Risk Factors Comparison 2024-02-16 to 2023-02-17 Form: 10-K

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This Annual Report on Form 10- K contains forward- looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended, (each a" forward- looking statement"). Statements made in this report that are not statements of historical fact are forward- looking statements. In addition, from time to time, we and our representatives may make statements that are forward- looking. Forward- looking statements are based on management' s current assumptions and expectations and are subject to risks and uncertainties that are beyond our control. This section provides you with cautionary statements identifying, for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, important factors that could materially adversely affect our business, operational and financial results and cash flows. In addition, these factors could cause our actual results to differ materially from those contained in forward- looking statements made in this report or otherwise made by us or on our behalf. You can identify these forward- looking statements by forward- looking words such as " expect ", " anticipate ", " intend ", " plan ", " may ", " will ", " believe ", " seek ", " estimate ", and similar expressions. You are cautioned not to place undue reliance on these forward- looking statements. We caution that any forward- looking statement reflects only our belief at the time the statement is made. We undertake no obligation to update any forward- looking statements to reflect subsequent events or circumstances. The following are some of the factors that could materially adversely affect our business, operational and financial results and cash flows or cause actual results to differ materially from estimates contained in our forward- looking statements. Risks in this section are grouped in the following categories: (1) Company and Operational Risks ; (2) Strategic Risks ; (3) Financial and Market Risks ; and (4) Regulatory and Legal Risks. Many risks affect more than one category, and the risks are not in order of significance or probability of occurrence because they have been grouped by categories. • Volatile, negative or uncertain economic conditions; • Inability to timely operate our business or respond to the needs of our clients; • Competition in the worldwide employment services industry limiting our ability to maintain or increase market share or profitability; • Cyberattack or improper disclosure or loss of sensitive or confidential company, employee, associate or client data, including personal data; • Disruption, increased costs and reputational risk from outsourcing various aspects of our business; • A loss or reduction in revenues from one or more large clients; • Loss of key personnel; • Competition in labor markets limiting our ability to attract, train and retain the personnel necessary to meet our clients' staffing needs; • Political unrest, natural disasters, health crises, infrastructure disruptions and other risks beyond our control; • Our ability to preserve our reputation in the marketplace; • Changes in client attitudes toward the use of our services or our industry; and • Limited ability to protect our thought leadership and other intellectual property. • Inability to effectively implement our business strategy or achieve our objectives; • Failure to keep pace with technological change and marketplace demand in the development and implementation of our services and solutions; • Our ESG strategy exposes us to business risks; • Costs or disruptions resulting from acquisitions we complete; and • Risks related to dispositions we may undertake via sales, franchises, joint ventures or other exit activities. • Foreign currency fluctuations; • Inability to meet our liquidity or working capital needs; • Inability to maintain effective internal controls; • Material adverse effects on our operating flexibility resulting from our debt levels; • Failure to comply with restrictive covenants under our revolving credit facilities and other debt instruments; • Inability to obtain credit on terms acceptable to us or at all; • The performance of our subsidiaries and their ability to distribute cash to our parent company, ManpowerGroup, may vary; • Inability to secure guarantees or letters of credit on acceptable terms; • Changes in tax legislation; and • Fluctuation of our stock price. • Challenges meeting contractual obligations if we or third parties fail to deliver on performance commitments; • Legal regulations in places we do business or the regulatory prohibition or restriction of employment services or the imposition of additional licensing or tax requirements; • Failure to comply with anti- corruption and bribery laws; • Legal claims, including employment- related claims, from clients or third parties; • Liability resulting from competition law; • Provisions under Wisconsin law and our articles of incorporation and bylaws could make the takeover of our Company more difficult; and • Other factors that may be disclosed below or from time to time in our SEC filings or otherwise. Some or all of these factors may be beyond our control. We caution you that any forward- looking statement reflects only our belief at the time the statement is made. We undertake no obligation to update any forward- looking statement to reflect events or circumstances after the date on which the statement is made. RISK FACTORS In addition to the other information set forth in this report, you should carefully consider the following factors which could materially adversely affect our business, financial condition, results of operations (including revenues and profitability) or stock price. Our business is also subject to general risks and uncertainties that may broadly affect companies. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also could materially adversely affect our business, financial condition, results of operations or stock price. Our results of operations have been and may in the future be materially adversely affected by volatile, negative, or uncertain economic conditions, including the risk of recession. Our business is sensitive to changes in global macroeconomic conditions. We have at times experienced uncertainty and volatility in global economic conditions, including in rates of growth or decline in the markets we serve. Our operating countries and regions, which are increasingly interdependent, have experienced periods of volatile growth patterns or declines, and we expect that global conditions will continue to be characterized by instability and unpredictability. Such conditions have and may continue to cause our clients to reduce or defer their spending on new projects that require our solutions which could decrease demand for our various staffing services. ~~For example, the future economic impact of COVID- 19 continues to be uncertain and unpredictable and global economic conditions, as well as our business, could be affected by the emergence of new variants, the effectiveness of vaccines and treatments, and governmental or individual actions in response to new COVID- 19~~

~~developments.~~ If our business growth is slow, or if it contracts for an extended period of time, this could have a material adverse effect on our business and results of operations. Our profitability is sensitive to decreases in demand. Based on current macroeconomic conditions, there is a significant risk that **some of** our most important markets will experience a recession, which would likely be accompanied by a decline in demand for our services. When demand drops or remains low, our operating profit is impacted unfavorably as we experience a deleveraging of our selling and administrative expense base as expenses do not decline as quickly as revenues. **For example, our ability to achieve cost containment through reductions in our headcount may be impeded or slowed by applicable legal requirements to consult with employee representative bodies such as works councils.