**Risk Factors Comparison 2024-02-08 to 2023-02-09 Form: 10-K**

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

Our business, financial condition, operating results and cash flows may be impacted by a number of factors. In addition to the factors affecting our business identified elsewhere in this Report, the material risk factors affecting our operations include the following: Risks Related to Our Business • Our industry is cyclical and a decline in the production levels of our major customers, particularly with respect to models for which we are a significant supplier, or the financial distress of one or more of our major customers could adversely affect our financial performance. Our sales are driven by the number of vehicles produced by our automotive manufacturer customers, which is ultimately dependent on consumer demand for automotive vehicles and the availability of raw materials and components, and our content per vehicle. The automotive industry is cyclical and sensitive to general economic conditions, including **interest rates, inflation, consumer spending levels and** geopolitical issues ~~, global credit markets, interest rates, inflation, consumer credit and consumer spending and preferences~~ . Automotive sales and production can also be affected by the age of the vehicle fleet and related scrappage rates, labor relations issues **and shortages** , fuel prices, regulatory requirements, government initiatives, trade agreements, tariffs and other non- tariff trade barriers, the availability and cost of credit, the **availability and** cost of critical components needed to complete the production of vehicles, logistics issues, restructuring actions of our customers and suppliers, facility closures and increased competition, as well as consumer preferences regarding vehicle **powertrains (including preferences regarding hybrid and electric vehicles),** size, configuration and features, **among** ~~including alternative fuel vehicles, changing consumer attitudes toward vehicle ownership and usage, such as ride sharing and on- demand transportation, and~~ other factors ~~. Due to the evolving global economic conditions since 2020, initially as a result of the COVID- 19 pandemic, the automotive industry experienced a decline in global customer sales and production volumes. Although industry production has recovered modestly with production increasing 7 % in 2022 compared to 2021, production remains well below recent historic levels. Industry production in 2022 was approximately 8 % below 2019 pre- pandemic levels and 16 % below 2017 peak levels. Since 2020, industry and economic conditions have been influenced directly and indirectly by macroeconomic events such as the COVID- 19 pandemic and, beginning in the first quarter of 2022, the Russia- Ukraine conflict, resulting in unfavorable conditions, including shortages of semiconductor chips and other components, elevated inflation levels, higher interest rates, and labor and energy shortages in certain markets. These factors, among others, are impacting consumer demand as well as the ability of automobile manufactures to produce vehicles to meet demand. As a result, we have experienced and may continue to experience reductions and fluctuations in orders from our customers~~ . An economic downturn or other adverse industry conditions that result in a decline in the production levels of our major customers, particularly with respect to models for which we are a significant supplier, or the financial distress of one or more of our major customers could reduce our sales or otherwise adversely affect our financial condition, operating results and cash flows. Further, our ability to reduce the risks inherent in certain concentrations of business, and thereby maintain our financial performance in the future, will depend, in part, on our ability to continue to diversify our sales on a customer, product, platform and geographic basis to reflect the market overall. We may not be successful in such diversification. • Increases in the costs and restrictions on the availability of raw materials, energy, commodities ~~and~~ **,** product components **and labor** could adversely affect our financial performance. Raw material, energy, commodity ~~and~~ **,** product component **and labor** costs can be volatile. Although we have developed and implemented strategies to mitigate the impact of such costs, these strategies, together with commercial negotiations with our customers and suppliers, **do not** typically offset **all** ~~only a portion~~ of the adverse impact. Certain of these strategies also may limit our opportunities in a declining price environment. In addition, the availability of raw materials, energy, commodities ~~and~~ **,** product components **and labor** fluctuates from time to time due to factors outside of our control, including trade laws and restrictions, natural disasters and **other** ~~global pandemics like COVID- 19 and resulting~~ supply chain disruptions, ~~and~~ **which** may impact our ability to meet the production demands of our customers. **Increases in** ~~Currently, due to a variety of global factors,~~ the ~~insufficient~~ **costs of raw materials, energy, commodities, product components and labor, or restrictions on the** availability **thereof** ~~of semiconductor chips is adversely affecting~~ , **could** ~~and may continue to~~ adversely affect ~~, a number of industries, including the automotive industry. Increases in the costs of raw materials, energy, commodities and product components, or restrictions on the availability thereof, could adversely affect~~ our financial condition, operating results and cash flows. • ~~Pandemics or disease outbreaks, such as COVID- 19, have disrupted, and may continue to disrupt, our business, which could adversely affect our financial performance. Pandemics or disease outbreaks, such as COVID- 19, have disrupted, and may continue to disrupt, the global economy. Furthermore, as was experienced with COVID- 19, the measures undertaken by governmental authorities to address suchpandemics or outbreaks, as well as their associated economic, social and other impacts, could significantly disrupt our operations or prevent us from operating our business in the ordinary course for an extended period of time, lead to declines in automotive industry production levels or customer demand and / or adversely affect our financial condition, operating results or cash flows. For example, the COVID- 19 pandemic led to a dramatic reduction in global economic activity in 2020. International, federal, state and local public health and governmental authorities around the world took (and in some circumstances may continue to take) extraordinary actions to contain and combat the spread of COVID- 19, including travel bans, quarantines," stay- at- home" orders and similar mandates.~~ The ~~automotive industry was particularly negatively impacted as automotive manufacturers suspended or severely limited automotive production globally during portions of 2020 (and, in some regions, during portions of subsequent years as well). In addition, the automotive industry experienced a sudden and sharp decline in consumer demand beginning in 2020, as well as various other impacts such as logistics challenges, component and material shortages, and labor shortages that, in many cases, continued into subsequent~~

