Risk Factors Comparison 2023-12-20 to 2022-12-19 Form: 10-K

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In an enterprise as diverse as ours, a wide range of factors could affect future performance. We discuss in this section some of the risk factors that could materially and adversely affect our business, financial condition, value and results of operations. You should consider these risk factors in connection with evaluating the forward- looking statements contained in this annual report because these factors could cause our actual results and financial condition to differ materially from those projected in forward- looking statements. You should not interpret the disclosure of any risk factor to imply that the risk factor has not already materialized. Additional risks factors may exist that are not presently known by the Company or that are currently deemed immaterial may also be present. Risks Related to Economic Conditions ~~The COVID- 19 pandemic has negatively disrupted, and may continue to negatively disrupt, our business and results of operations. Throughout the COVID- 19 pandemic, we have supported, and continue to support, multiple " critical infrastructure " sectors by manufacturing materials and products needed for medical supply chains, packaging, transportation, energy, communications, and other critical infrastructure industries. We have continued to operate during the COVID- 19 pandemic in all our production Nordson Corporation 9facilities, having taken the recommended public health measures to ensure worker and workplace safety. As a result, there have been unfavorable impacts on our manufacturing efficiencies. We continue to actively monitor the evolving circumstances and impact of the COVID- 19 pandemic, which has negatively disrupted, and may continue to negatively disrupt, our business and results of operations in the future. For example, in the second quarter of 2022, our revenue growth in Asia- Pacific was negatively impacted by COVID- 19 lockdowns in China. COVID- 19 lockdown restrictions in China continue to be implemented from time to time. The full extent of the COVID- 19 pandemic on our operations and the markets we serve remains highly uncertain and will depend largely on future developments related to the COVID- 19 pandemic, including infection rates increasing or returning in various geographic areas, variations of COVID- 19, the ultimate duration of the COVID- 19 pandemic, actions by government authorities to contain the outbreak or treat its impact, such as reimposing previously lifted measures or putting in place additional restrictions, and the widespread distribution and acceptance of an effective vaccine, among other things. These developments are constantly evolving and cannot be accurately predicted.~~ Changes in United States or international economic conditions, including declines in the industries we serve, could adversely affect the profitability of any of our operations. In ~~2022~~ **2023**, approximately ~~33~~ **34** percent of our revenue was generated in the United States, while approximately ~~67~~ **66** percent was generated outside the United States. The COVID- 19 pandemic and related preventative and mitigation measures implemented by governments around the world and the ~~conflict~~ **conflicts** ~~between Russia~~ **in Europe** and ~~Ukraine~~ **the Middle East** have to date negatively impacted the global economy and created significant volatility and disruption of financial markets. A general sustained slowdown in the global economy or in a particular region or industry or an increase in trade tensions with U. S. trading partners could negatively impact our business, financial condition or liquidity. Our largest markets include consumer non- durable, industrial, medical, electronics, consumer durable and automotive. A slowdown in any of these specific end markets could directly affect our revenue stream and profitability. A portion of our product sales is attributable to industries and markets, such as the electronics, polymer processing and metal finishing industries, which historically have been cyclical and sensitive to relative changes in supply and demand and general economic conditions. The demand for our products depends, in part, on the general economic conditions of the industries or national economies of our customers. Downward economic cycles in our customers' industries or countries may reduce sales of some of our products. It is not possible to predict accurately the factors that will affect demand for our products in the future. Any significant downturn in the health of the general economy, or any recession, depression or other sustained adverse market event, including inflationary pressures, could have an adverse effect on our revenues and financial performance, resulting in impairment of assets. We cannot predict the strength or duration of any economic slowdown and instability or the timing of any recovery. Our results have been and could continue to be impacted by uncertainty in U. S. trade policy, including uncertainty surrounding changes in tariffs, trade agreements or other trade restrictions imposed by the U. S. or other governments. Our ability to conduct business can be significantly impacted by changes in tariffs, changes or repeals of trade agreements, including the impact of the " United States- Mexico- Canada Agreement " with Mexico and Canada, which replaced the North American Free Trade Agreement, or the imposition of other trade restrictions or retaliatory actions imposed by various governments. Other effects