Risk Factors Comparison 2024-02-23 to 2023-02-24 Form: 10-K

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

In addition to the factors discussed elsewhere in this ~~Report~~ **Form 10- K**, the risks described below are those that we believe are material to our company. The occurrence of any of the events discussed below could significantly and adversely affect our business, prospects, financial position, results of operations **,** and cash flows as well as the trading price of our securities. RISKS RELATED TO CHANGES IN DEMAND FOR OUR PRODUCTS. Recent macroeconomic factors including labor shortages, supply chain disruptions, inflation ~~,~~ **and** recession risks ~~and the COVID- 19 pandemic have caused downturns in the commercial aerospace industry and other commercial disruptions, which~~ have adversely affected our business, and could cause additional downturns in the **aerospace,** automotive **,** and ground transportation industries, which would further adversely affect our business. We derive a significant portion of our revenue from products sold to the aerospace and automotive and ground transportation industries. Macroeconomic factors ~~including~~ **include**, but not limited to: (i) labor shortages; (ii) disruptions to ~~supply chains, such as the recent disruptions with our molten metal and magnesium~~ supply chains; (iii) other interruptions of international and regional commerce; (iv) inflation; (v) higher interest rates; **and** (vi) recession risks ~~; and (vii) concerns regarding and measures implemented in response to pandemics of infectious disease, such as the COVID - 19 pandemic, have and could further cause changes in global travel and shipping patterns, negatively influencing demand for new commercial aircraft and other vehicles, resulting in cancellations or deferrals of orders and / or decreases in new deliveries~~. Moreover, because new automotive vehicle demand is tied closely to overall economic strength, economic uncertainty, increasing interest rates and / or increased unemployment could lead to weak demand for, or lower production of, new cars, light trucks, SUVs **,** and heavy **-** duty vehicles and trailers, which ~~, in turn,~~ could adversely affect demand for our products. ~~Despite existing backlogs, additional~~ **Additional** adverse macroeconomic developments may lead to reduced demand for our products, which could adversely affect our financial position, results of operations **,** and cash flows. We operate in a highly competitive industry. We compete with others in the **semi-** fabricated products segment of the aluminum industry based upon quality, availability, price, customer service **,** and delivery performance. Some of our competitors are substantially larger than we are, have greater financial resources than we do, operate more facilities than we do, are geographically closer to our customers than we are, employ more efficient or advanced technologies than we do **,** or have other strategic advantages. **New** ~~Additionally, new~~ parties may become capable of manufacturing similar products and qualifying them with our customers, which could lead to further competitive pressure. Competitors' facilities located in certain other countries may have a manufacturing cost advantage compared to our facilities, which are located in the United States and Canada. Such foreign competitors may sell products similar to our products at lower prices as a result of having lower manufacturing costs or due to currency exchange rates that periodically favor foreign competition. Some foreign competitors may also dump their products in the United States and Canada in violation of existing trade laws. We may not be able to compete by differentiating ourselves based on the quality, availability and delivery of our products or our customer service. Additionally, we may not be able to reduce our cost structure and our selling prices to be competitive with others, and tariffs introduced to protect manufacturers in the United States and Canada from foreign price competition may not be fully effective. Increased competition could cause a reduction in demand for our products and our shipment volumes, our product pricing **,** or both shipment volumes and product pricing, which could have an adverse effect on our financial position, results of operations and cash flows. Reductions in demand for our products may be more severe than, and may occur prior to, reductions in demand for our customers' products. Most of our products undergo further fabrication by other parties before being deployed in their end uses. In particular, our Aero / HS products undergo numerous stages of further fabrication or assembly by a number of parties in the supply chain, often over the course of many months. The lead time from when we sell our Aero / HS product to when the finished product is installed on an aircraft often exceeds a year. Due to this long lead time, demand for our products may increase prior to demand for our customers' products or may decrease when our customers experience or anticipate softening demand for their products. Our customers typically respond to reduced demand for their products by depleting their inventory until their inventory falls to a new desired level. This causes a greater reduction in demand for our products than our customers experience for their products. Further, the reduction in demand for our products can be exacerbated if our customers' inventory levels had been higher than normal, if production is delayed for specific commercial airframe models, if our customers previously had purchased products from us at committed sales contract volumes that exceeded their actual need or for other reasons. The amplified reduction in demand for our products while our customers consume their inventory to meet their business needs (destocking) may adversely affect our financial position, results of operations and cash flows. Our customers may reduce their demand for aluminum products in favor of alternative materials. Our products compete with other materials for use in various customer applications. For instance, the commercial aerospace industry has used and continues to evaluate the further use of titanium, composites **,** and carbon fiber materials as alternatives to aluminum to reduce aircraft weight and increase fuel efficiency. Additionally, while the automotive industry has continued to increase **the** use of aluminum in vehicle production to reduce vehicle weight and increase fuel efficiency, manufacturers may revert to steel or other materials for certain applications and rely on improved drivetrain technology, more efficient engines, aerodynamics **,** or other measures to achieve fuel efficiency goals. Finally, the packaging industry has used and continues to use steel, tin, plastics, glass **,** and paperboard as alternatives to aluminum for packaging and delivery of food and beverages. The packaging industry is heavily influenced by cost and recyclability of the packaging material. The willingness of customers to use materials other than aluminum could adversely affect the demand for our products, particularly our Aero / HS products, Packaging **,** and Automotive Extrusions, and thus could adversely affect our financial position, results of operations and cash flows. Our customers may reduce their demand for our products if the government relaxes fuel efficiency standards or if oil prices remain low for a protracted period of time. Efficient use of fossil fuels partially drives demand for aluminum in transportation applications. The USEPA, other federal regulatory agencies **,** and regulatory agencies of certain states have generally sought to limit growth of fossil fuel usage by establishing stricter fuel efficiency standards. In addition, newly elected and / or changing administrations could accelerate efforts to not only limit, but reduce, fossil fuel usage and carbon emissions beyond what may be technologically possible for certain products and manufacturing processes and