~~years. If the COVID- 19 pandemic were to significantly worsen, or another pandemic or disease outbreak were to emerge, we could experience further material disruptions in our operating environment related to declines in the production levels of our major customers, decreases in consumer demand for automotive vehicles, financial distress of one or more of our major customers or suppliers, or other adverse developments affecting one or more of our suppliers, each of which could adversely affect our financial performance, as described in more detail under" Our industry is cyclical and a decline in the production levels of our major customers, particularly with respect to models for which we are a significant supplier, or the financial distress of one or more of our major customers could adversely affect our financial performance" above and" Adverse developments affecting or the financial distress of one or more of our suppliers could adversely affect our financial performance" below. The ongoing COVID- 19 pandemic has exacerbated, and may also continue to exacerbate, other risks disclosed herein, including, but not limited to, our competitiveness, demand for our products and shifting consumer preferences. • The loss of business with respect to, the~~ lack of commercial success of or an increase in directed component sourcing for a vehicle model for which we are a significant supplier could adversely affect our financial performance. We receive purchase orders from our customers, which generally provide for the supply of a customer' s ~~annual~~ requirements for a particular vehicle model and assembly plant ~~or, in some cases,~~ for the ~~supply~~ **life** of a ~~customer' s requirements~~ **particular vehicle program, rather than** for the ~~life~~ **purchase** of **a specific quantity of products. It is possible that** a particular vehicle model ~~, rather than for the purchase of a specific quantity of products. In addition, it~~ is ~~possible~~ **not successful with consumers or** that our customers ~~could~~ elect to manufacture our products internally **, purchase our products from other suppliers** or increase the extent to which they require us to utilize specific suppliers or materials in the manufacture of our products. The loss of business with respect to, the lack of commercial success of or an increase in directed component sourcing for a vehicle model for which we are a significant supplier could reduce our sales or margins and thereby adversely affect our financial condition, operating results and cash flows. • Our inability to achieve product cost reductions to offset customer- imposed price reductions could adversely affect our financial performance. Downward pricing pressure by automotive manufacturers is a characteristic of the automotive industry. Our customer contracts generally provide for annual price reductions over the production life of the vehicle, while requiring us to assume significant responsibility for the design, development and engineering of our products. Prices may also be adjusted on an ongoing basis to reflect changes in product content / costs and other commercial factors. Our financial performance is largely dependent on our ability to achieve product cost reductions through product design enhancements and supply chain management, as well as manufacturing efficiencies and restructuring actions. We also seek to enhance our financial performance by investing in product development, design capabilities and new product initiatives that respond to the needs **and preferences** of our customers and consumers. We continually evaluate operational and strategic alternatives to ~~align our business with the changing needs of our customers and~~ improve our business structure by investing in vertical integration opportunities globally **and rationalizing our product portfolio to improve profitability** . Our inability to achieve product cost reductions that offset customer- imposed price reductions could adversely affect our financial condition, operating results and cash flows. • Adverse developments affecting or the financial distress of one or more of our suppliers could adversely affect our financial performance. We obtain components and other products and services from numerous automotive suppliers and other vendors throughout the world. We are responsible for managing our supply chain, including suppliers that may be the sole sources of products that we require, that our customers direct us to use or that have unique capabilities that would make it difficult and / or expensive to re- source. In certain instances, entire industries may experience short- term capacity constraints. Additionally, our production capacity, and that of our customers and suppliers, may be adversely affected by natural disasters or other significant disruptions. Any such significant disruption could adversely affect our financial performance. Furthermore, unfavorable economic or industry conditions could result in financial distress within our supply base, thereby increasing the risk of supply disruption. An economic downturn or other unfavorable industry conditions in one or more of the regions in which we operate could cause a supply disruption and thereby adversely affect our financial condition, operating results and cash flows. • A significant labor dispute involving us or one or more of our customers or suppliers or that could otherwise affect our operations could adversely affect our financial performance. A substantial number of our employees and the employees of our largest customers and suppliers are members of industrial trade unions and are employed under the terms of various labor agreements. We have labor agreements covering approximately ~~81~~ **88** , ~~300~~ **000** employees globally. In the United States