** In periods of decline, we may not be able to reduce selling and administrative expenses without negatively impacting the long- term potential of our branch network and brands. Additionally, some clients may slow the rate at which they pay us, or become unable to pay their obligations and our cash flow and profitability may suffer. Economic conditions in the countries and territories where we do business may be affected by recent or emerging events, such as the rise of populism, political volatility, civil violence and unrest, election results or other changes in ruling parties or governmental leadership, trade disputes, protectionism or changes in global trade policies, **capital flows,** the global refugee crisis, social justice movements, energy shortages or instability in the global energy market, **global health crises including** COVID- 19 ~~and other global health crises~~ , changes in immigration policy, the impact of supply chain challenges on our clients, changes in employment policy, rising interest rates, inflation, the impact of terrorist activity, or by other political or economic developments. In addition, there is a risk the current inflationary environment **and efforts to combat inflation** could have an impact on the countries and territories where we do business. We are particularly susceptible to changes in demand patterns and economic conditions in Europe, which represents two of our operating segments and 64 % of our revenue. There is a risk that economic conditions in European markets **or elsewhere** may continue to be negatively impacted by geopolitical events **. In** ~~which, in~~ recent years ~~,~~ **these** have included labor unrest, civil protest, heightened trade tensions, refugee crises ~~and~~ , ~~since early 2022,~~ the **ongoing conflict between** Russia ~~-~~ **and** Ukraine ~~war~~ **and, most recently, the ongoing conflict between Israel and Hamas** . ~~Numerous countries~~ **We cannot predict the potential consequences arising from these conflicts and the further escalation of geopolitical tensions globally, including whether they could** have ~~instituted~~ **an effect on the global economy and on our business and results of operations. Geopolitical events could give rise to the imposition of further** sanctions ~~and other penalties against Russia. The measures that have been taken~~ , ~~and could be taken in the future~~ **regional or international expansion of current conflicts** , **instability** ~~by the U. S., European Union, and others could result~~ in **energy supplies, potential** retaliatory action by ~~the Russian government~~ **governments** ~~, leading to an escalation and / or expansion in the scope of this conflict. The consequences of this are difficult to predict but may result in further sanctions, regional or global instability, and geopolitical shifts~~ , heightened cybersecurity threats, ~~further~~ disruptions in the global supply chain, volatility in foreign exchange rates, and inflationary pressures ~~. In addition, the conflict may cause energy shortages, price increases, or other instability in the global energy market, particularly in Europe where our business may be especially vulnerable to these conditions. For example, during 2022 our operations in France had an outsized exposure to the Russia- Ukraine war due to the impact of supply chain constraints on demand for our services in certain sectors, primarily automotive and construction, and to a lesser degree, logistics~~ . Any of these events or trends could have a material adverse effect on our business and operating results, particularly our European operations. There is a risk that even when overall global economic conditions are positive, we could experience declines in all, or in portions, of our business. During past periods of recovery, we have experienced inconsistent results, with some geographical regions, or countries within a region, suffering declines or weakness in economic activity while others improve. Differing economic conditions and patterns of economic growth or contraction may affect demand for our solutions and services, and there is a risk that, even during times of strengthening global economic conditions, we may not experience uniform, or any, increases in demand for our solutions and services within the markets where our business is concentrated. Even without uncertainty and volatility, it is difficult for us to forecast future demand for our services due to the inherent difficulty in forecasting the direction and strength of economic cycles, and the short- term nature of many of our staffing assignments. When it is difficult for us to accurately forecast future demand, we may not be able to determine the optimal level of personnel and office investments necessary to profitably operate our business or take advantage of growth opportunities. We may lack the speed, agility, and resiliency to effectively operate our business and respond to the needs of our clients. There is a risk we may not be able to respond with sufficient speed and agility to the needs of our diverse clients, which span all industries and whose needs may change rapidly as their businesses and industries evolve. The size and breadth of our organization, comprising approximately ~~30~~ **27** , 900 employees based out of over 2, ~~200~~ **100** offices in approximately 75 countries and territories, may make it difficult for us to effectively manage our resources, to maintain our corporate culture throughout the organization, to drive service improvements and to provide coordinated solutions to our clients who require our services in multiple locations. For example, client demands for uniform service across borders may be difficult to satisfy because of variation in local laws and customs. We see a trend in more multi- country and enterprise- level relationships, and we may have difficulty in profitably managing and delivering projects involving multiple countries. Also, our size and organizational structure may make it difficult to develop and implement new processes and tools across the enterprise in a consistent manner. If we are not effective at anticipating or meeting the widely ranging needs of our current and prospective clients, or our competitors are more agile or effective at doing so, our business and financial results could be materially adversely affected. Our ability to perform at speed, and to meet client expectations, may also be adversely affected by limitations in our own information systems and those of our third- party vendors. We are increasingly dependent on these systems, which are subject to damage or interruption from multiple causes, including power outages, facility damage, computer and telecommunications failures, vandalism, malware, hacking and other malicious acts, catastrophic events and human error. If our information systems are damaged, fail to work properly, or otherwise become unavailable, we may incur substantial costs to repair or replace them, and may experience reputational damage, loss of critical information, customer disruption, and interruptions or delays in our ability to perform essential functions and implement new and innovative services. The worldwide employment services industry is highly competitive with limited barriers to entry in many markets, which could limit our ability to maintain or increase our market share or profitability. The worldwide employment services industry is highly competitive with limited barriers to entry in many markets, and in recent years has undergone significant consolidation. We compete in markets throughout the world with full- service and specialized employment services agencies. Several of our global competitors ~~, including The Adecco Group and Randstad,~~ have very substantial marketing and financial resources, and may be better positioned in certain markets. Portions of our industry may become increasingly commoditized, with the result that competition in key areas could become more focused on pricing. We expect that we will continue to experience pressure on price from competitors and clients. There is a risk that we will not compete effectively, including on price, which could limit our ability to maintain or increase our market share and could materially adversely affect our financial results. This may worsen as clients increasingly take advantage of low- cost alternatives including using their own in- house resources rather than engaging a third party. **The increased availability and maturation of artificial intelligence (AI) tools may enable clients to use advanced automation capabilities in lieu of services provided by our employees, contractors and associates.** We could incur liabilities or suffer reputational damage from a cyberattack or improper disclosure or loss of personal or confidential data, and our use of data is subject to complex and ever- changing privacy and cybersecurity legal requirements that could negatively impact our business or subject us to claims and / or fines for non- compliance. In connection with the operation of our business, we store, process and transmit a large amount of data, including personnel and payment data, about our employees, clients, associates and candidates, a portion of which is personal data and / or confidential data. We expect our use of data to increase, including through the use of analytics, artificial intelligence (AI) and machine learning (ML). In engaging in these data- related activities, we rely on our own technology systems and software, and those of third- party vendors we use for a variety of processes, including, but not limited to cloud- based technology and systems, mobile technologies and social media. Unauthorized access to, disclosure, modification, use or loss of personal ~~data and /~~ or confidential data may occur through **various** ~~a variety of~~ methods. These include, but are not limited to, ransomware, systems failure, employee negligence or malfeasance, fraud or misappropriation, or unauthorized access to or through our information systems, whether by our employees, vendors or third parties, including