revisit or reverse the environmental agendas of previous administrations with respect to previously established fuel efficiency standards. Additionally, in periods of lower oil prices, the economic benefits of replacing older aircraft and automobiles with more fuel-efficient models are less compelling. A relaxation of fuel efficiency standards by the regulatory agencies or an extended period of moderate oil prices could reduce demand for new more efficient aircraft and automobiles, which could adversely affect the demand for our products and have an adverse effect on our financial position, results of operations and cash flows. The commercial aerospace industry is cyclical and downturns in the commercial aerospace industry could adversely affect our business. We derive a significant portion of our revenue from products sold to the aerospace industry. Notwithstanding a secular growth trend spanning nearly two decades, the aerospace industry is highly cyclical. Numerous factors that influence demand for new commercial aircraft could result in cancellations or deferrals of aircraft orders and a global decrease in new commercial aircraft deliveries. These factors ~~have included the impacts of the COVID- 19 pandemic on global travel and supply chains, but also~~ include but are not limited to: (i) declines or reduced growth trends in global travel and airline passenger traffic; (ii) the rate of replacement of older aircraft with more fuel efficient aircraft; (iii) changing airline strategies affecting preferences for single-aisle aircraft models as opposed to twin- aisle or jumbo aircraft models; (iv) airline industry profitability; (v) the state of regional and global economies; (vi) concerns regarding terrorism or the threat of terrorism; (vii) concerns regarding new pandemics of infectious disease; and (viii) safety concerns with newly introduced and existing aircraft. Despite existing backlogs, adverse developments in any one or more of these influencing factors may lead to reduced demand for new aircraft that utilize our products, which could adversely affect our financial position, results of operations and cash flows. Reductions in defense spending for aerospace and non- aerospace military applications could adversely affect demand for our products. Our products are used in a wide variety of military applications, including military aircraft, armored vehicles **,** and ordnance. Certain military programs are used by the U. S. armed forces, as well as by the defense forces of our allied foreign powers. Military programs that currently use or in the future could use our products may be subject to changes in military strategy and government priorities. Further, while many of the U. S. government programs span several years, they are often funded annually, and funding is generally subject to congressional appropriations. When U. S. and foreign allied governments are faced with competing national priorities, such as addressing financial or spending crises or public health emergencies, there can be significant pressure to reduce defense spending, which could reduce the demand for our products and adversely affect our financial position, results of operations and cash flows. Downturns in the automotive and ground transportation industries could adversely affect our business. The demand for our Automotive Extrusions and many of our general engineering and other industrial products is dependent on the production of cars, light trucks, SUVs **,** and heavy **-** duty vehicles and trailers in North America. The automotive industry is highly cyclical, as new vehicle demand is dependent on consumer spending and is tied closely to the overall strength of the North American economy. Even with the automotive industry' s growing use of aluminum to reduce vehicle weight, weak demand for, or lower production of, new cars, light trucks, SUVs **,** and heavy duty vehicles and trailers could adversely affect the demand for our products and have an adverse effect on our financial position, results of operations and cash flows. Changes in consumer demand for particular motor vehicles could adversely affect our business. Sensitivity to fuel prices, an increased preference for environmentally friendly alternatives and other consumer preferences can influence consumer demand for motor vehicles that have a higher content of the aluminum Automotive Extrusions that we supply. The loss of business with respect to, or a lack of commercial success of, one or more particular vehicle models for which we are a significant supplier could have an adverse impact on our financial position, results of operations and cash flows. Aluminum beverage and food packaging products are subject to competition from substitute products and decreases in demand, which could result in lower profits and reduced cash flows. Aluminum coil produced for demanding end market applications in the beverage and food packaging industry in North America are subject to substantial competition from producers of alternative packaging made from glass, paper, flexible materials, plastic and organic or compostable materials, which may compare favorably to aluminum with respect to preservation of food and beverage quality and / or sustainability. Changes in the volume of sales by our customers in the food and beverage markets and preferences for products and packaging by consumers of prepackaged food and beverage cans may significantly influence our sales. Changes in packaging preferences by our customers may require us to re- tool manufacturing operations, which could require material expenditures. In addition, a decrease in the costs of, or a further increase in consumer demand for, alternative packaging could result in lower profits and reduced cash flows for us. For example, increases in the price of aluminum and decreases in the price of plastic resin, which is a petrochemical product and may fluctuate with prices in the oil and gas market, may increase substitution of plastic food and beverage containers for metal containers. Moreover, due to **the** associated high percentage of fixed costs, we may be unable to maintain the gross margin of aluminum packaging products at past levels if we are not able to achieve high **-** capacity utilization rates for our production equipment. In periods of low demand for aluminum packaging products or in situations where industry expansion created excess capacity, we may experience relatively low **-** capacity utilization rates, which can lead to reduced margins during that period and can have an adverse effect on our business. RISKS RELATED TO SALES. We depend on a core group of significant customers. **Our** ~~In 2022, our~~ five largest customers in total accounted for approximately ~~52~~ **53** % of our ~~2022~~ **2023** net sales. Most of these customers have one or more sizable sales agreements with us. If one or more of these customers experienced a prolonged period of adverse demand, depressed business activity or financial distress, if any of these customers breached or sought relief from its contractual obligations under its sales agreements with us or if any of these customer relationships otherwise ended or materially deteriorated and such lost business was not successfully replaced, our financial position, results of operations and cash flows could be adversely affected. We experience fluctuation in certain costs that we cannot pass through to our customers and face pressure from our customers on pricing. We are unable to pass fluctuations of certain costs through to our customers, including the cost of energy, certain raw materials, operating supplies , and freight. Further, cost - cutting initiatives that many of our customers have adopted generally result in downward pressure on pricing. If we are unable to generate sufficient productivity improvements and cost savings in the future to offset reductions in our selling prices and increases in our costs that we cannot pass through to our customers, our financial position, results of operations and cash