and Canada, each of our unionized facilities has a separate collective bargaining agreement with the union that represents the workers at such facility, with each such agreement having an expiration date that is independent of the other agreements. Labor agreements covering approximately ~~74~~ **86** % of our global unionized work force, including labor agreements in the United States and Canada covering approximately 2 % of our global unionized workforce, are scheduled to expire in ~~2023~~ **2024** . There can be no assurances that these upcoming negotiations or any other future negotiations with the unions will be resolved favorably or that we will not experience a work stoppage or disruption that could adversely affect our financial condition, operating results and cash flows. A labor dispute involving us, any of our customers or suppliers or any other suppliers to our customers or that otherwise affects our operations, or the inability by us, any of our customers or suppliers or any other suppliers to our customers to negotiate, upon the expiration of a labor agreement, an extension of such agreement or a new agreement on satisfactory terms could adversely affect our financial condition, operating results and cash flows. In addition, if any of our significant customers experience a material work stoppage, the customer may halt or limit the purchase of our products. This could require us to shut down or significantly reduce production at facilities relating to such products, which could adversely affect our ~~business~~ **financial condition** and **operating results** ~~harm our profitability~~ . • Our ability to attract, develop, engage and retain qualified employees could affect our ability to execute our strategy. Our success depends, in part, on our ability to identify and attract qualified candidates with the requisite education, background and experience, as well as our ability to develop, engage and retain qualified employees. Failure to attract, develop, engage and retain qualified employees, whether as a result of an insufficient number of qualified applicants, difficulty in recruiting new employees or inadequate resources to train, integrate and retain qualified employees, could impair our ability to execute our business strategy and could adversely affect our business. In addition, while we strive to reduce the impact of the departure of employees, our operations and ~~/ or~~ our ability to execute our business strategy and meet our business objectives may be affected by the loss of employees, particularly when departures involve larger numbers of employees. Higher rates of employee separations may adversely affect us through decreased employee morale, the loss of knowledge of departing employees and the devotion of resources to recruiting and onboarding new employees. • Our substantial international operations make us vulnerable to risks associated with doing business in foreign countries. ~~As a result of our global presence, a significant portion of our revenues and expenses are denominated in currencies other than the U. S. dollar.~~ We have substantial **international operations, with** manufacturing and distribution facilities in many foreign countries, including Mexico and countries in Africa, Asia, Central and South America **,** and Europe. ~~International operations are subject~~ **Some of the markets in which we do business may have volatile economic and / or political environments. This may expose us** to ~~certain~~ **heightened** risks ~~inherent in doing business abroad~~ **as a result of economic, geopolitical or other events** , including: ~~•~~ **–** exposure to local economic conditions; ~~•~~ **–** political, economic and civil instability and uncertainty (including acts of terrorism, civil unrest, drug **cartel** - ~~cartel~~ related and other forms of violence **,** and outbreaks of war **, such as the actions taken by Russia in Ukraine** ); ~~•~~ **–** labor unrest; ~~•~~ **–** expropriation **, governmental takeover** and nationalization; ~~•~~ **–** currency exchange rate fluctuations, currency controls and the ability to economically hedge currencies; ~~•~~ **–** withholding and other taxes on remittances and other payments by subsidiaries; ~~•~~ **–** investment restrictions or requirements; ~~•~~ **–** repatriation restrictions or requirements; **– trade wars** ~~• export and import restrictions and increases in duties and tariffs~~ ; ~~•~~ **–** concerns about human rights, working conditions and other labor rights and conditions and the environmental impact in foreign countries where our products are produced and raw materials and / or components are sourced, as well as changing labor, environmental and other laws in these countries; ~~•~~ **–** pandemic illness; ~~•~~ **–** increases in working capital requirements related to long supply chains; and ~~•~~ **–** global sovereign fiscal matters and creditworthiness, including potential defaults and the related impacts on economic activity, including the possible effects on credit markets, currency values, monetary unions, international treaties and fiscal policies. Expanding our sales and operations in lower- cost regions are important elements of our strategy. As a result, our exposure to the risks described above is substantial. The likelihood of such occurrences and their potential effect on us vary from country to country and are unpredictable. However, any such occurrences could adversely affect our financial condition, operating results and cash flows. • Certain of our operations are conducted through joint ventures which have unique risks. Certain of our operations, particularly in Asia, are conducted through joint ventures. With respect to our joint ventures, we may share ownership and management responsibilities with one or more partners that may not share our goals and objectives. Operating a joint venture requires us to operate the business pursuant to the terms of the agreement that we entered into with our partners, ~~including~~ **which may require** additional organizational formalities, as well as ~~to share~~ **the sharing of** information and decision making. Additional risks associated with joint ventures include one or more partners failing to satisfy contractual obligations, **the ability to enforce such obligations,** conflicts arising between us and any of our partners, a change in the ownership of any of our partners and less of an ability to control compliance with applicable rules and regulations, including the Foreign Corrupt Practices Act and related rules and regulations. Additionally, our