a cyberattack by hackers, members of organized crime and / or state- sponsored organizations, who may develop and deploy supply chain interruptions, social engineering attacks, viruses, worms or other malicious software programs, or obtain credentials to our systems through other unrelated cyberattacks. An incident involving disclosure, system failure, data modification, loss or security breach could harm our reputation and subject us to significant monetary damages or losses, litigation, negative publicity, regulatory enforcement actions, fines, criminal prosecution, as well as liability under our contracts and laws that protect personal and / or confidential data, resulting in increased costs or loss of revenues. Cybersecurity threats continue to increase in frequency and sophistication, thereby increasing the difficulty of detecting and defending against them. In the past, we have experienced data security breaches resulting from unauthorized access to our systems and other fraudulent activities, such as social engineering, which to date have not had a material impact on our operations or financial results. We regularly engage an independent external security firm to assess our defenses to a potential cyberattack, and these assessments may uncover new or additional vulnerabilities and weaknesses that could lead to a compromise of our systems and / or a loss of personal data. In a recent evaluation, vulnerabilities were identified that could facilitate or contribute to a security incident involving personal data. The assessment firm was able to penetrate defensive protections adopted by us, as well as protections that we obtain from third party providers. We are prioritizing the resolution of security gaps that could lead to a loss of personal data or to other damage. Despite our efforts to identify and address vulnerabilities in our systems, vulnerabilities in software products used by us are disclosed by our software providers on a daily basis, and attackers grow continuously more sophisticated in their attack methods **, which may additionally make use of AI technology** , making it impossible to give assurance that our cybersecurity efforts will be successful. There is a risk that our and our third- party vendors' preventative security controls and practices will be inadequate to prevent unauthorized access to, disclosure of, or loss of personal and / or confidential data, or fraudulent activity, especially given that third party attacks have become more common. In the past, our data has been exposed due to data security breaches at our third party vendors, but to date none of these incidents have had a material impact on our operations or financial results. Any such future events, such as unauthorized access or fraudulent activity with our third parties could have a material adverse effect on our business and financial results. ~~Since the beginning of the pandemic, more~~ **More** of our employees are working from their homes or other remote locations **than before the COVID- 19 pandemic,** which makes it more difficult for us to monitor their activities, the security of their work locations, insider threats, and data exfiltration. This has increased the risk of security incidents, which could include unauthorized access to, disclosure of, or loss of personal and / or confidential data, as well as other types of fraudulent activity. Any such unauthorized access or fraudulent activity could have a material adverse effect on our business and financial results. The potential risk of security breaches, fraud and cyberattacks may increase as we continue to introduce services and offerings, whether mobile, cloud, or otherwise. Any additional services and offerings inevitably increase the potential for a cyberattack against us. Further, data privacy and cybersecurity are subject to frequently changing laws and regulations, including the European Union' s General Data Protection Regulation (the " GDPR "), the ~~EU Court of Justice' s opinion in the " Schrems II " decision (which invalidated the EU- US Privacy Shield) and the~~ California Privacy Rights Act (the " CPRA "), **and** ~~as well as~~ additional legislation in place, or expected to become effective, in various U. S. states and other countries. These laws and regulations are increasing in number, complexity, burden and potential financial penalties, and are often inconsistent among the various jurisdictions and countries in which we provide services. For example, the GDPR and the CPRA impose significant compliance obligations that add costs and operational burdens to our business with respect to our collection, use, storage and retention of personal data. Compliance with these obligations could reduce operational efficiency and increase our regulatory compliance costs, and failure to satisfy these requirements may lead to significant regulatory enforcement actions and / or large private litigation in the event of a security breach or other violation. Under the GDPR, the maximum fine can be up to 4 % of a company' s global revenue, and there is no maximum penalty under the CPRA. In addition, our liability insurance might not be sufficient in scope or amount to cover us against claims and losses related to violations of data privacy and cybersecurity laws or security breaches, social engineering, cyberattacks and other related data disclosure, loss or breach. We have outsourced aspects of our business, which could result in disruption, increased costs, and reputational risk. We have increasingly outsourced, and may further outsource, important processes of our business to third party vendors, which exposes us to other risks, including increased costs, supply chain interruptions, potential disruptions to our business operations, and reputational risk. For example, we rely on third parties to host, manage and secure certain aspects of our data center information and technology infrastructure, to develop and maintain new technology for attracting, onboarding, managing, and analyzing our workforce, and to provide important back- office support. We have increasingly centralized our vendor profile so that we are reliant on a small number of vendors for highly critical corporate and technology functions. While we believe these third- party vendors provide greater efficiency and expertise, our dependence on a small number of vendors increases the risk that our business will be adversely affected if our vendors are unable to provide these services consistent with our needs. Similarly, our business continuity and our margins could be adversely affected if we needed to replace one of our critical vendors for performance or economic reasons. Our operations also depend significantly upon these vendors' and our ability to protect our data and to ensure the availability of our servers, software applications and websites. Despite our and our third- party vendors' implementation of security measures, our systems remain susceptible to system failures, computer viruses, natural disasters, unauthorized access, cyberattacks and other similar incidents, any of which could result in disruptions to our operations. Our vendors have experienced data losses in the past, and we can expect such data incidents will occur in the future. A successful breach of the security of our technology systems, or those of our vendors, could result in the theft of confidential, personally identifiable, or other sensitive data, including data about our employees and / or associates, or our human resources operations, any of which could damage our reputation in the market. If we are not able to realize the savings associated with outsourcing services or if there is a disruption or security breach of our outsourced services that results in a loss or damage to our data, or in an inappropriate disclosure of confidential, personally identifiable, or sensitive data, our business and financial results could be materially adversely affected. A loss or reduction in revenues from large client accounts could have a material adverse effect on our business. Our client mix consists of both small- and medium- size businesses, which are based upon a local or regional relationship with our presence in each market, and large national and multinational ~~client~~ **clients** ~~relationships~~ . These large national and multinational clients will frequently enter into non- exclusive arrangements with several firms, and the client is generally able to terminate their contract with us on short notice without penalty. The deterioration of the financial condition or business prospects of one or more large national and / or multinational clients, or a change in their strategy around the use of our services, could reduce their need for our services and result in a significant decrease in the revenues and earnings we derive from them. A loss or reduction in revenues from our large national and multinational clients could have a material adverse effect on our business. If we lose our key personnel, then our business may suffer. Our operations are dependent on