flows could be adversely affected. We are exposed to risks related to our receivables supply chain financing arrangements. We are party to several supply chain financing arrangements, in which we may sell certain of our customers' trade accounts receivable without recourse to such customers' financial institutions. To the extent that these arrangements are terminated, our financial condition, results of operations, cash flows and liquidity could be adversely affected by extended payment terms, delays , or failures in collecting trade accounts receivables. The utility of certain supply chain financing arrangements also depends upon the Term ~~Secured Overnight Financing Rate (" Term~~ SOFR **rate** ~~")~~ , as it is a component of the discount rate applicable to certain arrangements. If the Term SOFR rate increases significantly or remains at an elevated level for a prolonged period of time, we may be negatively impacted as we may not be able to pass these added costs on to our customers, which could have a material and adverse effect upon our financial condition, results of operations and cash flows. RISKS RELATED TO GEO- POLITICAL FACTORS. Our industry is very sensitive to foreign economic, regulatory and political factors that may adversely affect our business. We import primary aluminum and certain alloy metals from, and manufacture fabricated products used in, foreign countries. Our financial position, results of operations and cash flows could be adversely affected by numerous factors in the politically and economically diverse jurisdictions: (i) from which our input materials are sourced; (ii) in which we operate; (iii) in which our customers operate; or (iv) in which our products are consumed or further fabricated. Such factors include but are not limited to: • the adoption of tariffs, duties and other forms of taxation; • trade disputes; • the implementation of controls on prices, exports and / or imports, including quotas; • the implementation of other restrictions on supply chains in connection with global health pandemics; • the imposition of currency restrictions; • inflation relative to the United States and related fluctuations in currency and interest rates; • government regulation in the countries in which we operate, service customers or purchase raw materials; • acts or threats of war or terrorism; • sanctions, including those in response to acts or threats of war or terrorism; • civil unrest and labor problems; and • the nationalization or appropriation of rights or other assets. RISKS RELATED TO PRODUCT AND MANUFACTURING. We may experience difficulties in the launch or production ramp- up of new products which could adversely affect our business. As we ramp up manufacturing processes for newly introduced products, we may experience difficulties, including manufacturing disruptions, delays , or other complications, which could adversely impact our ability to serve our customers, our reputation, our costs of production and, ultimately, our financial position, results of operations and cash flows. Unplanned events may interrupt our production operations, which may adversely affect our business. The production of ~~fabricated~~ aluminum products is subject to unplanned events such as explosions, fires, inclement weather, natural disasters, accidents, equipment failures, labor disruptions, transportation interruptions, public utilities interruptions , and supply **chain** interruptions. Operational interruptions could significantly curtail the production capacity of a facility for a period of time. We have redundant capacity and capability to produce many of our extruded products within our manufacturing platform to mitigate our business risk from such interruptions, but interruptions at our Trentwood facility where our production of plate and sheet is concentrated or at our Warrick facility where our production of packaging material is concentrated, could significantly compromise our ability to meet our customers' needs. Delayed delivery of our products to customers who require on- time delivery from us may cause customers to purchase alternative products at a higher cost, reschedule their own production , or incur other incremental costs. Customers may be able to pursue financial claims against us for their incremental costs, and we may incur costs to correct such problems in addition to any liability resulting from such claims. Interruptions may also harm our reputation among actual and potential customers, potentially resulting in a loss of business. To the extent these losses are not covered by insurance, our financial position, results of operations and cash flows could be adversely affected by such events. We may face challenges to our intellectual property rights which could adversely affect our reputation, business and competitive position. Our intellectual property plays an important role in maintaining our competitive position in a number of the markets that we serve. Our competitors may develop technologies that are similar or superior to our proprietary technologies or design around the patents we own or license. Despite our controls and safeguards, our technology may be misappropriated by our employees, our competitors , or other third parties. The pursuit of remedies for any misappropriation of our intellectual property is expensive and the ultimate remedies may be deemed insufficient. Developments or assertions by or against us relating to intellectual property rights, and any inability to protect or enforce our rights sufficiently, could adversely affect our business and competitive position. RISKS RELATED TO OUR STRATEGIC TRANSACTIONS AND INITIATIVES. We may not be able to successfully implement our productivity enhancement and cost reduction initiatives that are necessary to offset competitive price pressure. Over time, we have experienced pricing pressure on many of our products and anticipate continued pricing pressure in the future. Ongoing and heightened competitive price pressure makes it increasingly important for us to be a low - cost producer. Although we have undertaken and expect to continue to undertake productivity enhancement and cost reduction initiatives, including significant investments in our facilities to improve our manufacturing efficiency, cost , and product quality, we cannot make assurances that we will complete all of these initiatives, that we will fully realize the estimated cost savings from such activities, that short- to-medium term improvements from new efficiencies and lower cost structure achieved will become permanent or that we will be able to continue to reduce cost and increase productivity over the long term. Our investment and other expansion projects may not be completed, start up as scheduled or deliver the expected capacity and other benefits. Our ability to complete our investment and expansion projects and the timing and costs of doing so are subject to various risks associated with all major construction projects, many of which are beyond our control, including technical or mechanical problems and economic conditions. Additionally, the start- up of operations after such projects have been completed can be complicated and costly. If we are unable to fully complete these projects, if the actual costs for these projects exceed our expectations, if the start- up phase after completion is more complicated than anticipated or if the capacity and other benefits of these projects are less than anticipated, our financial position, results of operations and cash flows could be adversely affected. We may not realize the benefits of the Warrick rolling mill acquisition. Our acquisition of Warrick rolling mill in 2021 could disrupt our business and / or dilute or adversely affect the price of our common stock. Risks associated with the Warrick rolling mill acquisition may include ~~: • diversion of management' s time and attention from our existing business; • challenges in managing the increased scope, geographic diversity and complexity of operations; •~~ difficulties