of these changes, including impacts on the price of raw materials, responsive actions from governments and the opportunity for competitors to establish a presence in markets where we participate, could also have significant impacts on our results. We cannot predict what further action may be taken with respect to tariffs or trade relations between the U. S. and other governments, and any further changes in U. S. or international trade policy could have an adverse impact on our business. Further, the ~~level of impact from the COVID- 19 pandemic and the reactions of governmental authorities and others thereto as well as the conflict~~ **conflicts** ~~between Russia~~ **in Europe** and ~~Ukraine~~ **the Middle East** may have significant adverse effects on international trade policy. Significant movements in foreign currency exchange rates or change in monetary policy may harm our financial results. We are exposed to fluctuations in foreign currency exchange rates, particularly with respect to the euro, the yen, the pound sterling and the Chinese yuan. Any significant change in the value of the currencies of the countries in which we do business against the United States dollar could affect our ability to sell products competitively and control our cost structure, which could have a material adverse effect on our business, financial condition and results of operations. For additional detail related to this risk, see Part II, Item 7A, Quantitative and Qualitative Disclosure About Market Risk. A significant portion of our consolidated revenues in ~~2022~~ **2023** were generated in currencies other than the United States dollar, which is our reporting currency. We recognize foreign currency transaction gains and losses arising from our operations in the period incurred. As a result, currency fluctuations between the United States dollar and the currencies in which we do business ~~Nordson Corporation 10~~ have caused and may continue to cause foreign currency transaction and translation movements, which historically have been material and could continue to be material. We cannot predict the effects of exchange rate fluctuations upon our future operating results because of the number of currencies involved, the variability of currency exposures and the potential volatility ~~of~~ **Nordson Corporation 10of** currency exchange rates. We take actions to manage our foreign currency exposure, such as entering into hedging transactions, where applicable, but we cannot assure that our strategies will adequately protect our consolidated operating results from the effects of exchange rate fluctuations. For example, ~~uncertainty surrounding~~ the impact of ~~the COVID- 19 pandemic, the impact of the conflict~~ **conflicts** ~~between Russia~~ **in Europe** and ~~Ukraine~~ **the Middle East** , changes in monetary policies and the effects of the departure of the United Kingdom from the European Union (" Brexit") have caused increased volatility in global currency exchange rates that have resulted in the strengthening of the United States dollar against the foreign currencies in which we conduct business. Future adverse consequences arising from the ~~COVID- 19 pandemic, the conflict~~ **conflicts** ~~between Russia~~ **in Europe** and ~~Ukraine,~~ **the Middle East** and Brexit may include continued volatility in exchange rates. Any significant fluctuation in exchange rates may be harmful to our financial condition and results of operations. We also face risks arising from the imposition of exchange controls and currency devaluations. Exchange controls may limit our ability to convert foreign currencies into United States dollars or to remit dividends and other payments by our foreign subsidiaries or customers located in or conducting business in a country imposing controls. Currency devaluations diminish the United States dollar value of the currency of the country instituting the devaluation and, if they occur or continue for significant periods, could adversely affect our earnings or cash flow. Risks Related to Our Business and Operations A disruption in, shortage of,...... realized as anticipated or at all. Political conditions in and between the United States and foreign countries in which we operate could adversely affect us. We conduct our manufacturing, sales and distribution operations on a worldwide basis and are subject to risks associated with doing business both within and outside the United States. We expect that international operations and United States export sales will continue to be important to our business for the foreseeable future. Both sales from international operations and export sales are subject to varying degrees of risks inherent in doing business outside the United States. Such risks include, but are not limited to, the following: • risks of political or economic instability; • unanticipated or unfavorable circumstances arising from host country laws or regulations; • threats of war, terrorism or governmental instability, including ~~the conflict~~ **conflicts** ~~between Russia~~ **in Europe** and ~~Ukraine~~ **the Middle East** ; • changes in tax rates, adoption of new tax laws or other additional tax policies, and other proposals to reform United States and foreign tax laws that impact how United States multinational corporations are taxed on foreign earnings; • restrictions on the transfer of funds into or out of a country; • potential negative consequences from changes to taxation policies; • the disruption of operations from labor and political disturbances; • the imposition of