the continued efforts of our officers and executive management and the performance and productivity of headquarters management and staff, our local managers and field personnel. Our ability to attract and retain business is significantly affected by local relationships and the quality of service rendered. If we were to lose key personnel who have acquired significant experience in managing our business or managing companies on a global basis or in key markets, it could have a significant impact on our operations. Intense competition may limit our ability to attract, train and retain the qualified personnel necessary for us to meet our clients' staffing needs. Our business depends on our ability to attract and retain qualified associates who meet the requirements of our clients and possess skill sets and experience that match client needs. In many markets, we have recently experienced an unusually tight labor market, with historically low levels of unemployment, and there is a risk that we may be unable to meet our clients' requirements in identifying an adequate number of associates. These labor shortages have been exacerbated by employees and potential employees leaving the labor market due to burn- out, resignation, early retirement, immigration challenges, workplace safety concerns, ~~vaccine mandates,~~ and childcare responsibilities. Workers have also impacted the labor market through increasing demands for change in employment conditions, such as demands for higher wages, remote work, and additional flexibility in work schedule. We must continually evaluate and upgrade our base of available qualified personnel through recruiting and training programs to keep pace with changing client needs and emerging technologies. This is especially acute for individuals with critical IT capabilities and other technology skills that are in high demand by many companies, as competition for such individuals with proven professional skills is intense, and we expect demand for such individuals to remain ~~very~~ strong for the foreseeable future. Qualified personnel with relevant skills may not be available to us in sufficient numbers and on terms of employment acceptable to us. Additionally, our clients may look to us for assistance in identifying and integrating into their organizations' workers from diverse backgrounds, and who may represent different generations, geographical regions, and skillsets. These needs may change due to business requirements, or in response to geopolitical and societal trends. There is a risk that we may not be able to identify workers with skills that match client demand, or that our training programs may not succeed in developing effective or adequate skills. If we fail to recruit, train and retain qualified associates who meet the needs of our clients, our reputation, business and financial results could be materially adversely affected. Our global operations subject us to certain risks beyond our control. With operations in approximately 75 countries and territories around the world, we are subject to numerous risks outside of our control, including risks arising from political unrest and other political events, regional and international hostilities and international responses to these hostilities, strikes and other worker unrest, natural disasters, the impact of global climate change, acts of war, **including the ongoing conflicts between Russia and Ukraine as well as Israel and Hamas,** terrorism, international conflict, severe weather conditions, pandemics, including COVID- 19 ~~,~~ and other global health emergencies, disruptions of infrastructure and utilities including energy, cyberattacks, and other events beyond our control. Although it is not possible to predict such events or their consequences, these events could materially adversely affect our reputation, business and financial results. Our ability to attract and retain business and employees may depend on our reputation in the marketplace. We believe our reputation, along with our brand equity in the ManpowerGroup name and our various other brands, are important corporate resources that help distinguish our services from those of competitors and also contribute to our efforts to recruit and retain talented employees. However, our corporate reputation is potentially susceptible to material damage by events such as disputes with clients, information technology security breaches, internal control deficiencies, delivery failures or compliance violations. Similarly, our reputation could be damaged by actions or statements of current or former clients, employees, competitors, vendors, franchisees and other third- party brand licensees, adversaries in legal proceedings, government regulators, as well as members of the investment community or the media. There is a risk that negative information about ManpowerGroup, even if based on rumor or misunderstanding, could materially adversely affect our business. Damage to our reputation could be difficult, expensive and time- consuming to repair, could make potential or existing clients reluctant to select us for new engagements, resulting in a loss of business, and could materially adversely affect our recruitment and retention efforts. Damage to our reputation **and** could also reduce the value and effectiveness of the ManpowerGroup name and our other brand names, and could reduce investor confidence in us, materially adversely affecting our share price. Changes in sentiment toward the staffing industry could affect the marketplace for our services. From time to time, the staffing industry has come under criticism from unions, works councils, regulatory agencies and other constituents that maintain that labor and employment protections, such as wage and benefits regulations, are subverted when clients use contingent staffing services. Our business is dependent on the continued acceptance of contingent staffing arrangements as a source of flexible labor for our clients. If attitudes or business practices in some locations change due to pressure from organized labor, political groups or regulatory agencies, it could have a material adverse effect on our business, results of operations and financial condition. We have only a limited ability to protect our thought leadership and other intellectual property, which is important to our success. Our success depends, in part, upon our ability to protect our proprietary methodologies and other intellectual property including the value of our brands. Existing laws of the various countries in which we provide services or solutions may offer only limited protection. We rely upon a combination of trade secrets, confidentiality, license and other contractual agreements, and ~~patent,~~ copyright, and trademark laws to protect our intellectual property rights. We cannot be certain that the legal steps we are taking around the world are sufficient to protect our intellectual property rights and may not be adequate to prevent or deter infringement or other misappropriation of our intellectual property by competitors, former employees or other third parties. In addition, our intellectual property rights may not prevent competitors from independently developing products, services and solutions similar to ours. Failure to adequately protect our intellectual property rights, or changes in law that diminish or remove our current legal protections could have a material adverse impact on our business and financial results. In addition, we cannot be sure that our services and solutions do not infringe on the intellectual property rights of third parties, and these third parties could claim that we or our clients are infringing upon their intellectual property rights. These claims could harm our reputation, cause us to incur substantial costs or prevent us from offering some services or solutions in the future. We may be unable to effectively implement our business strategy, and there can be no assurance that we will achieve our objectives. Our business strategy focuses on growing revenues while improving our operating profits. An important element of our strategy is our effort to diversify our revenues beyond our core staffing and employment services. This includes expanding our sales in higher margin professional resourcing, such as our Experis brand in IT recruitment. There is a risk that our growth strategy in Experis may be impeded due to the scarcity of talent in the IT field, which is particularly in demand, and which may restrict our ability to fulfill customer requirements. Similarly, another aspect of our strategy to expand beyond our core staffing and employment services is through the sale of innovative workforce solutions designed to achieve higher operating margins. Our higher- margin Right Management career management services have historically performed well in periods of downturn, and it is part of our business strategy that this counter- cyclical effect would help cushion our results in the event of a ~~future~~ period of decline. However, in the event of a downturn, there can be no