

## Risk Factors Comparison 2024-12-13 to 2023-12-08 Form: 10-K

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The risks described below could materially and adversely affect our business, financial condition and results of operations. We could also be affected by additional risks that apply to all companies operating in the U. S., as well as other risks that are not presently known to us or that we currently consider to be immaterial. These Risk Factors should be carefully reviewed in conjunction with Management' s Discussion and Analysis of Financial Condition and Results of Operations in Item 7 and our Financial Statements and Supplementary Data in Item 8 of this Report. For ease of review, the risk factors generally have been grouped into categories, but many of the risks described in a given category relate to multiple categories. Risks Related to our Business and Operations Our advertising revenues may decline due to weakness in the retail sector. A significant portion of our revenue is derived from advertising and a decline in the financial or economic conditions of our advertisers could alter discretionary spending by those advertisers. Our publications' and websites' advertisers are primarily retail businesses, which have been challenged in recent years by increased competition from online retailers. This trend has reduced and may continue to reduce advertising revenue from the brick- and- mortar retail sector. Specifically, advertising revenues may worsen if advertisers reduce their budgets, shift their spending priorities, are forced to consolidate, or cease operations. Our ability to generate revenue is highly sensitive to the strength of the economies in which we operate and the demographics of the local communities that we serve. Our advertising and marketing services revenues and subscription revenues depend upon a number of factors, including the size and demographic characteristics of the local population; the general local economic conditions; and the economic condition of the retail segments in the communities that our publications serve. In the case of an economic downturn in a market, our publications, revenues, and profitability in that market could be adversely affected. Our advertising and marketing services revenues could also be affected by negative trends in the general economy that affect consumer spending. The advertisers in our newspapers, other publications, and related websites are primarily retail businesses that can be significantly affected by regional or national economic downturns and other developments. Declines in the U. S. economy could also significantly affect key advertising revenue categories, such as help wanted, real estate, and automotive. Uncertainty and adverse changes in the general economic conditions of markets in which we participate and increases in costs of raw materials, energy, labor and other factors may negatively affect our business. Our business and the companies with which we do business are subject to risks and uncertainties caused by factors beyond our control. Such factors include economic pressures related to high inflation, rising interest rates, economic weakness or recession, as well as geopolitical and public health events such as the wars in Ukraine and Israel, pandemics, and workforce expectations. In the past, these and other similar conditions and events have resulted in, and could lead to, a tightening of credit and capital markets, lower levels of liquidity, lower consumer and business spending, unemployment, declines in real estate values, increases in employee- related costs, and other adverse economic conditions. These changes may negatively affect the sales of our products, increase exposure to losses from bad debts, increase the cost and decrease the availability of financing, or increase costs associated with publishing and distributing our publications. In addition, printing and distribution costs, including the costs of paper and ink, are a significant expense for the Company. We expect increases in these costs in the near- term from various factors, including increases in the cost of raw materials, energy, labor, transportation, and distribution, due to inflation and other adverse factors on the economy. If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately or timely report our financial results. As a result, current and potential stockholders could lose confidence in our financial reporting, which would harm the business and trading price of our common stock. As a public company, we are required to maintain effective internal controls for financial reporting and disclosure controls and procedures. In particular, Section 404 of the Sarbanes- Oxley Act requires us to perform system ~~system~~ and process evaluations and testing of our internal controls over financial reporting to allow management to report on the effectiveness of our internal controls over financial reporting. Compliance with Section 404 may require us to incur substantial accounting expenses and expend significant management efforts. ~~Our~~ **In the past, our** testing has revealed and in the future may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses. In the event we identify significant deficiencies or material weaknesses in our internal controls that we cannot remediate in a timely manner, the market price of our stock could decline if investors and others lose confidence in the reliability of our financial statements and we could be subject to sanctions or investigations by the SEC, ~~NASDAQ~~ **Nasdaq**, or other applicable regulatory authorities. ~~We have identified a material weakness in our internal control over financial reporting, which could result in loss of investor confidence in the Company and a negative impact on the value of our common stock. Management assessed the effectiveness of our internal control over financial reporting