tariffs, import or export licensing requirements and other potential changes in trade policies and relations arising from policy initiatives implemented by the U. S. presidential administration; **and** • exchange controls or other trade restrictions including transfer pricing restrictions when products produced in one country are sold to an affiliated entity in another country ~~; and • government responses to the COVID- 19 pandemic~~ . Any of these events could reduce the demand for our products, limit the prices at which we can sell our products, interrupt our supply chain, or otherwise have an adverse effect on our operating performance. Our international operations also depend upon favorable trade relations between the U. S. and those foreign countries in which our customers, subcontractors and materials suppliers have operations. A protectionist trade environment in either the U. S. or those foreign countries in which we do business, such as a change in the current tariff structures, export compliance or other trade policies, may materially and adversely affect our ability to sell our products in foreign markets. The current U. S. presidential administration has criticized existing trade agreements, and while it remains unclear what actions the current or future administration may take with respect to existing and proposed trade agreements, or restrictions on trade generally, more stringent export and import controls may be ultimately imposed in the future. **Failure** to retain our existing senior management team or the inability to attract and retain qualified personnel could hurt our business and inhibit our ability to operate and grow successfully ~~.The COVID- 19 pandemic has created labor force disruptions impacting factory production and other operations~~ .Our success will continue to depend to a significant extent on the continued service of our executive management team and the ability to recruit,hire and retain other key management personnel,including factory production workers and other staff,to support our growth and operational initiatives and replace those who retire or resign.Failure to retain our leadership team and workforce and to attract and retain other important management and technical personnel could place a constraint on our global **Nordson Corporation 11** growth and operational initiatives,possibly resulting in inefficient and ineffective management and operations,which would likely harm our revenues,operations and product development efforts and eventually result in a decrease in profitability.The Company may be subject to risks relating to organizational changes.We regularly execute organizational changes such as acquisitions,divestitures and realignments to support our growth and cost management strategies.We also engage in initiatives aimed to increase productivity,efficiencies and cash flow and to reduce costs.The Company commits significant resources to identify,develop and retain key employees to ensure uninterrupted leadership and direction.If we are unable to successfully manage these and other organizational changes,the ability to complete such activities and realize anticipated synergies or cost savings as well as our results of operations and financial condition could be materially adversely affected.We cannot offer assurances that any of these initiatives will be beneficial to the extent ~~Nordson Corporation 11~~ anticipated,or that the estimated efficiency improvements, **incremental cost savings or cash flow improvements will be realized as anticipated or at all.** Increased information technology threats and more sophisticated and targeted cybercrime could pose a risk to our systems, networks, products, solutions and services. We have experienced and expect to continue to experience cyber- attacks to our systems and networks. To date, we have not experienced any material breaches or material losses related to cyber- attacks. To conduct our business, we rely extensively on information technology systems, networks and services, some of which are managed, hosted and provided by third- party service providers. Increased global information technology security threats, more sophisticated and targeted computer crime and cyberterrorism pose a risk to the security of our systems and networks and those of our third- party service providers and the confidentiality, availability and integrity of our data. Depending on their nature and scope, such threats could potentially lead to the compromising of confidential information, including but not limited to confidential information relating to customer or employee data, improper use of our systems and networks, manipulation and destruction of data, defective products, production downtimes and operational disruptions, which in turn could adversely affect our reputation, competitiveness and results of operations. A cyber-attack or other disruption may also result in financial loss, including potential fines for failure to safeguard data or losses in connection with any litigation that may result from a cyber- attack. Our insurance coverage may not be adequate to cover all the costs arising from such events. We have taken steps and incurred costs to further strengthen the security of our computer systems and continue to assess, maintain and enhance the ongoing effectiveness of our information security systems. While we attempt to mitigate these risks by employing a number of measures, including employee training, comprehensive monitoring of our networks and systems, and maintenance of backup and protective systems, our