upon~~ **Upon** the occurrence of certain kinds of change of control, we will be required to offer to repurchase all of the outstanding secured notes and unsecured notes at 101 % of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase. However, there can be no assurance that we will have sufficient funds at the time of the ~~fundamental change or~~ change in control to purchase all of the ~~convertible notes,~~ secured notes or unsecured notes delivered for purchase, and we may not be able to arrange necessary financing on acceptable terms, if at all. ~~Likewise, if one of the conversion contingencies of our convertible notes is triggered, holders of convertible notes will be entitled to convert the convertible notes at any time during specified periods. We are subject to counterparty risk with respect to the convertible note hedge and capped call transactions associated with our 1. 00 % Convertible Senior Subordinated Notes due November 2024. The option counterparties for our convertible note hedging arrangements are financial institutions, and we will be subject to the risk that any or all of them might default under the convertible note hedge and capped call transactions. Our exposure to the credit risk of the option counterparties is not secured by any collateral. Global economic conditions have from time to time resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the convertible note hedge and capped call transactions with that option counterparty. Our exposure will depend on many factors but, generally, the increase in our exposure will be correlated to the increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our common stock. We can provide no assurances as to the financial stability or viability of the option counterparties.~~ Risks Related to the Trading Market for Our Preferred and Common Stock The issuance of common stock upon conversion of ~~our 1. 00 % Convertible Senior Subordinated Notes due November 2024 or~~ 6. 75 % Series B Mandatory Convertible Preferred Stock could cause dilution to the interests of our existing stockholders. ~~As of December 31, 2023, we had $ 258. 7 million aggregate principal amount of our 1. 00 % Convertible Senior Subordinated Notes due November 2024. Prior to the close of business on the business day immediately preceding August 15, 2024, the convertible notes will be convertible only upon satisfaction of certain conditions. Holders may convert their 1. 00 % convertible notes at their option at any time after August 15, 2024 until the close of business on the second scheduled trading day immediately preceding November 15, 2024. As a result of attaining these specified market price conditions, the notes are convertible in the first quarter of 2024, although there have been no significant conversions to date. On December 31, 2020, we amended the Indenture governing our 1. 00 % Convertible Senior Subordinated Notes due November 2024 to eliminate share settlement thus leaving us with two settlement options: (1) cash settlement or (2) cash for par and any combination of cash and shares for the excess settlement amount above the $ 258. 7 million aggregate principal amount of our 1. 00 % Convertible Senior Subordinated Notes due November 2024. We currently intend to settle conversions of 1. 00 % convertible notes through a combination of the payment of cash and issuance of shares, with payments of cash up to the aggregate principal amount of the convertible notes to be converted and delivering shares of our common stock in respect of the remainder, if any, of our conversion obligation in excess of the aggregate principal amount of the notes being converted. In addition, unless~~ **Unless** earlier converted, each share of the Mandatory Convertible Preferred Stock will automatically convert on or around December 15, 2025 into between 7. 0520 and 8. 4620 shares of our common stock, subject to customary anti- dilution adjustments. At any time prior to December 15, 2025, a holder of Mandatory Convertible Preferred Stock may elect to convert such holder' s shares of the Mandatory Convertible Preferred Stock, in whole or in part, at the minimum conversion rate of 7. 0520 shares of common stock per share. If a fundamental change occurs on or prior to December 15, 2025, holders of the Mandatory Convertible Preferred Stock will have the right to convert their shares of Mandatory Convertible Preferred Stock, in whole or in part, into shares of common stock at a conversion rate based on the effective date of the fundamental change and the price paid (or deemed paid) per share of our common stock in such fundamental change. We may also pay declared dividends in cash or, subject to certain limitations, in shares of common stock or in any combination of cash and common stock. Conversion of the Mandatory Convertible Preferred Stock into common stock, as well as the payment of dividends in shares of common stock, could be dilutive to our existing stockholders. Our common stock ranks junior to the Mandatory Convertible Preferred Stock with respect to dividends and amounts payable in the event of our liquidation, dissolution or winding- up of our affairs. Our common stock ranks junior to the Mandatory Convertible Preferred Stock with respect to the payment of dividends and amounts payable in the event of our liquidation, dissolution or winding- up of our affairs. This means that, unless accumulated dividends have been paid or set aside for payment on all the outstanding Mandatory Convertible Preferred Stock through the most recently completed dividend period, no dividends may be declared or paid on our common stock subject to limited exceptions. Likewise, in the event of our voluntary or involuntary liquidation, dissolution or winding- up of our affairs, no distribution of our assets may be made to holders of our common stock until we have paid to holders of the Mandatory Convertible Preferred Stock a liquidation preference equal to $ 1, 000 per share plus accumulated and unpaid dividends.