as of September 24, 2023, and concluded we did not maintain effective internal control over financial reporting. Management did not design and implement controls to assess the reliability of certain internally generated information, or evaluate information received from certain third- party service providers, that are relevant to certain revenue recognized in the Company' s consolidated financial statements. For additional information, see Item 9A, " Controls and Procedures," below. Until remediated, the material weakness could adversely affect our ability to report our financial condition and results of operations in a timely and accurate manner, which could negatively affect investor confidence in the Company and, in turn, the value of our common stock. While certain actions have been taken and planned to remediate and address the material weaknesses and enhance our internal control over financial reporting, we cannot be certain such remedial measures will be successful or otherwise sufficient to address the material weakness. In addition, if we are unable to remediate the material weakness, are otherwise unable to maintain effective internal control over financial reporting, or additional material weaknesses or significant deficiencies in our internal control over~~

financial reporting are discovered or occur in the future, our ability to record, process and report financial information accurately, and to prepare financial statements within required time periods could be adversely affected, which, in addition to loss of investor confidence and a negative affect on the value of our common stock, could subject the Company to sanctions or investigations by the SEC, NASDAQ, or other regulatory authorities requiring additional financial and management resources to address. The collectability of accounts receivable under adverse economic conditions could deteriorate to a greater extent than provided for in our financial statements and in our projections of future results. Adverse economic conditions in the U. S. may increase our exposure to losses resulting from financial distress, insolvency, and the potential bankruptcy of our advertising and marketing services customers. Our accounts receivable is stated at net estimated realizable value, and our allowance for credit losses has been determined based on several factors, including receivable agings, significant individual credit risk accounts, and historical experience. If such collectability estimates prove inaccurate, adjustments to future operating results could occur. The value of our intangible assets may become further impaired, depending upon future operating results. At September 24-29, 2023, the carrying value of our goodwill was \$ 329-328. 5-0 million, the carrying value of mastheads was \$ 18-10. 7-9 million, and the carrying value of our amortizable intangible assets was \$ 76-59. 3-2 million. The indefinite-lived assets (goodwill and mastheads) are subject to annual impairment testing and more frequent testing upon the occurrence of certain events or significant changes in our circumstances that indicate all or a portion of their carrying values may no longer be recoverable, in which case a non-cash charge to earnings may be necessary in the relevant period. We may subsequently experience market pressures which could cause future cash flows to decline below our current expectations, or volatile equity markets could negatively impact market factors used in the impairment analysis, including earnings multiples, discount rates, and long-term growth rates. Any future evaluations requiring an asset impairment charge for goodwill or other intangible assets would adversely affect future reported results of operations and stockholders' equity. For further information on goodwill and intangible assets, see Note 4 — Goodwill and other intangible assets. Attracting and retaining highly qualified personnel is difficult and costly, but the failure to do so ~~Could~~ **could** negatively affect our operations. Our businesses depend on the efforts, abilities, and talents of our executive team and other highly qualified employees who possess substantial business, information technology, and operational knowledge. The market for such personnel, including technology-related, product and software development, data science, and digital marketing and sales roles is very competitive, and we cannot ensure success in retaining these employees or hiring and training replacement employees in a timely and cost-effective manner, particularly as we continue to focus on our digital products and services. These risks have been exacerbated by recent labor constraints, a trend of increasing employee turnover, and inflationary pressures on employee wages and benefits. Natural disasters, extreme weather conditions, public health emergencies or other catastrophic events could negatively affect our business, financial condition, and results of operations. Natural disasters and extreme weather conditions, such as hurricanes, derecho windstorms, floods, earthquakes, wildfires; acts of terrorism or violence, including active-shooter situations; and public health issues, including pandemics and quarantines, could negatively affect our operations and financial performance. Such events could result in physical damage to our properties, disruptions to our IT systems, temporary or long-term disruption in the supply of products from our suppliers, and delays in the delivery of goods to our printing facilities. Public health issues, whether occurring in the U. S. or Canada, could disrupt our operations, the operations of suppliers, or have an adverse impact on consumer spending and confidence levels. **Generative Artificial Intelligence (AI), as a new and emerging technology, subjects us to risks involving security, protection of intellectual property, ethical concerns, brand trust, reputational