assurances that the margin contribution from Right Management would increase, or that it would significantly offset other declines we might experience in the business. Additionally, our workforce solutions are often unique, non- repeatable and tailored to a client’ s needs, and present costs, risks and complexity that may be difficult to calculate. These solutions may be unprofitable if we are not able to accurately anticipate these costs and risks in our pricing for these solutions. For example, we may fail to structure and price our solutions in a manner that properly compensates us to create an adequate delivery model, to adequately manage new solutions, or to obtain adequate insurance coverage in amount or scope to cover potential risks arising from such solutions. Our business strategy also includes continuing efforts to transform how we use personnel and technology to **manage our financial administration and to** enhance our delivery of services. ~~Our~~ **These projects are complex, and may consume considerable financial and personnel resources. The** goal **of these transformation initiatives** is to become a more agile and effective competitor, to reduce the cost of operating our business and to increase our operating profit and operating profit margin. **However, as** ~~These~~ **these** efforts **may consume considerable resources, they may put pressure on our operating results or ability** to ~~transform how we do business~~ **address other priorities. They** may not be successful, ~~and we~~ may not ~~succeed at reducing~~ **be achieved within our timing and cost estimates, and may not ultimately reduce** our operating costs or ~~preventing~~ --- **prevent** the return of any costs that are eliminated. Additionally, reductions in personnel and other changes **emerging from these projects** could materially adversely affect our ability to effectively operate our business. If, for these or other reasons, we are not successful in implementing our business strategy or achieving the anticipated results **of our transformation initiatives** , our business, financial condition and results of operations could be materially adversely affected. Our results of operations and ability to grow could be materially negatively affected if we cannot successfully keep pace with technological changes in the development and implementation of our services and solutions. Our success depends on our ability to keep pace with rapid technological changes in the development and implementation of our services and solutions. For example, rapid changes **in** ~~and regulatory restrictions on~~ the **functionality and potential** ~~use~~ **uses** of **AI** ~~artificial intelligence~~ , machine learning and robotics are having a significant impact on some of the industries we serve ~~and~~ **. This technological disruption** could **also** have significant and unforeseen consequences for the workforce services industry and for our business **in particular, such as a reduced demand for our services or challenges to effective implementation of this technology** . There is a risk that these, or other developments, could result in significant rapid disruption to our business model, and that we will be unprepared to compete effectively **. This challenge is further complicated by rapidly evolving regulatory restrictions governing the permitted uses of artificial intelligence** . Additionally, our business is reliant on a variety of technologies, including those which support applicant on- boarding and tracking systems, order management, billing, payroll, and client data analytics. There is a risk we will not sufficiently invest in technology or industry developments, or evolve our business with the right strategic investments, or at sufficient speed and scale, to adapt to changes in our marketplace. Similarly, from time to time we make strategic commitments to particular technologies to recruit, manage or analyze our workforce or support our business, and there is a risk they will be unsuccessful. **Additionally, there are risks and uncertainties associated with our use of AI technologies which could expose us to regulatory, legal, reputational or financial harm.** These and similar risks could have a negative effect on our services and solutions, our results of operations, and our ability to develop and maintain a competitive advantage in the marketplace. Our environmental, social, and governance (ESG) commitments and disclosures may expose us to risks ~~and~~ **,** legal liability **, and increased costs** . Our business could be impacted in several ways by our corporate environmental, social and governance (ESG) initiatives, including our goals for sustainability, diversity, equity, and inclusion. • Our positions and disclosures on these matters, or failure to achieve our commitments, could harm our reputation or brand image. For example, we have made various commitments regarding the future reduction of our greenhouse gas emissions, and there is a risk we will be unsuccessful in making progress toward our goals or ultimately meeting them, which could have adverse reputational impacts. Reputational concerns could also cause us to examine our relationships with certain clients and vendors, and choose not to conduct business with certain partners, which could negatively affect our performance or operational efficiency. • Positions we take, or do not take, on politically sensitive social issues or other ESG matters may be unpopular with certain existing or potential clients and employees, which may impact our ability to attract and retain those clients and employees. • We may experience increased compliance burdens and costs in order to implement our initiatives, including those costs associated with any new legal or regulatory requirements **(such as the EU Corporate Sustainability Reporting Directive)** , or voluntary standards and commitments, designed to mitigate climate change or address human capital management concerns. • Our ability to achieve our ESG commitments may be subject to numerous external factors outside of our control, including: (1) the availability and cost of low- carbon energy sources ; (2) evolving regulatory requirements affecting ESG standards or disclosures ; (3) the availability of vendors and other business partners that can meet our sustainability, diversity, and other standards ; and (4) our ability to recruit, develop, and retain diverse talent. • Standard methodologies and frameworks, as well as our processes and controls, for measuring and reporting ESG matters across our operations are continuously evolving, including ESG- related disclosures that may be required by the SEC, European and other regulators; and such changing standards could result in significant revisions to our current goals, reported progress in achieving such goals, or our ability to achieve such goals in the future. Our acquisition strategy may be unsuccessful and may introduce unexpected costs. From time to time, we make acquisitions of other companies or operating assets, including ~~, in 2021,~~ a significant acquisition of ettain group **, in 2021** . These activities involve significant strategic and operational risks, including: • they may fail to achieve our strategic objectives or fail to meet our performance expectations, including as a result of challenges integrating the acquired company and assimilating their corporate culture; • over- valuation by us of any companies or assets that we acquire; • we may have difficulties integrating the operations, leadership, personnel, financial reporting, services or other functions of acquired companies; • we may experience disputes that arise with the sellers; • we may fail to effectively monitor compliance with corporate policies as well as regulatory requirements; • we may face unanticipated risks and liabilities in connection with the acquired company' s operations; • we may obtain insufficient indemnification from the selling parties for liabilities incurred by the acquired companies prior to the acquisitions; and • acquisition transactions, and the integration of acquired entities, may result in a diversion of our management' s attention from other business concerns. These risks could have a material adverse effect on our business because they may result in substantial costs to us and disrupt our business. The integration of prior acquisitions, as well as entry into future acquisition transactions, could materially adversely affect our business, financial condition, results of operations and liquidity. We could also incur impairment losses on goodwill and **other** intangible assets with an indefinite life or restructuring charges as a result of acquisitions we make. From time to time, we undertake dispositions via sales, franchises, joint ventures or other exit activities, and we may face risks related to such transactions. Occasionally, we dispose of parts of our operations ~~in order~~ **based on risk considerations and** to optimize our global strategic and geographic footprint and ~~synergies~~ **overall efficiency** . We