ability to sell our interest in a joint venture may be subject to contractual and other limitations. Accordingly, any such occurrences could adversely affect our financial condition, operating results and cash flows. • Our failure to execute our strategic objectives could adversely affect our financial performance. Our financial performance depends, in part, on our ability to successfully execute our strategic objectives. Our ~~objectives are~~ **strategy is based on four pillars designed** to ~~deliver superior long~~ **drive growth and profitability: (1) extend our market leadership position in Seating with priceable features; (2) transform our E** - ~~term stockholder value by investing~~ **Systems business through accelerated growth** in ~~innovation~~ **connection systems, vehicle architecture evolution and electrification, and the rationalization of our product portfolio to improve profitability; (3) build on our reputation for operational excellence through investment in Industry 4. 0 technologies; and (4) prioritize people and the planet through our sustainability initiatives** to drive business growth ~~and profitability~~ , **cost reductions** ~~while maintaining a strong balance sheet~~ and **improved employee retention** ~~returning excess cash to our stockholders~~ . Various factors, including the industry environment and the other matters described herein and in Part II — Item 7," Management' s Discussion and Analysis of Financial Condition and Results of Operations," including" — Forward- Looking Statements," could adversely affect our ability to execute our strategic objectives. These risk factors include our failure to identify suitable opportunities for organic investment and / or acquisitions, our inability to successfully develop such opportunities or complete such acquisitions or our inability to successfully utilize or integrate the investments in our operations. Our failure to execute our strategic objectives could adversely affect our financial condition, operating results and cash flows. Moreover, there can be no assurances that, even if implemented, our strategic objectives will be successful. • Our inability to effectively manage the timing, quality and costs of new program launches could adversely affect our financial performance. In connection with the award of new business, we obligate ourselves to deliver new products and services that are subject to our customers' timing, performance and quality standards. Additionally, as a Tier 1 supplier, we must effectively coordinate the activities of numerous suppliers in order for the program launches of our products to be successful. Given the complexity of new program launches, we may experience difficulties managing product quality, timeliness and associated costs. In addition, new program launches require a significant ramp up of costs; however, our sales related to these new programs generally are dependent upon the timing and success of our customers' introduction of new vehicles. Our inability to effectively manage the timing, quality and costs of these new program launches could adversely affect our financial condition, operating results and cash flows. • We operate in a highly competitive industry and efforts by our competitors, as well as new non- traditional entrants to the industry, to gain market share could adversely affect our financial performance. We operate in a highly competitive industry. We and most of our competitors are seeking to expand market share with new and existing customers, including in high growth regions. Our customers award business based on, among other things, price, quality, service and technology. Our competitors' efforts to grow market share could exert downward pressure on our product pricing and margins. In addition, the automotive industry has attracted, and will continue to attract, non- traditional entrants as a result of the evolving nature of the automotive vehicle market, including ~~autonomous~~ **the increasing adoption of hybrid and electric** vehicles ~~, ride sharing and on- demand transportation~~ . Further, the global automotive industry is experiencing a period of significant technological change, including a focus on environmentally sustainable vehicles and subcomponents. As a result, the success of portions of our business requires us to develop, acquire and / or incorporate new technologies and depends not only on our customers' ability to execute their strategies to exploit these technologies but also on the adoption of such technologies by end consumers. Such technologies ~~are~~ **may be** subject to rapid obsolescence. Our inability to maintain access to these technologies (through development, acquisition or licensing) may adversely affect our ability to compete. If we are unable to differentiate our products, maintain a low- cost footprint or compete effectively with technology- focused new market entrants, we may lose market share or be forced to reduce prices, thereby lowering our margins. Any such occurrences could adversely affect our financial condition, operating results and cash flows. • If we do not respond appropriately, the evolution of the global transportation industry toward electrification ~~and shared mobility~~ could adversely affect our business. The global transportation industry is increasingly focused on the development of more fuel- efficient solutions to meet demands from consumers and governments worldwide to address climate change and an increased desire for environmentally sustainable solutions. The impacts of these changes on us are uncertain and could ultimately prove dramatic. If we do not respond appropriately, the evolution toward electrification and other energy sources could adversely affect our business. The increased adoption of electrified and other non- internal combustion- based powertrains, such as fuel cells, may result in lower demand for some of our products. ~~There has also been an increase in consumer preferences for car and ride sharing, as opposed to automobile ownership, which may result in a long- term reduction in the number of vehicles per capita.