harm, legal liability, and the maintenance and growth of revenue streams. The safe and responsible integration of AI functionality as it rapidly evolves presents emerging ethical and legal challenges, and the use of such technologies may result in diminished brand trust and reputational harm. Our competitors are integrating AI into their business practices which may result in competitive harm and the need to allocate significant resources to protect intellectual property. To responsibly remain competitive, we must develop and maintain our digital platform and ethically integrate new AI functionality in accordance with evolving compliance requirements. Developments in the AI field will simultaneously increase both competition and liability risks while also altering the market for our services. In addition, the use of AI by bad actors presents increasingly complex and sophisticated security threats to our confidential subscriber, employee, and Company data, and we must make additional efforts to maintain network security**. Risk Related to Competition from Digital Media Our operating revenue may be materially adversely affected if we do not successfully respond to the shift in newspaper readership and advertising expenditures away from traditional print media and towards digital media. Significant capital investments may be needed to respond to this shift. Currently, a primary source of revenue is from advertising and marketing services, which accounts for 46-45% of our revenue. Subscription revenue accounts for 45-46% of our revenue. The media publishing industry has experienced rapid evolution in consumer demands and expectations due to advances in technology, which have led to a proliferation of delivery methods for news and information. The number of consumers who access online services through devices other than personal computers, such as tablets and mobile devices, has increased dramatically in recent years and likely will continue to increase. The media publishing industry also continues to be affected by demographic shifts, with older generations preferring more traditional print newspaper delivery and younger generations consuming news through digital media. Also, the revenues generated by media publishing companies have been affected significantly by the shift in advertising expenditures towards digital media. The future revenue performance of our digital business depends to a significant degree upon the growth, development, and management of our subscriber and advertising audiences. The growth of our digital business over the long term depends on various factors, including, among other things, the ability to:

- Continue to increase digital audiences;
- Attract advertisers to our digital platforms;
- Tailor our products to efficiently and effectively deliver content and advertising on mobile devices;
- Maintain or increase the advertising rates on our digital platforms;
- Exploit new and existing technologies to distinguish our products and services from those of competitors and develop new content, products and services;
- Invest funds and resources in digital opportunities;
- Partner with, or use services from, providers that can assist us in

effectively growing our digital business; and • Create digital content and platforms that attract and engage audiences in our markets. If we are unable to grow our digital audience, distinguish our products and services from those of our competitors or develop compelling new products and services that engage users across multiple platforms, then our business, financial condition, and results of operations may be adversely affected. Responding to the changes described above may require us to make significant capital investments and incur significant research and development costs related to building, maintaining, and evolving our technology infrastructure, and our ability to make the level of investments required may be limited. See “~~Audiences~~ **Strategic Initiatives**” in Item 1, included herein, for additional information on about our print and digital audiences. We compete with a large number of companies in the local media industry, including digital media businesses and, if we are unable to compete effectively, our advertising and subscription revenues may decline. We compete for audiences and advertising revenue with newspapers and other media such as web- based digital platforms (e. g., Alphabet, Amazon, Meta, TikTok etc.), magazines, broadcast, cable and satellite television, radio, direct mail, and billboards. As the use of the internet and mobile devices has increased, we have lost some classified advertising and subscribers to online advertising businesses and free Internet sites that contain abbreviated versions of our publications. Some of our current and potential competitors have greater financial and other resources than we ~~do have~~. If we fail to compete effectively with competing newspapers and other media, our results of operations may be materially adversely affected. **Risks Related to Our Indebtedness** Our ~~Indebtedness~~ **indebtedness** could materially and adversely affect our business or financial condition. Our current indebtedness, and any future debt incurred, could have significant consequences on our future operations, including making it more difficult to satisfy our debt obligations and meet our operational goals. Our entire outstanding indebtedness is encompassed in a 25- year term loan (“Term Loan”) with BH Finance LLC, a Nebraska limited liability company affiliated with Berkshire Hathaway, Inc. (“BH Finance”), which was part of a broader comprehensive refinancing of all of our then- outstanding debt, including a Credit Agreement, dated January 29, 2020 (collectively, the “2020 Refinancing”). At its inception, the aggregate principal amount and applicable interest rate of the Term Loan was \$ 576. 