have engaged in such dispositions in the past, including ~~our~~ **the** dispositions of our businesses in **the Philippines in September 2023 and** Russia **and Hungary** in January ~~2022,~~ and ~~in Hungary in~~ December 2022, ~~and we~~ **respectively. We** expect that we will continue to dispose of portions of our business that are not meeting our performance or strategic objectives. Among other alternatives, this could take the form of a closure of a business, the contribution of the business to a joint venture, or an exit by means of a sale to, or a franchise arrangement with, a third party. There are risks and costs associated with any exit activities, which could include difficulties in the separation of operations, services or personnel, the diversion of management attention, and the disruption of our business. Any such transactions may require regulatory or governmental approvals, which could impede the transaction. Divestitures may also involve continued financial involvement in, or liability with respect to, the divested businesses. As a result of divestiture transactions, we could incur severance charges for personnel and payments for lease and other commitments, charges from the impairment or write- off of assets, and other financial loss due to the transaction. Furthermore, there is the risk that we might lose customers, in particular multinational clients with operations in the exited countries or operations. Additionally, if we choose to enter into a franchise arrangement for a third party to operate our business in the exited region using our trademarks and other licensed assets, we face potential counterparty and reputational risks arising from the franchisee' s operation of the business. The reputational risks include the risk that marketplace participants, including clients, candidates and the media, may believe that we continue to control the operations of a divested or franchised business that operates utilizing our name or other trademarks. Foreign currency fluctuations may have a material adverse effect on our operating results. Although we report our results of operations in United States dollars, the majority of our revenues and expenses are denominated in currencies other than the United States dollar, and unfavorable fluctuations in foreign currency exchange rates could have a material adverse effect on our reported financial results. Highly inflationary economies of ~~certain~~ foreign countries ~~, such as Argentina in 2018,~~ can result in foreign currency devaluation, which may also negatively impact our reported financial results. **This occurred in Argentina and is likely to continue while the country attempts to stabilize its currency exchange rate going forward.** During ~~2022~~ **2023** , approximately ~~82~~ **84** % of our revenues were generated outside of the United States, the majority of which were generated in Europe. Furthermore, $ ~~986~~ **1, 002** . ~~5~~ **6** million of our outstanding indebtedness as of December 31, ~~2022~~ **2023** ~~,~~ was denominated in foreign currencies, including $ ~~956~~ **988** . ~~6~~ **2** million related to our Euro- denominated notes (€ 900. 0 million). Increases or decreases in the value of the United States dollar against other major currencies, or the imposition of limitations on conversion of foreign currencies into United States dollars, could affect our revenues, operating profit and the value of balance sheet items denominated in foreign currencies. Our exposure to foreign currencies, in particular the Euro, could have a material adverse effect on our reported results and shareholders' equity, however, such fluctuations generally do not affect our cash flow or result in actual economic gains or losses unless we repatriate funds. Furthermore, the volatility of currencies may make year- over- year comparability of our financial results difficult. We seek to mitigate our exposure to foreign currency fluctuations by utilizing net investment hedges and, from time to time, foreign currency forward exchange contracts and cross- currency swaps. Our Euro- denominated notes are designated as a hedge of our net investment in subsidiaries with a Euro- functional currency as of December 31, ~~2022~~ **2023** , to mitigate our Euro currency translation exposure. The effectiveness of this hedge in part depends on our ability to accurately forecast future cash flows, which is particularly difficult during periods of uncertain or uneven demand for our services and highly volatile exchange rates. Further, hedging activities may only offset a portion, or none at all, of the material adverse financial effects of unfavorable fluctuations in foreign exchange rates over the time the hedge is in place or effective. Our liquidity could be adversely impacted by economic conditions affecting our clients. Our working capital is primarily in the form of trade receivables which generally increase as sales increase. One of the ways in which we measure our working capital is in terms of working capital as a percent of revenue with a focus on Days Sales Outstanding (" DSO "). During periods of decline or uncertainty, our clients may slow the rate at which they pay their vendors, or they may become unable to pay their obligations. In addition, some clients have begun to impose more challenging billing terms, which increases the length of time before we receive payment for services. If our clients become unable to pay amounts owed to us, or pay us more slowly, then our DSO will increase, and our cash flow, liquidity, and profitability may suffer. Our results of operations and share price could be materially adversely affected if we are unable to maintain effective internal controls. The accuracy of our financial reporting is dependent on the effectiveness of our internal controls. We are required to provide a report from management to our shareholders on our internal control over financial reporting that includes an assessment of the effectiveness of these controls. Internal control over financial reporting has inherent limitations, including human error, the possibility that controls could be circumvented or become inadequate because of changed conditions, and fraud. Because of these inherent limitations, internal control over financial reporting might not prevent or detect all misstatements or fraud. If we cannot maintain and execute adequate internal control over financial reporting or implement required new or improved controls that provide reasonable assurance of the reliability of the financial reporting and preparation of our financial statements for external use, we could suffer harm to our reputation, fail to meet our public reporting requirements timely, be unable to properly report on our business and our results of operations, or be required to restate our financial statements. If any of these were to occur, the market price of our securities and our ability to obtain new business could be materially adversely affected. Our debt levels could materially adversely affect our operating flexibility and put us at a competitive disadvantage. As of December 31, ~~2022~~ **2023** , we had $ ~~986~~ **1, 002** . ~~5~~ **6** million of total debt. Our level of debt and the limitations imposed on us by our credit agreements could have important consequences for investors, including the following: • we may not be able to obtain additional debt financing for future working capital, capital expenditures, significant acquisition opportunities, or other corporate purposes or may have to pay more for such financing; • borrowings under our revolving credit facilities are at a variable interest rate, making us more vulnerable to increases in interest rates; and • we could be less able to take advantage of significant business opportunities and to react to changes in market or industry conditions. Our failure to comply with restrictive covenants under our revolving credit facilities and other debt instruments could trigger prepayment obligations. Our failure to comply with the restrictive covenants under our revolving credit facilities and other debt instruments could result in an event of default, which, if not cured or waived, could result in us being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms, our results of operations and financial condition could be materially adversely affected by increased costs and rates. The lenders under our and our subsidiaries' credit facilities may be unwilling or unable to extend credit to us on acceptable terms or at all. If our liquidity needs increase, we would expect to use our revolving credit facility, which is provided by a syndicate of banks. Each bank in the syndicate is responsible on a several, but not joint, basis for providing a portion of the loans under the facility. If any of the participants in the syndicate fails to satisfy its obligations to extend credit under the facility, the other participants refuse or are unable to assume its obligations and we are unable to find an alternative source of funding at comparable rates, our liquidity