systems, networks, products, solutions and services remain potentially vulnerable to advanced persistent threats. The techniques used by criminals to obtain unauthorized access to sensitive data ~~Nordson Corporation 12~~ change frequently and often are not recognizable until launched against a target. Accordingly, we may be unable to anticipate these techniques or implement adequate preventative measures. It is therefore possible that in the future we may suffer a criminal attack, unauthorized parties may gain access to personal information in our possession and we may not be able to identify any such incident in a timely manner. The interpretation and application of data protection laws, including federal, state and international laws, relating to the collection, use, retention, disclosure, security and transfer of personally identifiable data in the U. S., Europe and elsewhere (including but not limited to the European Union' s GDPR ~~, the Brazilian General Data Protection Law~~ and the CCPA), are uncertain and evolving. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data practices. In addition, as a result of existing or new data protection requirements, we incur and expect to continue to incur significant ongoing operating costs as part of our significant efforts to protect and safeguard our sensitive data and personal information. These efforts also may divert management and employee attention from other business and growth initiatives. A breach in information privacy could result in legal or reputational risks and could have a negative impact on our revenues and results of operations **.** A disruption in,shortage of,or price increases for,supply of our components and raw materials may adversely impact our business,financial condition,results of operations and cash flows.While we manufacture certain parts and components used in our products,we require substantial amounts of raw materials and purchase some parts and components from suppliers.The availability and prices for raw materials,parts and components may be subject to curtailment or change due to,among other things,suppliers' allocation to other purchasers,interruptions in production by suppliers and changes in exchange rates and prevailing price levels,including as a result of inflation.The ~~COVID- 19 pandemic and the conflict~~ **conflicts** ~~between Russia~~ **in Europe** and ~~Ukraine~~ **the Middle East** have negatively impacted,and may continue to negatively impact,the availability and prices for raw materials,parts,and components.While we generally attempt to pass along higher raw material,part and component costs to our customers in the form of price increases,there historically has been a delay between an increase in our raw material costs and our ability to increase the prices of our products.Additionally,we may not be able to increase the prices of our products due to competitive pricing pressure and other factors.Shortages in raw materials or our inability to pass along **Nordson Corporation 12** price increases could affect the prices we charge,our operating costs and our competitive position,which could adversely affect our business,financial condition,results of operations and cash flows.In addition,our facilities,supply chains,distribution systems and products may be impacted by natural or man- made disruptions,including armed conflict,demand surges,damaging weather or other acts of nature (including weather or other acts of nature caused by climate change),pandemics or other public health crises.A shutdown of,or inability to utilize,one or more of our facilities,our supply chain,or our distribution system could significantly disrupt our operations,delay production and shipments,impact our relationships and reputation with customers,suppliers,employees and others,result in lost or decreased sales,or result in legal exposure and large remediation or other expenses,which could adversely affect our business,financial condition,results of operations and cash flows . If our intellectual property protection is inadequate, others may be able to use our technologies and tradenames and thereby reduce our ability to compete, which could have a material adverse effect on us, our financial condition and results of operations. We regard much of the technology underlying our products and the trademarks under which we market our products as proprietary. The steps we take to protect our proprietary technology may be inadequate to prevent misappropriation of our technology, or third parties may independently develop similar technology. We rely on a combination of patents, trademark, copyright and trade secret laws, employee and third- party non- disclosure agreements and other contracts to establish and protect our technology and other intellectual property rights. The agreements may be breached or terminated, and we may not have adequate remedies for any breach, and existing trade secrets, patent and copyright law afford us limited protection. Policing unauthorized use of our intellectual property is difficult. A third party could copy or otherwise obtain and use our products or technology without authorization. Litigation may be necessary for us to defend against claims of infringement or to protect our intellectual property rights and could result in substantial cost to us and diversion of our efforts. Further, we might not prevail in such litigation, which could harm our business. Our products could infringe on the intellectual property of others, which may cause us to engage in costly litigation and, if we are not successful, could