0 million and 9 % annual rate, respectively, the proceeds of which were used to refinance our then- outstanding debt and fund the acquisition of BH Media and Buffalo News. The Term Loan is collateralized by all Company assets. Currently, the Term Note has an aggregate principal outstanding amount of \$ ~~455. 445~~ **7.9** million. Our ability to make scheduled payments depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, competitive, legislative, regulatory, and other factors beyond our control. We may be unable to maintain a level of cash flow sufficient to permit us to pay the principal and interest on our debt. If our cash flow and capital resources are insufficient to fund our debt obligations, we could face liquidity issues and be forced to reduce or delay investments, acquisitions, and capital expenditures or sell assets or operations, seek additional capital or restructure or refinance our indebtedness. We cannot assure investors we would be able to take any of these alternative actions, such actions would be permitted under the terms of the Credit Agreement, and, even if successful, ~~that~~ such actions would permit us to meet our scheduled debt service obligations. **In addition, the 2020 Refinancing terms impose operating and financial restrictions, including restrictions on incurring additional indebtedness, creating certain liens, making certain investments or acquisitions, issuing dividends, repurchasing shares of Company stock, and engaging in other capital transactions. A failure to satisfy out debt service obligations on the Term Loan could give rise to default. Moreover, these restrictions limit our flexibility in planning for or reacting to changes in our business, the economy, in general, and the economies in which we operate, which, in turn increases our vulnerability to adverse financial consequences related to such changes. A failure to satisfy our debt service obligations on the Term Loan could give rise to default and, in turn, the right of our lender to accelerate our indebtedness, making all principal and interest becoming due and payable. Certain actions, including our ability to incur additional indebtedness, require the consent of our ~~lenders- lender and note holders~~ which, if not provided, would limit our ability to take advantage of future opportunities. The terms of the 2020 Refinancing, limit our ability to take certain actions without requisite lender approval and modification of the loan agreements. These limitations include restrictions on incurring additional indebtedness, creating certain liens, making certain investments or acquisitions, issuing dividends, repurchasing shares of Company stock, and engaging in other capital transactions. While we have an established relationship with BH Finance, whose priorities and interests are familiar to us, there is no assurance BH Finance will approve or consent to our activities, even if the activities are in the best interests of our stockholders. If we are unable to secure the required consent of BH Finance, our ability to take advantage of future opportunities, including acquisition or financing opportunities, could be restricted.** **Risks Related to Cybersecurity** Our business, operating results, and reputation may be negatively impacted, and we may be subject to legal and regulatory claims if there is a loss, destruction, disclosure, misappropriation, or alteration of or unauthorized access to data owned or maintained by us, or if we are the subject of a significant data breach or cyberattack. We rely on our information technology and communications systems to manage our business data, including communications, news and advertising content, digital products, order entry, fulfillment and other business processes. These technologies and systems also help us manage many of our internal controls over financial reporting, disclosure controls and procedures and financial systems. Attempts to compromise information technology and communications systems occur regularly across many industries and sectors, and we may be vulnerable to security breaches resulting from accidental events (such as human error) or deliberate attacks. Moreover, the techniques used to attempt attacks and the perpetrators of such attacks are constantly expanding. We face threats both from use of malicious code (such as malware, viruses, **and ransomware**), employee theft or misuse, advanced persistent threats, and phishing and denial- of- service attacks. The Company has complied with all applicable legal requirements relating to this activity. As cyberattacks become increasingly sophisticated, and as tools and resources become more readily available to malicious third parties, the Company will incur increased costs to secure its technology environment and there can be no guarantee that the Company’ s and our third- party vendors’ actions, security measures and controls designed to prevent, detect or respond to security breaches, to limit access to data, to prevent destruction, alteration, or exfiltration of data, or to limit the negative impact from such attacks, can provide absolute security against compromise. As a