~~ The evolution of the industry toward electrification ~~and shared mobility~~ has also attracted increased competition from entrants outside of the traditional light vehicle industry, some of whom may seek to provide products which compete with ours. Failure to innovate and to develop or acquire new and compelling products that capitalize upon new technologies in response to these evolving consumer preferences and demands could adversely affect our financial condition, operating results and cash flows. • **A** disruption in our information technology systems,or those of our customers ~~or~~ **,** suppliers **,sub- suppliers or other contract parties** ,including a disruption related to cybersecurity,could adversely affect our financial performance.We rely on the accuracy,capacity and security of our information technology networks.Despite the security measures that we have implemented,including those measures related to cybersecurity,our operational systems (including business,financial,accounting,human resources,product development and manufacturing processes),as well as those of our customers,suppliers and other service providers,and certain of our connected vehicle systems and components that may collect and store sensitive end- user data (which could include personally identifiable information) could be breached or damaged by computer viruses,malware,phishing attacks,denial- of- service attacks,human error,natural or man- made incidents or disasters or unauthorized physical or electronic access.These types of incidents have become more prevalent and pervasive across industries,including our industry,and are expected to continue,if not increase,in the future.The secure operation of our information technology networks,and the processing and maintenance of information by these networks,is critical to our operations and strategy.A breach could result in business disruption,including the vehicle systems and components that we supply to our customers or our plant operations,theft of our intellectual property,trade secrets or customer information or unauthorized access to personal information,such as that of our employees or end consumers of vehicles that contain certain of our connected vehicle systems or components.Although cybersecurity and the continued development and enhancement of our controls,processes and practices designed to protect our operational systems and products from attack,damage or unauthorized access are a high priority for us,our actions and investments may not be deployed quickly enough or successfully protect our systems against all vulnerabilities,including technologies developed to bypass our security measures.In addition,outside parties may attempt to fraudulently induce employees or customers to disclose access credentials or other sensitive information in order to gain access to our secure systems and networks.There are no assurances that our actions and investments to improve the maturity of our systems,processes and risk management framework or remediate vulnerabilities will be sufficient or deployed quickly enough to prevent or limit the impact of any cyber intrusion or security breach. **For this reason,we maintain cyber liability insurance to provide additional support during significant events,as well as a level of financial protection in the event of certain cybersecurity- related losses.** Moreover,because the techniques used to gain access to or sabotage systems often are not recognized until launched against a target,we may be unable to anticipate the methods necessary to defend against these types of attacks,and we cannot predict the extent,frequency or impact these attacks may have on us.To the extent that our business is interrupted,including the vehicle systems and components that we supply to our customers or our plant operations,or data is lost,destroyed or inappropriately used or disclosed,such disruptions could adversely affect our competitive position,relationships with our customers,financial condition,operating results and cash flows and / or subject us to regulatory actions,including those contemplated by data privacy laws and regulations like the European Union General Data Privacy Regulation and California Consumer Privacy Act,or litigation.In addition,we may be required to incur significant costs to protect against the damage caused by these disruptions or security breaches in the future.We are also dependent on security measures that some of our customers,suppliers and other third- party service providers take to protect their own systems and infrastructures. ~~Any security breach of any of these third- parties' systems could result in unauthorized access to our or our customers' or suppliers' sensitive data or our own information technology systems,cause us to be non- compliant with applicable An~~ **Any** ~~emphasis~~ **security breach of any of these third- parties' systems could result in unauthorized access to our or our customers' or suppliers' sensitive data or our own information technology systems, cause us to be non- compliant with applicable laws or regulations, subject us to legal claims or proceedings, disrupt our operations, damage our reputation or cause a loss of confidence in our products or services, any of which could adversely affect our financial performance. •**

**Pandemics, epidemics, disease outbreaks and other public health crises, such as the COVID- 19 pandemic, have disrupted our business and operations, and future public health crises could adversely affect our business, financial condition and operating results. Pandemics, epidemics or disease outbreaks in the United States or globally, including the COVID- 19 pandemic, have disrupted, and may disrupt in the future, our business, which could materially affect our financial condition including liquidity, operating results and future expectations. Any such events may adversely impact our global supply chain and global manufacturing operations and cause us to again suspend our operations. In particular, we could experience among other things: (1) continued or additional global supply disruptions, including component and material shortages; (2) labor disruptions; (3) an inability to manufacture; (4) a decline in consumer demand; and (5) an impaired ability to access credit and capital markets. Any future public health crises, could adversely affect our business, financial condition, operating results and cash flows going forward. • Perspectives** on global climate change and other ~~ESG~~ **sustainability** matters by various stakeholders could ~~negatively~~ **adversely** affect our business. Customer, investor, employee and other stakeholder expectations of us and our supply base in areas such as the environment, social matters and corporate governance **continue to evolve** ~~have been rapidly evolving and increasing~~. The enhanced stakeholder focus on ~~ESG~~ **sustainability** requires ~~the~~ continuous monitoring of various and evolving standards and their associated requirements **, and may result in potentially differing perspectives on these topics among