cause us to pay substantial damages and prohibit us from selling our products. Third parties may assert infringement or other intellectual property claims against us based on their patents or other intellectual property claims, and we may have to pay substantial damages, possibly including treble damages, if it is ultimately determined our products infringe. We may have to obtain a license to sell our products if it is determined that our products infringe upon another party' s intellectual property. We might be prohibited from selling our products before we obtain a license, which, if available at all, may require us to pay substantial royalties. Even if infringement claims against us are without merit, defending these types of lawsuits takes significant time, may be expensive and may divert management attention from other business concerns. Risks Related to the Execution of Our Strategy We continually assess the strategic fit of our existing businesses and may divest or otherwise dispose of businesses that are deemed not to fit with our strategic plan or are not achieving the desired return on investment, and we cannot be certain that our business, operating results and financial condition will not be materially and adversely affected. A successful divestiture depends on various factors, including reaching an agreement with potential buyers on terms we deem attractive, as well as our ability to effectively transfer liabilities, contracts, facilities, and employees to any purchaser, identify and separate the intellectual property to be divested from the intellectual property that we wish to retain, reduce fixed costs previously associated with the divested assets or business, and collect the proceeds from any divestitures. These efforts require varying levels of management resources, which may divert our attention from other business operations. If we do not realize the expected benefits of any divestiture transaction, our consolidated financial position, results of operations and cash flows could be negatively impacted. In addition, divestitures of businesses involve a number of risks, including significant costs and expenses, the loss of customer relationships and a decrease in revenues and earnings associated with the divested business. Furthermore, divestitures potentially involve significant post- closing separation activities, which could involve the expenditure of material financial resources and significant employee resources. Any divestiture may result in a dilutive impact to our future earnings if we are unable to offset the dilutive impact from the loss of revenue associated with the divestiture, as well as significant write- offs, including those related to goodwill and other intangible assets, which could have a material adverse effect on our results of operations and financial condition. ~~Nordson Corporation 13~~ If we fail to develop new products or enhance existing products, or our customers do not accept the new or enhanced products we develop, our revenue and profitability could be adversely impacted. Innovation is critical to our success. We believe that we must continue to enhance our existing products and to develop and manufacture new products with improved capabilities in order to continue to be a leading provider of precision technology solutions. We also believe that we must continue to make improvements in our productivity in order to maintain our **Nordson Corporation 13** competitive position. Difficulties or delays in research, development or production of new or enhanced products or failure to gain market acceptance of new or enhanced products and technologies may reduce future sales and adversely affect our competitive position. We continue to invest in the development and marketing of new or enhanced products. There can be no assurance that we will have sufficient resources to make such investments, that we will be able to make the technological advances necessary to maintain competitive advantages or that we can recover major research and development expenses. If we fail to make innovations, launch products with quality problems or the market does not accept our new products, our financial condition, results of operations, cash flows and liquidity could be adversely affected. In addition, as new or enhanced products are introduced, we must successfully manage the transition from older products to minimize disruption in customers' ordering patterns, avoid excessive levels of older product inventories and ensure that we can deliver sufficient supplies of new products to meet customers' demands. Our growth strategy includes acquisitions, and we may not be able to execute on our acquisition strategy or integrate acquisitions successfully. Our recent historical growth has depended, and our future growth is likely to continue to depend, in part on our acquisition strategy and the successful integration of acquired businesses into our existing operations. For example, in ~~November~~ **August** ~~2022~~ **2023** , we completed our acquisition of ~~CyberOptics~~ **the ARAG Group** . We intend to continue to seek additional acquisition opportunities both to expand into new markets and to enhance our position in existing markets throughout the world. We cannot assure we will be able to successfully identify suitable acquisition opportunities, prevail against competing potential acquirers, negotiate appropriate acquisition terms, obtain financing that may be needed to consummate such acquisitions, complete proposed acquisitions, successfully integrate acquired businesses into our