result, our business data, communications, news and advertising content, digital products, order entry, fulfillment and other business processes may be lost, destroyed, disclosed, misappropriated, altered or accessed without consent and various controls, automated procedures and financial systems could be compromised. A significant security breach or other successful attack could result in significant remediation costs, including repairing system damage, engaging third-party experts, deploying additional personnel or vendor support, training employees, and compensation or incentives offered to third parties whose data has been compromised. These incidents may also lead to lost revenues resulting from a loss in competitive advantage due to the unauthorized disclosure, alteration, destruction or use of business data, the failure to retain or attract customers, the disruption of critical business processes or systems, and the diversion of management's attention and resources. Moreover, such incidents may result in adverse media coverage, which may harm our reputation. These incidents may also lead to legal claims or proceedings, including regulatory investigations and actions and private lawsuits, and related legal fees, as well as potential settlements, judgments and fines. We maintain insurance, but the coverage and limits of our insurance policies may not be adequate to reimburse us for losses caused by security breaches. Our possession and use of personal information and the use of payment cards by our customers present risks and expenses that could harm our business. Unauthorized access to or disclosure or manipulation of such data, whether through breach of our network security or otherwise, could expose us to liabilities and costly litigation and damage our reputation. Our online systems store and process confidential subscriber and other sensitive data, such as names, email addresses, addresses, and other personal information. Therefore, maintaining our network security is critical. Additionally, we depend on the security of our third-party service providers. Unauthorized use of or inappropriate access to our, or our third-party service providers' networks, computer systems and services could potentially jeopardize the security of confidential information, including payment card (credit or debit) information, of our customers. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not recognized until launched against a target, we or our third-party service providers may be unable to anticipate these techniques or to implement adequate preventative measures. A party that is able to circumvent our security measures could misappropriate our proprietary information or the information of our customers or users, cause interruption in our operations, or damage our computers or those of our customers or users. As a result of any such breaches, customers or users may assert claims of liability against us and these activities may subject us to legal claims, adversely impact our reputation, and interfere with our ability to provide our products and services, all of which may have an adverse effect on our business, financial condition and results of operations. The coverage and limits of our insurance policies may not be adequate to reimburse us for losses caused by security breaches. A significant number of our customers authorize us to bill their payment card accounts directly for all amounts charged by us. These customers provide payment card information and other personally identifiable information which, depending on the particular payment plan, may be maintained to facilitate future payment card transactions. Under payment card rules and our contracts with our card processors, if there is a breach of payment card information that we store, we could be liable to the banks that issue the payment cards for their related expenses and penalties. In addition, if we fail to follow payment card industry data security standards, even if there is no compromise of customer information, we could incur significant fines or lose our ability to give our customers the option of using payment cards. If we were unable to accept payment cards, our business would be seriously harmed. There can be no assurance that any security measures we, or our third-party service providers, take will be effective in preventing a data breach. We may need to expend significant resources to protect against security breaches or to address problems caused by breaches. If an actual or perceived breach of our security occurs, the perception of the effectiveness of our security measures could be harmed and we could lose customers or users. Failure to protect confidential customer data or to provide customers with adequate notice of our privacy policies could also subject us to liabilities imposed by United States federal and state regulatory agencies or courts. We could also be subject to evolving state laws that impose data breach notification requirements, specific data security obligations, or other consumer privacy-related requirements. Our failure to comply with any of these laws or regulations may have an adverse effect on our business, financial condition and results of operations. Risks Related to Pension Liabilities Sustained increases in funding requirements of our pension and postretirement obligations may reduce the cash available for our business. ~~Pension plans were in a net overfunded position of \$ 10.3 million at September 24, 2023 compared to an underfunded position of \$ 0.4 million at September 25, 2022.~~ Our pension and postretirement plans invest in a variety of equity and ~~debt~~ **fixed income** securities. Future volatility and disruption in the securities markets could cause declines in the asset values of our pension and postretirement plans. In addition, a decrease in the discount rates or changes to mortality estimates and other assumptions used to determine the liability could increase the benefit obligation of the plans. Unfavorable changes to the plan assets and / or the benefit obligations could increase the level of required contributions above what is currently estimated, which could reduce the cash available for our business and debt service. **12** ~~We expect to be subject to additional withdrawal liabilities in connection with multiemployer pension plans, which may reduce the cash available for our business. We contributed to various multiemployer defined benefit pension plans during 2023 under the terms of collective bargaining agreements ("CBAs"). For plans that are in critical status, benefit reductions may apply or we could be required to make additional contributions.~~ 14