integrating the financial, technological and management standards, processes, procedures **,** and controls of the acquired business with those of our existing operations **. In addition, we may experience** ~~; • liability for known or unknown environmental conditions or other contingent liabilities not covered by indemnification or insurance; • greater than anticipated expenditures required for compliance with environmental or other regulatory standards or for investments to improve operating results; • ability to renegotiate acquired customer contracts to pass through inflationary costs; •~~ difficulties achieving anticipated operational improvements **at Warrick** ~~; and • incurrence of indebtedness to finance other acquisitions or capital expenditures relating to acquired assets in the future~~. If we fail to successfully integrate the Warrick rolling mill, we may not realize the benefits expected from the transaction and / or it may have adverse effects on our financial position, results of operations **,** and cash flows. We are dependent upon Alcoa ~~Corporation (" Alcoa ")~~ for certain resources essential to the day- to- day operation of our business at Warrick. We are dependent upon Alcoa for certain resources required for the day- to- day operation of our business at Warrick, which include ~~molten aluminum and~~ " support services " such as the provision of potable water, compressed air, laboratory services, electricity, steam and hot water. In order to transition Warrick from dependence upon the support services to independence as a facility with its own self- sufficient infrastructure, Alcoa has agreed to provide " transition services, " including providing infrastructure and equipment for the production of steam, hot water and compressed air and conveying the filtration plant currently utilized for the supply of potable water. In addition, Alcoa has agreed to pay for the development of infrastructure necessary for Warrick to obtain electricity from a third **-** party power supplier, subject to certain conditions no later than June 30, 2024. A failure by Alcoa to provide ~~molten aluminum and~~ support services or transition services within the time frames and upon the terms agreed to, including quality and performance standards, could cause us to incur substantial costs to keep the Warrick rolling mill operational or result in the temporary or permanent shutdown of Warrick' s operations. In the event that production of Warrick is negatively impacted by Alcoa' s failure to provide ~~molten aluminum,~~ support or transition services, our operations, business, financial condition and results of operations could be adversely affected. RISKS RELATED TO COMMODITY- RELATED PRICE FLUCTUATIONS. Our business could be adversely affected by pricing and availability of primary aluminum. Our largest inputs to produce fabricated aluminum products are primary aluminum and recycled scrap aluminum. Primary aluminum pricing fluctuates in response to global supply and demand and also reflects the impact of duties and tariffs imposed by the United States and certain other countries. The timing and magnitude of changes in market pricing for primary aluminum are largely unpredictable. Our pricing structures for fabricated aluminum products generally allow us to pass fluctuations in the price of primary aluminum through to our customers so that we can minimize our exposure to metal price risk. However, competitive dynamics for certain of our high margin products may limit the amount or delay the timing of selling price increases on our products to recover our increased aluminum costs, resulting in a time lag during which we may be partially exposed to metal price risk. If these events were to occur, they could have an adverse effect on our financial position, results of operations and cash flows. In addition, if the market price for primary aluminum were to remain high for an extended period of time, the corresponding increase in our selling price for our fabricated products may cause some of our customers to switch to other materials in lieu of our products, causing sales of our fabricated aluminum products to decrease, which could adversely affect our financial position, results of operations and cash flows. Our business could be adversely affected by the pricing and availability of recycled scrap aluminum. We can efficiently use certain forms of recycled scrap aluminum in lieu of primary aluminum and alloying metals in our operations because recycled scrap aluminum trades at a discount to primary aluminum. The size of the discount to primary aluminum depends on regional scrap aluminum supply and demand dynamics. Larger discounts, generally available in periods of ample regional scrap aluminum supply relative to demand, enhance the economic advantage to us of using recycled scrap aluminum in lieu of primary aluminum and alloying metals. The timing and magnitude of changes in scrap discounts relative to primary aluminum are largely unpredictable. If the availability of recycled scrap aluminum in our regional markets were to tighten, scrap discounts relative to primary aluminum could decline and the amount of recycled scrap aluminum we could procure for use in our operations could decline, either of which could have an adverse effect on our financial position, results of operations and cash flows. Our business could be adversely affected by the pricing and availability of alloying metals. We use certain alloying metals, such as copper, zinc, magnesium and silicon, in our operations in order to achieve **the** required performance properties in our products. The availability of these alloys in some cases has been and **,** in the future **,** may be restricted due to limited suppliers, government regulations, energy ~~and~~ **,** supply chain disruptions **,** and / or general demand dynamics. When sudden restrictions of these materials occur **,** we have been and in the future may be subject to rapid price increases and limited supplies, either of which could have an adverse effect on our financial position, results of operations and cash flows. Reduced pricing for aluminum can reduce our borrowing availability and cause our liquidity to decline. Lower aluminum prices reduce the market value of our inventory and generally cause a reduction in our accounts receivable as we pass through a lower underlying aluminum price to our customers. Because the amount we can borrow under our ~~revolving credit facility with Wells Fargo Bank, National Association, as administrative agent, and the other financial institutions party thereto ("~~ Revolving Credit Facility ~~")~~ is determined by the value of our receivables and inventory, which serve as collateral for the facility, a reduction in aluminum prices can reduce our borrowing availability and our liquidity, which could have an adverse effect on our financial position, results of operations and cash flows. Our hedging programs have been and could continue to be adversely impacted by fluctuations as a result of the impacts of supply chain disruptions, geopolitical activity and general economic conditions. We use forward contracts to protect against fluctuations in commodity ~~price~~ **prices** and currency exchange rate risks. The effectiveness of these hedges depends, in part, on our ability to accurately forecast future product demand and related cash flow. Due to the impacts of supply chain disruptions, geopolitical activity, general economic conditions and other factors, our customers' businesses are subject to many uncertainties and, as a result, we have experienced, and may continue to experience, unanticipated volatility in product demand and related cash flows. When we experience such volatility or are otherwise unable to make accurate predictions with respect to our forward swaps designated as cash flow ~~or fair value~~ hedges, such hedging activities may become ineffective. The early settlement, reclassification of cumulative losses and / or the periodic adjustment to fair value through Net **income** (loss) ~~income~~ associated with ineffective hedging activities could have a material negative impact on our financial position, results of operations and cash flows. Our hedging programs may limit the income and cash flows we would otherwise expect to receive if our hedging programs were not in place and may otherwise affect our business. In the ordinary course of business, we enter into hedging transactions to limit our exposure to risks relating to changes in the market prices of primary aluminum, certain alloying metals, natural gas ~~and~~ **,** electricity, as well as fluctuations in foreign currency exchange rates. To the extent that market prices or exchange rates at the expiration of these hedging transactions would have been more favorable to us than the fixed prices or rates established by these hedging transactions, our income and cash flows will be lower than they otherwise would have been. Our liquidity could also be adversely affected to the extent we incur margin calls from our hedging counterparties due to the market price of the underlying commodity or the foreign currency exchange rates deviating adversely from fixed, floor or ceiling prices or rates established by our outstanding hedging transactions. Our failure to satisfy certain covenants in the underlying hedging documents or the occurrence of an event of default thereunder could also trigger margin calls that could adversely impact our liquidity, financial position, results of operations and cash flows. Our hedging programs also expose us to the creditworthiness of our hedging counterparties, which is inherently difficult to assess and can change quickly and dramatically. Non- performance by a hedging counterparty could have an adverse effect on our financial position, results of operations and cash flows. RISKS RELATED TO OUR INDEBTEDNESS. Covenants and events of default in our debt instruments could limit our ability to undertake certain types of transactions and adversely affect our liquidity. Our Revolving Credit Facility and the indentures governing our ~~4. 625 %~~ Senior Notes ~~due 2028 (" 4. 625 % Senior Notes ") and 4. 50 % Senior Notes due 2031 (" 4. 50 % Senior Notes ")~~ contain a number of restrictive covenants that impose operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long- term best interest, including restrictions on our ability to: • incur additional indebtedness and guarantee indebtedness; • pay dividends or make other distributions or repurchase or redeem capital stock; • prepay, redeem or repurchase certain debt; • issue certain preferred stock or similar equity securities; • make loans and investments; • sell assets; • incur liens; • enter into transactions with affiliates; • alter the businesses we conduct; • enter into agreements restricting our subsidiaries' ability to pay dividends; and • consolidate, merge or sell all or substantially all of our assets. In addition, restrictive covenants in our Revolving Credit Facility require us in certain circumstances to maintain specified financial ratios and satisfy other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control and we may be unable to meet them. A breach of the covenants or restrictions under our Revolving Credit Facility or under the indentures governing the ~~4. 625 % Senior Notes and 4. 50 %~~ Senior Notes could result in an event of default under the applicable indebtedness. Such a default may allow the creditors to accelerate the related debt. A payment default or an acceleration following an event of default under our Revolving Credit Facility or our indentures for our ~~4. 625 % Senior Notes and 4. 50 %~~ Senior Notes could trigger an event of default under the other indebtedness obligation, as well as any other debt to which a cross- acceleration or cross- default provision applies, which could result in the principal of and the accrued and unpaid interest on all such debt becoming due and payable. In addition, an event of default under our Revolving Credit Facility could permit the lenders under our Revolving Credit Facility to terminate all commitments to extend further credit under that facility. Furthermore, if we were unable to repay any amounts due and payable under our Revolving Credit Facility, those lenders could proceed against the collateral granted to them to secure that indebtedness. In the event our lenders or noteholders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be: • limited in how we conduct our business and grow in accordance with our strategy; • unable to raise additional debt or equity financing to operate during general economic or business downturns; or • unable to compete effectively or to take advantage of new business opportunities. In addition, our financial results, our level of indebtedness **,** and our credit ratings could adversely affect the availability and terms of any additional or replacement financing. More detailed descriptions of our Revolving Credit Facility and the indentures governing our ~~4. 625 % Senior Notes and 4. 50 %~~ Senior Notes are included in filings made by us with the SEC, along with the documents themselves, which provide the full text of these covenants. Restrictive covenants in our debt instruments contain significant qualifications and exceptions. While our Revolving Credit Facility and the indentures governing the ~~4. 625 % Senior Notes and 4. 50 %~~ Senior Notes place limitations on our ability to pay dividends or make other distributions, repurchase or redeem capital stock, make loans and investments **,** and incur additional indebtedness, investors should be aware that these limitations are subject to significant qualifications and exceptions. The aggregate amount of payments made or incremental debt incurred in compliance with these limitations could be substantial. As indicated above, more detailed descriptions of our Revolving Credit Facility and the indentures governing our ~~4. 625 % Senior Notes and 4. 50 %~~ Senior Notes are included in filings made by us with the SEC, along with the documents themselves, which provide the full text of these covenants. Servicing our debt requires a significant amount of cash and we may not have sufficient cash flow from our business to pay our debt. Our ability to make scheduled interest and principal payments on our debt obligations or to refinance such obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the interest, principal , and premium, if any, on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures, dispose of material assets or operations, restructure or refinance our indebtedness or seek additional debt or equity capital. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. Our Revolving Credit Facility and the indentures governing the ~~4. 625 % Senior Notes and 4. 50 %~~ Senior Notes restrict our ability to dispose of assets and use the proceeds from those dispositions and may also restrict our ability to raise debt or certain forms of equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate asset dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due. If we cannot make scheduled payments on our debt, we will be in default and holders of the ~~4. 625 % Senior Notes and 4. 50 %~~ Senior Notes could declare all outstanding principal and interest to be due and payable, the lenders under our Revolving Credit Facility could terminate their commitments to loan money, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation. We are a holding company and depend on our subsidiaries for cash to meet our obligations and pay any dividends. We are a holding company and conduct all of our operations through our subsidiaries, certain of which are not guarantors of our ~~4. 625 % Senior Notes, 4. 50 %~~ Senior Notes or our Revolving Credit Facility. Accordingly, repayments of our ~~4. 625 %~~ Senior Notes ~~, 4. 50 % Senior Notes~~ and **any future** amounts due under our Revolving Credit Facility are dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us by dividend, loan, debt repayment , or otherwise. Our subsidiaries that are not guarantors of our ~~4. 