existing operations or expand into new markets. In addition, we cannot assure that any acquisition, including the recent ~~acquisition~~ **acquisitions** of **the ARAG Group and** CyberOptics **Corporation (" CyberOptics")** , once successfully integrated, will perform as planned, be accretive to earnings, or prove to be beneficial to our operations and cash flow. The success of our acquisition strategy is subject to other risks and uncertainties, including: • our ability to realize operating efficiencies, synergies or other benefits expected from an acquisition, and possible delays in realizing the benefits of the acquired company or products; • diversion of management' s time and attention from other business concerns; • difficulties in retaining key employees, customers or suppliers of the acquired business; • difficulties in maintaining uniform standards, controls, procedures and policies throughout acquired companies; • adverse effects on existing business relationships with suppliers or customers; • the risks associated with the assumption of product liabilities or contingent or undisclosed liabilities of acquisition targets; and • the ability to generate future cash flows or the availability of financing. In addition, an acquisition could adversely impact our operating performance as a result of **incurring** ~~the incurrence of~~ acquisition- related debt, pre- acquisition potential tax liabilities, acquisition expenses, the amortization of acquisition- acquired assets, or possible future impairments of goodwill or intangible assets associated with the acquisition. We may also face liability with respect to acquired businesses for violations of environmental laws occurring prior to the date of our acquisition, and some or all of these liabilities may not be covered by environmental insurance secured to mitigate the risk or by indemnification from the sellers from which we acquired these businesses. We could also incur significant costs, including, but not limited to, remediation costs, natural resources damages, civil or criminal fines and sanctions and third- party claims, as a result of past or future violations of, or liabilities, associated with environmental laws. Any impairment in the value of our intangible assets, including goodwill, would negatively affect our operating results and total capitalization. Our total assets reflect substantial intangible assets, primarily goodwill. The goodwill results from our acquisitions and represents the excess of cost over the fair value of the identifiable net assets we acquired. We assess at least annually whether there has been any impairment in the value of our intangible assets. If future operating performance at one or more of our business units were to fall significantly below current levels, if competing or alternative technologies emerge, if market conditions for acquired businesses decline, if significant and prolonged negative industry or economic trends exist, if our stock ~~Nordson Corporation 14~~ price and market capitalization declines, or if future cash flow estimates decline, we could incur, under current applicable accounting rules, a non- cash charge to operating earnings for goodwill impairment. Any determination requiring the write- off of a significant portion of unamortized intangible assets would negatively affect our results of operations and equity book value, the effect of which could be material. **Nordson Corporation 14** Risks Related to Legal, Compliance and Regulatory Matters Changes in United States and international tax laws may have a material adverse effect on our business, financial condition and results of operations. We are subject to income taxes in the United States and various foreign jurisdictions. Changes in applicable domestic or foreign tax laws and regulations, or their interpretation and application, including the possibility of retroactive effect, could affect our business, financial condition and profitability by increasing our tax liabilities. Our future results of operations could be adversely affected by changes in our effective tax rate as a result of a change in the mix of earnings in jurisdictions with differing statutory tax rates, changes in our overall profitability, changes in tax legislation and rates, changes in generally accepted accounting principles and changes in the valuation of deferred tax assets and liabilities. The U. S. federal government may adopt changes to international trade agreements, tariffs, taxes and other government rules and regulations. While we cannot predict what changes will actually occur with respect to any of these items, such changes could affect our business and results of operations. We may be exposed to liabilities under the Foreign Corrupt Practices Act (**"** FCPA **"**), which could have a material adverse effect on our business. We are subject to compliance with various laws and regulations, including the FCPA, UK Bribery Act and similar worldwide anti-bribery and anti- corruption laws, which generally prohibit companies and their intermediaries from engaging in bribery or making other improper payments to private or public parties for the purpose of obtaining or retaining business or gaining an unfair business advantage. The FCPA also requires proper record keeping and characterization of such payments in our reports filed with the SEC. Our employees are trained and required to comply with these laws, and we are committed to legal compliance and corporate ethics. Violations of these laws could result in severe criminal or civil sanctions and financial