stakeholders** . Our failure, or that of our supply base, to adequately meet stakeholder expectations **or address stakeholder concerns, including concerns about environmental impacts and similar matters,** may result in, among other things **, negative sentiment toward us or our products** , the loss of business, diluted market valuation, an inability to attract customers or an inability to attract and retain top talent. • Global climate change could ~~negatively~~ **adversely** affect our business. The effects of climate change, such as extreme weather conditions, could impact our business. Such effects could disrupt our operations by **, among other things,** impacting the availability and cost of materials needed for manufacturing and could increase insurance and other operating costs. These factors may impact our decisions to construct new facilities or maintain existing facilities in areas most prone to physical climate risks **, as well as our decisions regarding business strategy, capital allocation and innovation** . We could also experience indirect financial risks passed through the supply chain and disruptions that could result in increased prices for our products and the resources needed to produce them. • Impairment charges relating to our goodwill and long- lived assets could adversely affect our financial performance. We regularly monitor our goodwill and long- lived assets for impairment indicators. In conducting our goodwill impairment testing, we may first perform a qualitative assessment of whether it is more likely than not that a reporting unit' s fair value is less than its carrying amount. If not, no further goodwill impairment testing is required. If it is more likely than not that a reporting unit' s fair value is less than its carrying amount, or if we elect not to perform a qualitative assessment of a reporting unit, we then compare the fair value of the reporting unit to the related net book value. If the net book value of a reporting unit exceeds its fair value, an impairment loss is measured and recognized. In conducting our impairment analysis of long- lived assets, we compare the undiscounted cash flows expected to be generated from the long- lived assets to the related net book values. Changes in economic or operating conditions impacting our estimates and assumptions could result in the impairment of our goodwill or long- lived assets. In the event that we determine that our goodwill or long- lived assets are impaired, we may be required to record a significant charge to earnings that could adversely affect our financial condition and operating results. • Significant changes in discount rates, the actual return on pension assets and other factors **related to our global defined benefit plans** could adversely affect our financial performance. Our earnings may be positively or negatively impacted by the amount of income or expense recorded related to our global defined benefit plans. Accounting principles generally accepted in the United States require that income or expense related to the defined benefit plans be calculated at the annual measurement date using actuarial calculations, which reflect certain assumptions. The most significant of these assumptions relate to interest rates, the capital markets and other economic conditions. These assumptions, as well as the actual value of pension assets at the measurement date, will impact the calculation of pension and other postretirement benefit expense for the year. Although pension expense and pension contributions are not directly related, the key economic indicators that affect pension expense also affect the amount of cash that we will contribute to our pension plans. Because interest rates and the values of these pension assets have fluctuated and will continue to fluctuate in response to changing market conditions, pension and other postretirement benefit expense in subsequent periods, the funded status of our pension plans and the future minimum required pension contributions, if any, could adversely affect our financial condition, operating results and cash flows. **• Unanticipated changes in our effective tax rate, the adoption of new tax legislation or exposure to additional income tax liabilities could adversely affect our profitability. We are subject to income taxes in the United States and numerous international jurisdictions. Our effective tax rate and cash tax liability in the future could be adversely affected by the enactment of new tax legislation, changes in the level and mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, and changes in tax holiday status. The carrying value of deferred tax assets, which are predominantly in the United Sates, is dependent on our ability to generate future taxable income in the United States. We are also subject to ongoing tax audits globally. These audits can involve complex issues, which may require an extended period of time to resolve and can be highly judgmental. Tax authorities may disagree with certain of our tax reporting positions and, as a result, assess additional taxes against us. We regularly assess the likely outcomes of these audits to determine the appropriateness of our gross unrecognized tax benefits. The amounts ultimately paid upon resolution of current and future tax audits could be materially different from the amounts previously included in our income tax provision and, therefore, could have a material impact on our income tax provision. The Organization for Economic Cooperation and Development (" OECD") issued new guidelines, known as" Pillar Two," to implement a 15 % global corporate minimum tax to address gaps in current tax laws and ensure that large multinational enterprises pay a minimum level of tax in the countries in which they operate. Countries may implement the OECD Pillar Two model rules as issued, in a modified form or not at**

**all. A number of countries have passed legislation enacting certain parts of the OECD' s Pillar Two framework effective in 2024. As a result of the uncertainty, OECD Pillar Two could have a material impact on our effective tax rate and result in higher cash tax liabilities depending on which countries enact minimum tax legislation and in what manner.** Risks Related to Our Indebtedness • Our existing indebtedness and the inability to access capital markets could restrict our business activities or our ability to execute our strategic objectives or adversely affect our financial performance. As of December 31, ~~2022~~ **2023** , we had approximately $ 2. ~~6~~ **7** billion of outstanding indebtedness, as well as $ 2. 