may be materially adversely affected, or our interest expense may increase substantially. Furthermore, a number of our subsidiaries maintain uncommitted lines of credit with various banks. Under the terms of these lines of credit, the bank is not obligated to make loans to the subsidiary or to make loans to the subsidiary at a particular interest rate. If any of these banks cancel these lines of credit or otherwise refuse to extend credit on acceptable terms, we may need to extend credit to those subsidiaries, or the liquidity of our subsidiaries may be materially adversely affected. The performance of our subsidiaries and their ability to distribute cash to our parent company may vary, negatively affecting our ability to service our debt at the parent company level or in other subsidiaries. Since we conduct a significant portion of our operations through our subsidiaries, our cash flow and our consequent ability to service our debt depends in part upon the earnings of our subsidiaries and the distribution of those earnings to our parent company, or upon loans or other payments of funds by those subsidiaries to our parent company or to other subsidiaries. The payment of such dividends and the making of such loans and advances by our subsidiaries may be subject to legal or contractual restrictions, depend upon the earnings of those subsidiaries and working capital requirements, and be subject to various business considerations, including the ability of such subsidiaries to pay such dividends or make such loans and advances. Our inability to secure guarantees or letters of credit on acceptable terms may substantially increase our cost of doing business in various countries. In a number of countries and territories in which we conduct business **,** we are obligated to provide guarantees or letters of credit to secure licenses, lease space or for insurance coverage. We typically receive these guarantees and letters of credit from a number of financial institutions around the world. In the event that we are unable to secure these arrangements from a bank, lender or other third party on acceptable terms, our liquidity may be materially adversely affected, there could be a disruption to our business or there could be a substantial increase in cost for our business. We could be subject to changes in tax rates, adoption of new United States or international tax legislation or tax audits that could result in additional income tax liabilities. We are subject to income and other taxes in the United States and international jurisdictions where we have operations. The tax bases and rates of these respective tax jurisdictions change from time to time due to economic and political conditions. Our effective income tax rate is affected by changes in earnings in countries with differing tax rates, changes in valuation of deferred tax assets and liabilities or changes in the respective tax laws. Our other taxes are impacted by changes in local tax laws or changes in our business. In addition, tax accounting involves complex matters and requires our judgment to determine our worldwide provision for income and other taxes and tax assets and liabilities. These complex matters include transfer pricing and reporting related to intercompany transactions. We are routinely subject to tax examinations by the United States Internal Revenue Service and other tax authorities. Tax authorities have disagreed, and may disagree in the future, with our judgments. Many taxing authorities are taking increasingly aggressive positions opposing the judgments we make, including with respect to our intercompany transactions. We regularly assess the likely outcomes of our audits and tax proceedings to determine the appropriateness of our tax liabilities. However, our judgments might not be sustained as a result of these audits and tax proceedings, and the amounts ultimately paid could be materially different from the amounts previously recorded. In addition, changes in tax laws, treaties or regulations, or their interpretation or enforcement, have become more unpredictable and may become more stringent, which could materially adversely affect our tax position. A number of countries where we do business, including the United States and many countries in the European Union, have implemented, and are considering implementing, changes in relevant tax, accounting and other laws, regulations and interpretations. The overall tax environment has made it increasingly challenging for multinational corporations to operate with certainty about taxation in many jurisdictions. For example, the Organization for Economic Co- operation and Development (“ OECD ”), which represents a coalition of member countries, ~~recently~~ agreed to enact Pillar Two, which introduces a global minimum effective tax rate whereby certain multinational groups are subject to a 15 % minimum tax on income derived in low- tax jurisdictions. These rules ~~are to~~ become effective **in some countries** beginning in 2024. In the United States, various proposals to raise corporate income taxes are periodically considered ~~including~~ **such as** the ~~recently enacted~~ Inflation Reduction Act, which introduced a 15 % Corporate Alternative Minimum Tax beginning in 2023. These proposed and enacted changes in tax laws, treaties or regulations, or their interpretation or enforcement, could have a material adverse impact on our current or future tax positions. The price of our common stock may fluctuate significantly, which may result in losses for investors. The market price for our common stock may be subject to significant volatility. For example, during ~~2022~~ **2023** , the price of our common stock as reported on the New York Stock Exchange ranged from a high of $ ~~115~~ **91** . ~~54~~ **50** to a low of $ ~~64~~ **67** . ~~00~~ **09** . Our stock price can fluctuate as a result of a variety of factors, including factors listed in these “ Risk Factors ” and others, many of which are beyond our control. These factors include: • changes in general economic conditions; • actual or anticipated variations in our quarterly operating results; • announcement of new services by us or our competitors; • announcements relating to strategic relationships or acquisitions; • changes in financial estimates or other statements by securities analysts; and • changes in investor sentiment regarding the company arising from these or other events, or the economy in general. Our performance on contracts may be materially adversely affected if we or third parties fail to deliver on commitments. Our contracts are increasingly complex and, in most instances, require that we partner with other parties or subcontractors to provide the workforce solutions required by our clients. Our clients have become more sophisticated in their contractual negotiation process and more detailed in defining their operational requirements, including requirements to use the client' s form of agreement. Our ability to deliver these solutions and provide the services required by our clients is dependent on our and our partners’ ability to meet our clients’ delivery requirements and schedules. If we or our partners fail to deliver services on time and in accordance with contractual performance obligations, then our ability to successfully complete our contracts may be affected, which may have a material and adverse impact on our client relations, revenues and profitability. Additionally, we may incur liability for the actions or omissions of our partners, subcontractors or vendors and we may face challenges or be unable to enforce these obligations against those partners. Government regulations may result in prohibition or restriction of certain types of employment services or the imposition of additional licensing or tax requirements that may reduce our future earnings. In many jurisdictions in which we operate, such as France, Italy, Germany, Japan and Mexico, the employment services industry is heavily regulated and scrutinized. For example, in ~~April~~ 2021, new legislation was adopted in Mexico that affects many types of temporary placements under the country’ s labor laws. The new law broadly prohibits the provision of our traditional temporary staffing services, only allowing outsourced worker assignments for special, deliverables-based projects outside of the client’ s core business activity. This has had a material adverse impact on our business in Mexico.