625 %~~ Senior Notes, ~~4. 50 % Senior Notes~~ or the Revolving Credit Facility have no obligation to pay amounts due on the ~~4. 625 %~~ Senior Notes, ~~4. 50 % Senior Notes~~ or the Revolving Credit Facility or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each of our subsidiaries is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required interest and principal payments on the ~~4. 625 %~~ Senior Notes, ~~the 4. 50 % Senior Notes~~ or our Revolving Credit Facility, or other indebtedness. Our inability to receive distributions from our subsidiaries, otherwise generate sufficient cash flows to satisfy our debt obligations or refinance our indebtedness on commercially reasonable terms, or at all, would adversely affect our financial position and results of operations. RISKS RELATED TO OUR COLLECTIVE BARGAINING AGREEMENTS. Our failure to maintain satisfactory labor relations could adversely affect our business. At December 31, ~~2022~~ **2023** , approximately ~~66~~ **65** % of our employees were represented by labor unions under labor contracts with varying durations and expiration dates. Employees at our Trentwood and Newark ~~, Ohio (" Newark ")~~ facilities are represented by the USW under a single contract that extends through September 2025. The USW also represents employees at six other facilities, one of which has a contract expiring in ~~2023~~ **2024** . As part of any labor negotiation, the future wages, healthcare benefits **,** and excise taxes that may result therefrom, and other benefits that we agree to, could adversely affect our future financial position, results of operations and cash flows. In addition, negotiations could divert management attention, result in unsatisfactory terms and conditions, fail in coming to any agreement at all or result in strikes, work stoppages or other union- initiated work actions, any of which could have an adverse effect on our financial position, results of operations and cash flows. Moreover, the existence of labor agreements may not prevent such union- initiated work actions. Our participation in ~~multi- employer~~ **multiemployer** union pension plans may have an adverse effect on our financial performance. We participate in several ~~multi- employer~~ **multiemployer** pension plans pursuant to our collective bargaining agreements. Our contribution amounts to these plans were established by collective bargaining and, along with benefit levels and related items, will be issues in our future collective bargaining negotiations. ~~Based on the most recent information available to us, we believe some of these plans are underfunded and may require increased contributions from participating employers to fill the funding shortfall in the future.~~ An employer that withdraws or partially withdraws from a ~~multi- employer~~ **multiemployer** pension plan may incur a withdrawal liability for the portion of the plan' s underfunding that is allocable to the withdrawing employer under ~~very~~ complex actuarial and allocation rules. The failure of a withdrawing employer to fund these obligations can increase the burden of the remaining participating employers to make up the funding shortfall, which could have an adverse effect on our financial position, results of operations and cash flows. The increase or decrease in our contributions to these ~~multi- employer~~ **multiemployer** pension plans will depend on our future collective bargaining, actions taken by trustees who manage the plans, actions of other participating employers, government regulations and the actual return on assets held in the plans, among other factors. An adverse decline in the liability discount rate, lower- than- expected investment return on pension assets and other factors could affect our business, financial condition, results of operations or amount of pension funding contributions in future periods. Our results of operations may be negatively affected by the amount of expense we record for our pension and other postretirement benefit plans, reductions in the fair value of plan assets and other factors. We calculate income or expense for our plans using actuarial valuations in accordance with ~~accounting principles generally accepted in the United States of America ("~~ GAAP ~~")~~ . These valuations reflect assumptions about financial ~~market~~ **markets** and other economic conditions, which may change based on changes in key economic indicators. The most significant year- end assumptions we use to estimate pension or other postretirement benefit income or expense for the following year are the discount rate applied to plan liabilities and the expected long- term rate of return on plan assets. In addition, we are required to make an annual measurement of plan assets and liabilities, which may result in a significant charge to stockholders' equity. For more information, see Part II, Item 7. " Management' s Discussion and Analysis of Financial Condition " under caption " Critical Accounting Estimates and Policies – Pension and Other Postretirement Benefits " included in this ~~Report~~ **Form 10- K** , as well as Note 5 of Notes to Consolidated Financial Statements included in this ~~Report~~ **Form 10- K** . Although GAAP expense and pension funding contributions are impacted by different regulations and requirements, the key economic factors that affect GAAP expense would also likely affect the amount of cash we would contribute to the pension plans. Potential pension contributions include both mandatory amounts required under federal law and discretionary contributions to improve the plans' funded status. Higher than expected pension contributions due to a decline in the plans' funded status as a result of declines in the discount rate or lower- than- expected investment returns on plan assets could have a material negative effect on our cash flows. Adverse capital market conditions could result in reductions in the fair value of plan assets and increase our liabilities related to such plans, adversely affecting our liquidity and results of operations. The USW has director nomination rights through which it may influence us, and interests of the USW may not align with our interests or the interests of our stockholders, debt holders and other stakeholders. Pursuant to agreements we have with the USW, the USW has the right, subject to certain limitations, to nominate candidates which, if elected, would constitute 40 % of our Board of Directors through December 31, 2025. As a result, the directors nominated by the USW have a significant voice in the decisions of our Board of Directors. It is possible that the USW may seek to extend the term of the agreement and its right to nominate board members beyond 2025. RISKS RELATED TO ENVIRONMENTAL LAWS AND REGULATIONS AND ~~ESG~~ **SUSTAINABILITY** INITIATIVES. Environmental compliance, cleanup and damage claims may decrease our cash flow and adversely affect our business. We are subject to numerous environmental laws and regulations, including permitting and other administrative requirements, with respect to, among other things: (i) air and water emissions and discharges; (ii) the generation, storage, treatment, transportation and disposal of solid and hazardous materials; and (iii) the release of hazardous or toxic substances, pollutants and contaminants into the environment. In addition to environmental laws and regulations, environmental activists, lobbyists and consumers have targeted manufacturers for the purported impact of their operations on the environment. Compliance with existing and new environmental laws and standards or the implications of any actions by third parties are and may continue to be costly and, in some cases, unpredictable. We have accrued and will accrue for costs that are reasonably expected to be incurred based on available information with respect to permits, fines, penalties and expenses for alleged breaches of, and compliance activities associated with, environmental laws and regulations in