0 billion available for borrowing under our revolving credit facility. As of December 31, ~~2022~~ **2023** , there were no amounts outstanding under our revolving credit facility. The debt instruments governing our indebtedness contain covenants that may restrict our business activities or our ability to execute our strategic objectives, and our failure to comply with these covenants could result in a default under our indebtedness. We also lease certain buildings and equipment under non- cancelable lease agreements with terms exceeding one year, which are accounted for as operating leases. Additionally, any downgrade in the ratings that rating agencies assign to us and our debt may ultimately impact our access to capital markets. Our inability to generate sufficient cash flow to satisfy our debt and lease obligations, to refinance our debt obligations or to access capital markets on commercially reasonable terms could adversely affect our financial condition, operating results and cash flows. Legal and Regulatory Risks • A disruption in our information technology systems,...... affect our financial performance. • A significant product liability lawsuit, warranty claim or product recall involving us or one of our major customers could adversely affect our financial performance. In the event that our products fail to perform as expected, regardless of fault, and such failure results in, or is alleged to result in, bodily injury and / or property damage or other losses, we may be subject to product liability lawsuits and other claims ~~or we may be required or requested by our customers to participate in a recall or other corrective action involving such products~~ . **Our** ~~We also are a party to agreements with certain of our customers, whereby these~~ customers may **also** pursue claims against us for contribution of all or a portion of the amounts sought in connection with product liability ~~and~~ **,** warranty **and recall** claims **related to our products** . We carry insurance for certain product liability claims, but such coverage may be limited. We do not maintain insurance for ~~product~~ warranty or recall matters. In addition, we may not be successful in recovering amounts from third parties, including sub- suppliers, in connection with these claims. These types of claims could adversely affect our financial condition, operating results and cash flows. • We are involved from time to time in various legal and regulatory proceedings and claims, which could adversely affect our financial performance. We are involved in various legal and regulatory proceedings and claims that, from time to time, are significant. These are typically claims that arise in the normal course of business, including, without limitation, commercial or contractual disputes, including disputes with our customers, suppliers or competitors, intellectual property matters, personal injury claims, environmental matters, tax matters, employment matters and antitrust matters. No assurances can be given that such proceedings and claims will not adversely affect our financial condition, operating results and cash flows. • ~~Increasing~~ **The continuing** focus on **human rights and** environmental laws and regulations **, as well as related customer requirements,** globally could cause us to incur significant costs. Concerns over **human rights,** environmental pollution and climate change have produced significant legislative and regulatory efforts globally **. In addition** , ~~and we believe~~ **our customers have imposed various requirements on their suppliers, including us, in response to these concerns. We expect** that ~~this~~ **these regulatory and customer requirements** will continue ~~both~~ **to increase** in **number and breadth of** scope ~~and in~~ **for the foreseeable future, thereby affecting our business. Complying with** ~~the~~ **these** ~~number of countries participating. In addition~~ **requirements will likely require us to incur costs** , ~~as climate~~ **make investments in new innovations and / or** change **product** ~~issues become more prevalent, foreign, federal, state~~ and ~~local governments and our customers have been responding~~ **production processes, certain of which could be significant. If we fail** to **comply with** these ~~issues. The increased focus on environmental sustainability may result in new regulations and customer~~ requirements, ~~or changes in current regulations~~ **we could be subject to lost business opportunities** and ~~customer requirements~~ **/ or future liabilities** , which could adversely affect our **reputation,** business, financial condition ~~and~~ **,** operating results ~~. If we are unable to effectively manage real or perceived issues, including concerns about environmental impacts or similar matters, sentiments toward us or our products could be negatively impacted,~~ and **cash flows** ~~our business, financial condition and operating results could be adversely affected. Changing government regulations related to greenhouse gas emissions and energy efficiency and growing recognition among consumers of the dangers of climate change may also require increasing levels of innovation and change at the product / production process level. These trends may also prompt automotive manufacturers to accelerate commitments to carbon neutrality, which could in turn prompt us to make changes at the product / production process level. This could require additional cost and / or investment to make products / production processes compliant and / or carbon neutral~~ . • New laws or regulations or changes in existing laws or regulations could adversely affect our financial performance. We and the automotive industry are subject to a variety of federal, state, local and foreign laws and regulations, including those related to health, safety and, increasingly, ~~ESG~~ **sustainability** matters. Governmental regulations also affect taxes and levies, capital markets, healthcare costs, energy usage, data privacy, international trade and immigration, human rights and other labor issues **(including labor costs)** , all of which may have a direct or indirect effect on our business and the businesses of our customers and suppliers. We cannot predict the substance or impact of pending or future legislation or regulations, or the application thereof. The introduction of new laws or regulations or changes in existing laws or regulations, or the interpretation thereof, could increase the costs of doing business for us or our customers or suppliers or restrict our actions and adversely affect our financial condition, operating results and cash flows. • We **may incur fines** ~~are subject to regulation of our~~ - **or** ~~international operations that could~~ **penalties, damage to our reputation or other** ~~adversely~~ -- **adverse** ~~affect~~ **consequences if our employees, suppliers, sub- suppliers** ~~our~~ - **or** ~~financial performance~~ **other contract parties, agents or business partners violate anti- bribery, competition, export and import, trade sanctions, data privacy, environmental, human rights or other laws** . We are subject to ~~many~~ **regulation under a wide variety of U. S. federal and state and non- U. S.