In Europe, governmental regulations in Germany restrict the length of contracts and the industries in which our associates may be used. In some countries, special taxes, fees or costs are imposed in connection with the use of our associates. Additionally, in some countries, trade unions have used the political process to target our industry in an effort to increase the regulatory burden and expense associated with offering or utilizing contingent workforce solutions. Moreover, many countries, including the Netherlands and Japan, have established regulations that require equal- pay for equal- work for temporary workers and fixed term employees. Furthermore, some countries are adopting more restrictive immigration regulations, which may lead to greater expense or inability to fulfill client demand, particularly in our cross- border ~~talent~~ **Talent** ~~solutions~~ **Solutions** business. All of these continuously- evolving regulations could have a significant impact to our revenues, costs, and operating margins as we and customers adjust to these new regulations. The countries and territories in which we operate may, among other things: • create additional regulations that prohibit or restrict the types of employment services or categories of job roles that we may provide; • **expand governmental or regulatory scrutiny on the use of AI within the recruitment process; •** require new or additional benefits be paid to our associates; • require pay parity for our associates or impose mandatory thresholds for employee diversity; • regulate the period of time for which we may or may not employ our workers, including maximum term limits or minimum time requirements for associates on assignment at our clients ~~; • adopt new COVID- 19 regulations that impact our business~~ ; • require us to obtain additional licensing to provide employment services; or • increase taxes, such as sales or value- added taxes. Other types of future regulation may have a material adverse effect on our business and financial results by making it more difficult or expensive for us to continue to cost- effectively provide employment services, particularly if we cannot pass along increases in costs to our clients. Failure to comply with antibribery and corruption laws could materially adversely affect our business. We are additionally subject to numerous legal and regulatory requirements that prohibit bribery and corrupt acts. These include the Foreign Corrupt Practices Act and the UK Bribery Act 2010, as well as similar legislation in many of the countries and territories in which we operate. Our employees (but not our temporary associates) are required to participate in a global anticorruption compliance training program designed to ensure compliance with these laws and regulations. However, there are no assurances this program will be effective. In many countries where we operate, practices in the local business community may not conform to international business standards and could violate anticorruption law or regulations. Furthermore, we remain subject to the risk that one of our employees (or one of our associates on a temporary or contract- based assignment) could engage in business practices that are prohibited by our policies and these laws and regulations. Any such violations could materially adversely affect our business. We may be exposed to legal claims, including employment- related claims that could materially adversely affect our business, financial condition and results of operations. We are subject to a wide variety of potential litigation and other legal claims that arise in the ordinary course of our business. The results of litigation and other legal proceedings are inherently uncertain, and adverse judgments or settlements in some, or all of these legal disputes may result in materially adverse monetary damages, fines, penalties or injunctive relief against us. For example, through our direct interaction with our clients' businesses and facilities, including functions and systems that are sensitive or critical to their core businesses, we may be exposed to operational, regulatory, reputational and other risks specific to their business, including data security risks. These risks may be reduced through contractual provisions that limit damages or mitigate our responsibility for losses caused by our assigned workers; but these types of contractual protections are not always possible because we may perceive an important economic opportunity, because of the contracting practices of our industry competitors or because our personnel did not adequately follow our contracting guidelines. In addition, as we expand our services and solutions into new areas, we may be exposed to additional and evolving risks specific to these new areas. We are in the business of employing people and placing them in the workplaces of other businesses. Risks relating to these activities could include possible claims of or relating to: • discrimination or harassment; • employee pay, including wage and hour requirements; • wrongful termination or retaliation; • actions or inactions of our workers, including matters for which we may have to indemnify a client; • laws governing employment screening and privacy; • classification of workers as employees or independent contractors; • **employee unionization and collective bargaining activity, which we have recently experienced with certain small employee groups; •** employment of undocumented or illegal workers; • issues relating to health and safety, including workers' compensation; • employee benefits, including leave and healthcare coverage; • errors and omissions relating to the performance of professional roles such as IT professionals, accountants, engineers and the like; and • our workers' misuse of proprietary information, misappropriation of funds, other criminal activity or torts or other similar claims. We may incur fines and other losses or negative publicity with respect to the above risks. In addition, some or all of these claims may give rise to litigation, which could be time- consuming to our management team and costly and could have a negative impact on our business regardless of the merits of the claim. For example, in the past, we have devoted considerable time and expense to resolve several California- based " wage and hour " claims that asserted deficiencies in our payroll practices, and we are often sued by plaintiffs in various other employment- related matters, including those seeking class action status in the US. It is likely we will continue to experience similar claims in the future, which may increase in number as a result of remote working assignments as well as increasing employment regulation at the state and local level. We cannot be certain our insurance will be sufficient in amount or scope to cover all claims that may be asserted against us. Should the ultimate judgments or settlements exceed our insurance coverage, they could have a material effect on our results of operations, financial position and cash flows. We cannot be certain we will be able to obtain appropriate types or levels of insurance in the future, that adequate replacement policies will be available on acceptable terms, if at all, or that the companies from which we have obtained insurance will be able to pay claims we make under such policies. Our business exposes us to competition law risk. We are subject to antitrust and competition law in the United States, the European Union, and many other regions in which we operate. Some of our business models may carry a heightened risk of regulatory inquiry under relevant competition laws. Although we have put in place safeguards designed to maintain compliance with applicable competition laws, there can be no assurance these protections will be adequate. Competition law authorities have investigated our business practices in the past in France and in other countries, and there continues to be a risk of such inquiries in the future. There is no assurance we would successfully defend against any such regulatory inquiries, and they could consume substantial amounts of our financial and managerial resources, remain outstanding for a significant duration, and result in adverse publicity, even if successfully resolved. An unfavorable outcome could result in liabilities that have a material adverse effect upon our business, financial condition or results of operations. Wisconsin law and our articles of incorporation and bylaws contain provisions that could make the takeover of our company more difficult. Certain provisions of Wisconsin law and our articles of incorporation and bylaws could have the effect of delaying or preventing a third party from acquiring us, even if a change in control would be beneficial to our shareholders. These provisions of our articles of incorporation and bylaws currently include: • permitting removal of directors only for cause; • providing that vacancies on the board of directors will be filled by the remaining directors then in office; and • requiring advance notice for shareholder proposals and director nominees. In addition, the Wisconsin control share acquisition statute and Wisconsin' s " fair price " and " business combination " provisions, in addition to other provisions of Wisconsin law, limit the ability of an acquiring person to engage in certain transactions or to exercise the full voting power of acquired shares under certain circumstances. As a result, offers to acquire us, which may represent a premium over the available market price of our common stock, may be withdrawn or otherwise fail to be realized. The provisions described above could cause our stock price to decline.