connection with our existing operations and investigations and environmental cleanup activities with respect to certain of our former operations. However, actual costs could exceed accrued amounts, perhaps significantly, and such expenditures could occur sooner than anticipated, which could adversely affect our financial position, results of operations and cash flows. Additionally, we may be subject to new claims from governmental authorities or third parties related to alleged injuries to the environment, human health or natural resources, including claims with respect to waste disposal sites, the cleanup of sites currently or formerly used by us or exposure of individuals to hazardous materials. New laws or regulations or changes to existing laws and regulations may also be enacted that increase the cost or complexity of compliance. Costs related to any new investigation, cleanup or other remediation, fines or penalties, resolution of third- party claims or compliance with new or amended laws and regulations, including enhanced permitting requirements, may be significant and could have an adverse effect on our financial position, results of operations and cash flows. Governmental regulation relating to greenhouse gas emissions may subject us to significant new costs and restrictions on our operations and could impact our supply chain and cost of material. Laws enacted by ~~governments~~ - **government agencies, or policies of regulators** , including the ~~U. S. Congress, or policies of regulators, including the~~ USEPA **and the SEC** , could regulate greenhouse gas emissions through cap- and- trade systems, carbon taxes **,** or other programs under which emitters would be required to buy allowances to offset emissions of greenhouse gas, pay carbon based taxes, make **certain disclosures about emissions, which may be extensive, make** significant capital investments, alter manufacturing practices or curtail production. In addition, several states, including the state of Washington, in which we have manufacturing operations, have implemented and continue to consider various greenhouse gas regulation and reduction programs through legislative proposals, executive orders and ballot initiatives. Certain of our manufacturing plants use significant amounts of electricity and natural gas and certain of our plants emit amounts of greenhouse gas above certain minimum thresholds that have or may be imposed. While certain of our operations, including the melting of aluminum, require the use of natural gas to achieve the required temperatures, greenhouse gas regulations could restrict our access to natural gas and limit our ability to use natural gas and increase the price we pay for natural gas and electricity, any one of which could significantly increase our costs, reduce our competitiveness in the global economy or otherwise adversely affect our business, operations or financial results. Furthermore, regulations or other targets for greenhouse gas emissions **reductions** could impact the availability and price of energy and raw materials, which could ultimately lead to supply demand imbalances, higher costs and supply chain disruptions. Prolonged shortages or slowdowns could negatively impact our cost of goods and result in delays or non- delivery of shipments of our products. The future impact of these or other changes could be regulatory or voluntary and could impact our operations directly or indirectly through our customers or our supply chain. These potential impacts could have an adverse effect on our operations, financial position, results of operations and cash flows. Expectations relating to ~~ESG~~ **sustainability** considerations expose us to potential liabilities, increased costs **and reporting requirements** , reputational harm and other adverse effects on our business. Many governments, regulators, investors, employees, customers **,** and other stakeholders are increasingly focused on ~~ESG~~ **sustainability** considerations relating to businesses, including climate change and greenhouse gas emissions, human capital and diversity, equity and inclusion. We make statements about our ~~ESG~~ **sustainability** goals and initiatives through information provided on our website, press statements **,** and other communications, including through our Corporate Sustainability Report. Responding to these ~~ESG~~ **sustainability** considerations and implementation of these goals and initiatives involves risks and uncertainties, including those described under " Forward- Looking Statements, " requires investments and is impacted by factors that may be outside our control. In addition, some stakeholders may disagree with our goals and initiatives and the focus of stakeholders may change and evolve over time. Stakeholders also may have very different views on where ~~ESG~~ **sustainability** focus should be placed, including differing views of regulators in various jurisdictions in which we operate. Any failure, or perceived failure, by us to achieve our goals, further our initiatives, adhere to our public statements, comply with federal, state or international ~~ESG~~ **sustainability** laws and regulations or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against us that could materially adversely affect our business, reputation, results of operations, financial condition and stock price. RISKS RELATED TO CYBERSECURITY AND PRIVACY. We are subject to risks relating to our information technology systems **and those of our third- party service providers** . We rely on information technology networks and systems to process, transmit and store electronic information, operate our business and communicate among our locations and with our customers, suppliers and other interested parties **. Many of these systems are provided to us and / or maintained on our behalf by third- party service providers pursuant to agreements that specify to varying degrees certain security and service level standards. Our information technology systems are dependent upon these providers** . Such information technology systems are subject to: (i) interruption or damage from power outages; (ii) ~~cyber security~~ **cybersecurity** breaches and other types of unauthorized access and / or use; and (iii) cyberattacks in the form of computer viruses, worms, malicious computer programs, denial - of - service attacks and other illegal or illicit means. Cyberattack and security breach strategies and methods continue to evolve and become more sophisticated. Accordingly, preventing intrusions and detecting successful intrusions and defending against them continues to be more difficult and requires ever- increasing vigilance. A breach in ~~cyber security~~ **cybersecurity on our systems or any of our third- party service providers** could result in manipulation and destruction of sensitive data, cause critical systems to malfunction, be damaged or shut down and lead to disruption of our operations and production downtimes, potentially for lengthy periods of time. Theft of personal or other confidential data and sensitive proprietary information could also occur as a result of a breach in ~~cyber security~~ **cybersecurity** , exposing us to costs and liabilities associated with privacy and data security laws in the jurisdictions in which we operate. Additionally, a breach could expose us, our customers, our suppliers **,** and our employees to risks of misuse of such information. Such negative consequences of cyberattacks or security breaches could adversely affect our reputation, competitive position, business **,** or results of operations. The lost profits and increased costs related to cyber or other security threats or disruptions may not be fully insured against or indemnified by other means. In addition, from time to time we may implement new technology systems or replace and / or upgrade our current information technology systems. These upgrades or replacements may not improve our productivity to the levels anticipated and may subject us to inherent costs and