** laws ~~governing our international operations~~ , ~~such as those that pertain~~ **regulations and**

**policies, including laws related** to **anti- corruption, human rights, anti- bribery, export and import compliance, trade sanctions,** data privacy ~~and human rights~~ , **anti- trust** ~~prohibit improper payments to government officials~~ and **money laundering, due to** ~~restrict where we can do business and what information or~~ **our domestic and global operations. In particular** ~~products we can supply to or purchase from certain countries or third parties~~ , ~~including but not limited to~~ the **U. S.** Foreign Corrupt Practices Act ~~and~~ **,** the U. ~~S~~ **K** . **Bribery** ~~Export Administration~~ Act **and similar anti- bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business, and we operate in many parts of the world that have experienced government corruption to some degree. We cannot provide assurance our internal controls will always protect us from the improper conduct of our employees, suppliers, sub- suppliers or other contract parties, agents and business partners** . Violations of these laws, which are complex, may conflict with laws of other jurisdictions and often are difficult to interpret and apply, could ~~result in significant fines,~~ **subject us to civil or** criminal **investigations in the United States and other jurisdictions, could lead to substantial civil or criminal, monetary and non- monetary** penalties ~~or sanctions that~~ **and related stockholder lawsuits,** could ~~adversely affect~~ **lead to increased costs of compliance and could damage** our reputation, business, financial condition, operating results and cash flows. • We are required to comply with environmental laws and regulations that could cause us to incur significant costs. Our manufacturing facilities are subject to numerous laws and regulations designed to protect the environment, and we expect that additional requirements with respect to environmental matters will be imposed on us and our customers in the future. Material future expenditures may be necessary if compliance standards change or material unknown conditions that require remediation are discovered. Environmental laws could also restrict our ability to expand our facilities or could require us to acquire costly equipment or to incur other significant expenses in connection with our business. If we fail to comply with present and future environmental laws and regulations, we could be subject to future liabilities, which could adversely affect our financial condition, operating results and cash flows. • Developments or assertions by or against us relating to intellectual property rights could adversely affect our financial performance. We own significant intellectual property, including a large number of patents, trademarks, copyrights and trade secrets, and we are involved in numerous licensing arrangements. Our intellectual property plays an important role in maintaining our competitive position in a number of the markets that we serve. Developments or assertions by or against us relating to intellectual property rights could adversely affect our financial condition, operating results and cash flows. • **International trade policies** ~~Changes in U. S. administrative policy~~ , including **protectionist** ~~changes to existing~~ trade ~~agreements~~ **policies, such as tariffs** and **sanctions** ~~any resulting changes in international relations~~ , could adversely affect our financial performance. **Because** ~~As a result~~ of **the interconnectedness of the global economy, policy** changes **in one area of** ~~to U. S. administrative policy, among other~~ -- **the** ~~possible~~ **world can have an immediate and material adverse impact on markets around the world.** ~~changes~~ **Changes in international trade policies** , **including:** ~~there may be~~ (i) changes in policies pertaining to the environment; (ii) changes to existing trade agreements; (iii) greater restrictions on free trade generally; and (iv) significant increases in customs duties and tariffs on goods imported into the United States **, can adversely affect our financial condition and operating results** . The United States- Mexico- Canada Agreement (" USMCA"), which serves as the successor agreement to the North American Free Trade Agreement ~~(" NAFTA")~~ , became effective on July 1, 2020. There can be no assurance that the ongoing transition to the higher North American automotive content requirements in the USMCA will not adversely affect our business. **In addition,** ~~The United States still maintains significant tariffs on most imports from~~ China **presents unique risks to U. S. automotive manufacturers due to the strain in U. S.- China relations, China' s unique regulatory landscape and the level of integration with key components in our global supply chain** . It remains unclear what specific actions the current U. S. administration may take to resolve trade- related issues with China and other countries. ~~A trade war~~ **Further, the U. S. government** , other ~~governmental~~ **governments** ~~action related to~~ **and international organizations could impose additional** tariffs ~~or international trade agreements~~ , **sanctions** ~~changes in U. S. social, political, regulatory and economic conditions~~ or **export controls that could restrict us from doing business directly or indirectly** in **or with certain** ~~laws and policies governing foreign trade, manufacturing, development and investment in the territories and~~ countries ~~where we currently manufacture and sell products~~ **or parties, which could include affiliates. Any of the above could impact** ~~or~~ **our** ~~any resulting negative sentiments toward the United States could~~ **supply chain, as well as our operations, and** adversely affect our ~~business,~~ financial condition ~~,~~ **and** operating results ~~and cash flows~~ .