penalties and other consequences that may have a material adverse effect on our business, reputation, financial condition or results of operations. The level of returns on pension plan assets, changes in the actuarial assumptions used and management of pension liabilities could adversely affect us. Our operating results may be positively or negatively impacted by the amount of expense we record for our defined benefit pension plans. U. S. GAAP requires that we calculate pension expense using actuarial valuations, which are dependent upon our various assumptions including estimates of expected long- term rate of return on plan assets, discount rates for future payment obligations, and the expected rate of increase in future compensation levels. Our pension expense and funding requirements may also be affected by our actual return on plan assets and by legislation and other government regulatory actions. Changes in assumptions, laws or regulations and how the Company manages pension liabilities could lead to variability in financial results and could have a material adverse impact on liquidity. Our global operations are subject to increasingly complex environmental regulatory requirements, and compliance with evolving environmental regulatory requirements could negatively impact our business, capital expenditures, results of operations, financial condition and competitive position. We are subject to increasingly complex environmental regulations affecting international manufacturers, including those related to air and water emissions, waste management and climate change. Some environmental laws impose strict, retroactive and joint and several liability for the remediation of the release of hazardous substances, even for conduct that was lawful at the time it occurred, or for the conduct of or conditions caused by prior operators, predecessors or third parties. Failure to comply with environmental laws could expose us to penalties or clean- up costs, civil or criminal liability and sanctions on certain of our activities, as well as damage to property or natural resources. These liabilities, sanctions, damages and remediation efforts related to any non- compliance with such laws and regulations could negatively impact our ability to conduct our operations and our financial condition and results of operations. In addition, there can be no assurances that we will not be adversely affected by costs, liabilities or claims with respect to existing or subsequently acquired operations or under present laws and regulations or those that may be adopted or imposed in the future. Changes in environmental laws or regulations could result in higher expenses and payments, and uncertainty relating to environmental laws or regulations may also affect how we conduct our operations and structure our investments and could limit our ability to enforce our rights. Changes in environmental and climate change laws or regulations, including laws relating to greenhouse gas emissions, could subject us to additional costs and restrictions, including increased energy and raw material ~~Nordson Corporation 15~~ costs. If environmental laws or regulations are either changed or adopted and impose significant operational restrictions and compliance requirements upon us or our products, they could negatively impact our business, capital expenditures, results of operations, financial condition and competitive position. It is our policy to apply strict standards for environmental protection to all of our operations within and outside of the United States, even when we are not subject to local government regulations. We may incur substantial costs, including cleanup costs, **Nordson Corporation 15** fines and civil or criminal sanctions, liabilities resulting from third- party property damage or personal injury claims, or our products could be prohibited from entering certain jurisdictions, if we were to violate or become liable under environmental laws, if our products become non- compliant with environmental laws or if we were to undertake environmental protection actions voluntarily. Expectations relating to environmental, social and governance considerations expose us to potential liabilities, increased costs, reputational harm and other adverse effects on our business. Many governments, regulators, investors, employees, customers and other stakeholders are increasingly focused on environmental, social and governance considerations relating to businesses, including climate change and greenhouse gas emissions, human capital and diversity, equity and inclusion. We make statements about our environmental, social and governance goals and initiatives through information provided on our website, press statements and other communications, including through our ESG Report. Responding to these environmental, social and governance considerations and implementation of these goals and initiatives involves risks and uncertainties, requires investments and are impacted by factors that may be outside our control. In addition, some stakeholders may disagree with our goals and initiatives and the focus of stakeholders may change and evolve over time. Stakeholders also may have very different views on where environmental, social and governance focus should be placed, including differing views of regulators in various jurisdictions in which we operate. Any failure, or perceived failure, by us to achieve our goals, further our initiatives, adhere to our public statements, comply with federal, state or international environmental, social and governance laws and