risks associated with implementing, replacing and updating these systems, including potential disruption of our internal control structure, substantial capital expenditures, demands on management time and other risks of delays or difficulties in transitioning to new systems or of integrating new systems into other existing systems. Our inability to prevent information technology system disruptions or to mitigate the impact of such disruptions could have an adverse effect on us. RISKS RELATED TO TAX REGULATIONS. We may not be able to utilize all of our net operating loss carryforwards. Our ability to utilize our net operating loss carryforwards and other tax attributes could be limited to the extent they expire before we fully utilize them or if changes in federal or certain state tax laws reduce or eliminate our ability to use them to offset income taxes. Additionally, a change in our ownership, specifically a change in ownership of more than 50 % during any period of 36 consecutive months (“ ownership change ”), as determined under the Internal Revenue Code of 1986 (“ Code ”), could reduce our ability to fully use our net operating loss carryforwards and other significant tax attributes. Furthermore, our tax returns for certain past years are still subject to examination by taxing authorities, and the use of net operating loss carryforwards in future periods could trigger a review of attributes and other tax matters in years that are not otherwise subject to examination. After our net operating loss carryforwards and other significant tax attributes are fully utilized or if they become unavailable to us before we fully utilize them, our future income will not be shielded from federal and state income taxation and the funds otherwise available for general corporate purposes would be reduced. We could engage in transactions involving our common shares that impair the use of our federal income tax attributes. Section 382 of the Code affects our ability to use our federal income tax attributes, including our net operating loss carryforwards, following a more than 50 % change in ownership during any period of 36 consecutive months, an ownership change, as determined under the Code. Certain transactions may be included in the calculation of an ownership change, including transactions involving our repurchase or issuance of our common shares. When we engage in any transaction involving our common shares that may be included in the calculation of an ownership change, our practice is to first perform the calculations necessary to confirm that our ability to use our federal income tax attributes will not be affected. These calculations are complex and reflect certain necessary assumptions. Accordingly, it is possible that we could engage in a transaction involving our common shares that causes an ownership change and inadvertently impairs the use of our federal income tax attributes. Furthermore, we may intentionally pursue a transaction that impairs the use of our federal income tax attributes if our strategy changes. RISKS RELATED TO OUR COMMON STOCK. Payment of dividends may not continue in the future and our payment of dividends and stock repurchases are subject to restrictions. Our Board of Directors has declared a cash dividend for each quarter since the summer of 2007. In addition, our Board of Directors has authorized a stock repurchase program. The future declaration and payment of dividends and the purchase of our shares under the repurchase program, if any, are at the discretion of the Board of Directors and will depend on a number of factors, including our financial and operating results, including the availability of surplus and / or net profits, liquidity position, anticipated cash requirements and regulatory rules. Additionally, our Revolving Credit Facility and the indentures for our ~~4. 625 % Senior Notes and 4. 50 %~~ Senior Notes impose limitations on our ability to pay dividends and repurchase our common shares. We can give no assurance that dividends will be declared and paid, that dividends will not be reduced or that purchases of our shares pursuant to our repurchase program will occur in the future. Delaware law and our governing documents may impede or discourage a takeover, which could adversely affect the value of our common stock. **The** ~~Provisions~~ **provisions** of Delaware law and our certificate of incorporation and bylaws may discourage a change of control of our company or deter tender offers for our common stock. We are currently subject to anti- takeover provisions under Delaware law. These anti - takeover provisions impose various impediments to the ability of a third **-** party to acquire control of us. ~~Additionally~~ **In addition** , provisions of our certificate of incorporation and bylaws impose various procedural and other requirements, which could make it more difficult for stockholders to effect certain corporate actions. For example, our certificate of incorporation authorizes our Board of Directors to determine the rights, preferences and privileges and restrictions of unissued shares of preferred stock without any vote or action by our stockholders. As a result, our Board of Directors can authorize and issue shares of preferred stock with voting or conversion rights that could adversely affect the voting or other rights of holders of common stock. Our certificate of incorporation also divides our Board of Directors into three classes of directors who serve for staggered terms. A significant effect of a classified Board of Directors may be to deter hostile takeover attempts because an acquirer could experience delays in replacing a majority of directors. Moreover, stockholders are not permitted to call a special meeting. RISKS RELATED TO PUBLICLY TRADED U. S. MANUFACTURING COMPANIES. As a publicly traded U. S. manufacturing company, we are subject to a variety of other risks, each of which could adversely affect our financial position, results of operations or cash flows or the price of our common stock. These risks include but are not limited to: • the ability to attract and retain key management and other personnel and develop effective succession plans; • skills shortages in engineering, manufacturing, technology, construction and maintenance contractors and other labor market inadequacies; • regulations that subject us to additional capital or margin requirements or other restrictions that make it more difficult to hedge risks associated with our business or increase the cost of our hedging activities; • compliance with a wide variety of employment, minimum wage, health and safety laws and regulations and changes to such laws and regulations; • new or modified legislation related to health care; • pursuing growth through acquisitions, including the ability to identify acceptable acquisition candidates, finance and consummate acquisitions on favorable terms and successfully integrate acquired assets or businesses; • protection of intellectual property, including patents, trademarks, trade secrets and copyrights, from infringement by others and the potential defense of claims, whether meritorious or not, alleging the unauthorized use of the intellectual property of others; • the exertion of influence over us, individually or collectively, by a few entities with concentrated ownership of our stock; • failure to meet the expectations of investors, including recent environmental, ~~sustainability~~ **social** and governance expectations and other factors that are beyond the control of an individual company; • disputes, legal proceedings or investigations, whether meritorious or not, with respect to a variety of matters, including matters related to personal injury, employees, taxes, contracts and product liability; • taxation by multiple jurisdictions and the impact of such taxation on effective tax rate and the amount of taxes paid; • changes in tax laws and regulations; and • compliance with Section 404 of the Sarbanes- Oxley Act of 2002, including the potential impact of compliance failures.