regulations, or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against us and materially adversely affect our business, reputation, results of operations, financial condition and stock price. Risks Related to Our Capital Structure Our inability to comply with **the** ~~our existing credit facilities'~~ restrictive covenants **included in the agreements governing our debt** or to access additional sources of capital could impede our growth or the repayment or refinancing of existing ~~indebtedness~~ **debt** . The limits imposed on us by the restrictive covenants contained in **the agreement governing** our **debt** ~~credit facilities~~ could prevent us from making acquisitions or cause us to lose access to these facilities. ~~Our~~ **The agreements governing our** existing **debt** ~~credit facilities~~ contain restrictive covenants that limit our ability to, among other things: • borrow money or guarantee the debts of others; • use assets as security in other transactions; • make restricted payments or distributions; and • sell or acquire assets or merge with or into other companies. In addition, our credit facilities require us to meet financial ratios, including a " Leverage Ratio " and an " Interest Coverage Ratio, " both as defined in the credit facilities. These restrictions could limit our ability to plan for or react to market conditions or meet extraordinary capital needs and could otherwise restrict our financing activities. Our ability to comply with the covenants and other terms of **the agreement governing** our **debt** ~~credit facilities~~ will depend on our future operating performance. If we fail to comply with such covenants and terms, we may be in default and the maturity of the related debt could be accelerated and become immediately due and payable. We may be required to obtain waivers from our lenders in order to maintain compliance under our credit facilities, including waivers with respect to our compliance with certain financial covenants. If we are unable to obtain necessary waivers and the debt under our credit facilities is accelerated, we would be required to obtain replacement financing at prevailing market rates. We may need new or additional financing in the future to expand our business or refinance existing ~~indebtedness~~ **debt** . If we are unable to access capital on satisfactory terms and conditions, we may not be able to expand our business or meet our payment requirements under our existing **debt** ~~credit facilities~~ . Our ability to obtain new or additional financing will depend on a variety of factors, many of which are beyond our control. We may not be able to obtain new or additional financing because we have substantial debt or because we may not have sufficient cash flow to service or repay our existing or future debt. In addition, depending on market conditions and our financial performance, neither debt nor equity financing may be available on ~~Nordson Corporation 16~~ satisfactory terms or at all. Finally, as a consequence of worsening financial market conditions, our credit facility providers may not provide the agreed credit if they become undercapitalized. **Nordson Corporation 16** Changes in interest rates could adversely affect us. Any period of interest rate increases may adversely affect our profitability. As of October 31, ~~2022~~ **2023** , we had $ ~~738~~ **1** , ~~822~~ **749, 305** of total debt outstanding, of which ~~35 percent~~ **$ 553, 020** was priced at interest rates that float with the market. A one percentage point increase in the interest rate on the floating rate debt in ~~2022~~ **2023** would have resulted in approximately $ ~~2~~ **5** , ~~841~~ **530** of additional interest expense. A higher level of floating rate debt would increase the exposure to changes in interest rates. For additional detail related to this risk, see Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk. General Risk Factors The insurance that we maintain may not fully cover all potential exposures. We maintain property, business interruption and casualty insurance but such insurance may not cover all risks associated with the hazards of our business and is subject to limitations, including deductibles and maximum liabilities covered. We are potentially at risk if one or more of our insurance carriers fail or deny our claims. Additionally, severe disruptions in the domestic and global financial markets could adversely impact the ratings and survival of some insurers. In the future, we may not be able to obtain coverage at current levels, and our premiums may increase significantly on coverage that we maintain. Our business and operating results may be adversely affected by natural disasters or other catastrophic events beyond our control. While we have taken precautions to prevent production and service interruptions at our global facilities, severe weather conditions, including any that may be caused by global climate change, such as hurricanes or tornadoes, as well as major earthquakes, wildfires and other natural disasters in areas in which we have manufacturing facilities or from which we obtain products may cause physical damage to our properties, closure of one or more of our manufacturing or distribution facilities, lack of an adequate work force in a market, temporary disruption in the supply of inventory, disruption in the transport of products and utilities, and delays in the delivery of products to our customers. Any of these factors may disrupt our operations and adversely affect our financial condition and results of operations.